MAXTECH
VENTURES INC.

8338-120th Street
Surrey, BC
V3W 3N4
Tel.: (604) 592-6881
Fax: (604) 592-6882

Management's Discussion and Analysis
Year ended July 31, 2015

DATE AND SUBJECT OF REPORT

Following is management's discussion ("MD&A") in respect of the results of operations and financial position of Maxtech Ventures Inc. ("Maxtech" or the "Company") for the year ended July 31, 2015 and should be read in conjunction with the audited consolidated annual financial statements for the same year. The financial statements and MD&A of the Company are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS'). Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.maxtechventures.com. You may also access the Company's disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

The MD&A has been prepared effective as of November 24, 2015.

FORWARD LOOKING INFORMATION

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, future mining properties exploration plans including risks associated with the costs of mineral exploration, whether a mineral deposit will be commercially viable, the fluctuating nature of metal prices, Canadian and foreign government regulations regarding mining, environmental hazards, environmental protection regulations, and also those identified in the Risks & Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and while many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by securities law.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	***Assumptions***	***Risk factors***
Management expects the Company's results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.	*Management makes projections based on the Company's past performance.*	*Unexpected significant operating or investing expenditures that may incur in the future*

OVERALL PERFORMANCE

Business update

Prior to the quarter ended October 30, 2014, the Company had two principal business focuses: a) acquisition and development of real and farming properties and b) exploration of mineral properties in British Columbia and Quebec. The Company's common shares are currently trading on the Canadian Securities Exchange with the trading symbol of MVT.

Corporate Restructuring

In August 2014, Maxtech and its wholly owned subsidiary, Can-Ameri Agri Co. Inc. ("Can-Ameri"), entered into an arrangement agreement ("Agreement") to execute a proposed plan of arrangement ("Arrangement") in connection with the reorganization of the Company. Upon the completion of the Arrangement on March 13, 2015, Can-Ameri, which has three real and farming properties located in the USA (see the "Investment in real and farming properties 'section in the below), has been spun out from Maxtech after the transaction and the listing of Can-Ameri common shares received all the required approval. As a result, the Company stopped conducting development of real and farming properties and focus only in the exploration of mineral properties in British Columbia and Quebec.

Under the Agreement, the Company transferred the following assets and liabilities to Can-Ameri on January 1, 2015:

The assets and liabilities transferred out from the Company as at January 1, 2015 are as follows:

Assets transferred to Can-Ameri Agri	$
Cash	423,327
Prepaid expense	5,801
Properties	2,719,799
Deferred farm cost	348,030
Prepayment related to farm cost	142,112
Liabilities assumed by Can-Ameri Agri	
Deposit	(116,010)
Net assets transferred	3,523,059

Investment in real and farming properties

After January 1, 2015, the Company ceased to work in real estate and farming properties upon the completion of the Arrangement. The Continuity of the Company's properties is as follows:

	31-Jul-13	Additions	31-Jul-14	Additions	Effect of change in foreign exchange rate	Transfer to Can-Ameri on January 1, 2015	31-Jul-15
	$	$	$	$	$	$	$
Bradshaw	-	1,307,840	1,307,840	-	85,388	1,393,228	-
Franklin	-	725,170	725,170	-	47,346	772,516	-
Franklin-deferred farm cost	-	-	-	302,400	451,630	348,030	-
Camino	-	381,150	381,150	-	24,885	406,035	-
California Land (1)	-	-	-	182,910	14,450	197,360	-
	-	2,414,160	2,414,160	485,310	217,699	3,117,169	-

New Business Opportunity
The Company is currently actively looking at investment opportunities in the clean tech sector, specifically in the areas of solar, wind and geothermal. In May 2015, the Company signed an option ("Eotheme Option") with Swiss based Eotheme SARL in the domain of clean tech. The developers and proprietors of this technology patented a configuration for using a gear box with 3 axes for the coupling of two rotors of a wind turbine rotating in opposite directions. The patented technology allows the addition of both rotations. An independent technical report published in 2009 by Paul Scherrer Institute cited the possibility of a 25% increase in energy output using the Technology versus other conventional wind turbines. While this technology is not yet ready for commercialization, the Company has an option to own the patents and all other intellectual property over a period of 5 years by making certain expenditures in commercializing this technology.

Share split
On April 29, 2015, the Company divided its issued and outstanding shares on a three new shares for each old share basis. As a result, the number of outstanding shares and loss per share presented in this MD&A has been retroactively restated to reflect this share split.

Private placement
In November 2014 the Company completed a non-brokered private placement and raised a total of $100,000 through the sale of 6,000,000 units at $0.017 per unit, each unit being comprised of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.017 per share for a period of two years. The Company accounted for the issuance of these 6,000,000 share purchase warrants in accordance with the residual method and recorded $Nil to the reserve accordingly. All of these 6,000,000 share purchase warrants were exercised into 6,000,000 common share for gross proceeds of $100,000 in November 2015, after the year ended July 31, 2015.

Management changes
On May 15, 2015, Mr. Lucky Janda has stepped down as Chief Executive Officer (remained a director of the Company). Mr. Ayub Khan has agreed to be the Company's Chief Executive Officer. Mr Khan has held Senior Investment Banking positions with various international banks. He has had the benefit of a Global career and has been intimately involved in acquiring, restructuring and raising considerable financing for private and public companies over the last twenty five years.

On May 29, 2015. Sandy Janda resigned from the Company's Chief Financial Officer and Jared Scharf has become the Company's new CFO.

SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for Maxtech for each of the three most recently completed fiscal years. The information set forth below should be read in conjunction with the audited consolidated annual financial statements of the same years.

	Year ended July 31, 2015	**Year ended July 31, 2014**	**Year ended July 31, 2013**
	$	$	$
Total assets	3,353	3,748,648	4,061,423
Long term liabilities	-	-	-
Total revenue	-	-	-
Administrative expenses	(287,042)	(197,103)	(272,167)
Loss from continued operation	(367,108)	(527,325)	(1,735,955)
Basic and diluted gain (loss) per share	(0.01)	(0.01)	(0.05)

The Company has not earned significant revenue from operations and does not expect to earn revenue from operation in the near future.

The fluctuation of the Company's income and loss in the last three year was mainly related to the amount of interest revenue and administrative expenses incurred in each year plus various incidental gain/loss from disposition of the Company's marketable securities, assets write down and recovery.

SUMMARY OF QUARTERLY RESULTS

The selected quarterly information for the past eight quarters is outlined below.

(In thousands of dollars except amounts per share)	2015				2014			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	$	$	$	$	$	$	$	$
Cash and cash equivalent	3	235	273	999	926	1,236	1,252	3,509
Working Capital	2	341	364	856	1,208	1,920	1,959	3,918
Total Assets	54	363	394	3,796	3,748	3,986	4,028	4,028
Shareholders' Equity	2	341	364	3,603	3,622	3,928	3,968	3,993
Earnings (loss) from continued operation	(409)	148	(64)	(42)	(463)	(17)	(19)	(28)
Earnings (loss) per Share	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
Weighted Average Shares Outstanding (000's)	39,649	39,948	36,948	33,648	33,648	33,648	33,648	33.648

The Company has not earned significant revenue from operation since inception and does not expect to earn significant revenue from operation in the near future.

The fluctuation of the Company's income and loss is mainly related to the amount of business activities done in each particular quarter plus various incidental gain/loss from disposition of the Company's marketable securities, assets write down and recovery.

After the completion of the corporate restructuring (discussed in the above section), the Company is actively seeking new business and currently does not have significant operations. Thus its income and loss is not subject to seasonality in the past and the Company will curtail its expenses before successfully acquiring or developing a new business operation. Management expects the Company's quarterly results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.

RESULTS OF OPERATIONS

Year ended July 31, 2015 ("2015')

The Company has grouped the operating result of Can-Ameri (the part that was spun out as discussed in the section of "Corporate Restructuring") as "Loss from discontinued operations" for the years ended 2015 and 2014.

The Company had a net loss of $367,108 from its continued operation in 2015 (2014 – loss of $527,325)

The $367,108 loss from its continued operation in 2015 was mainly a combined result of incurring $287,042 administrative expenses (2014 - $197,103), interest income of $12,594 (2014 - $81,017), loss from marketable securities of $29,074 (2014 – loss of $52,226), and loss on impairment of promissory note receivable of $60,963 (2014 – loss of $347,888).

During 2015, the main components of the administrative expenses are office facilities and administrative services (rent inclusive) of $32,976 (2014 - $41,240); consulting fees of $80,263 (2014- $40,952), transfer agent and listing fees of $144,023 (2014 - $18,581). The Company incurred higher transfer agent and listing fees in 2015 in connection with the corporate restructuring discussed in the above. The Company incurred higher consulting fees in 2015 as the Company engaged addition consultant dealing with the Eotheme Option discussed in the New Business Opportunities section in the above. The Company may continue to incur more consulting and business development fees in the future in connection with this Eotheme Option.

The Company lent $225,000 to Desert Gold Ventures Inc. during 2014 and earned one time incentive fees and interest totalling $21,154. There was no similar arrangement in 2015. As a result, the Company earned less interest income in 2015 Nine Months.

During 2015, the Company recorded incidental write down of the marketable securities and promissory notes of $29,074 (2014 - $52,226 loss) and $60,963 (2014 - $347,888) respectively.

As at July 31, 2015, the Company had $3,353 cash (July 31, 2014 - $925,817), marketable securities of $50,432 (July 31, 2014 - $79,506), note receivable of $Nil (July 31, 2014 - $326,000), customer deposit of $Nil (July 31, 2014 - $108,900), accounts payable and accrued liabilities of $54,144 (July 31, 2014 - $17,218), and share capital of $8,230,000 (July 31, 2014 - $$8,130,000)

During 2015 the Company's cash decreased by $922,464 which was mainly a combined result of receiving $100,000 from issuance of shares and warrants, receiving $270,000 from a promissory note repayment, which have been offset by the use of $272,412 in the operations, $596,725 in the acquisition of properties, and the transfer out of cash of $423,327 to Can-Ameri in connection with the corporate restructuring

Three months ended July 31, 2015 ("2015 Q4")

The Company had a net loss of $325,232 from the continued operations in 2015 Q4 compared to the net loss of $462,660 loss from the continued operations in the same period of last year, an improvement of $137,428.

The $325,232 loss in 2015 Q4 was mainly a combined result of incurring $135,515 administrative expenses (2014 Q4 - $54,935), interest income of $710 (2014 Q4 - $20,350), a non-cash foreign exchange loss of $241,450 (2014 Q4– $2,186), incidental loss from marketable securities of $29,074 (2014 Q4 - $52,226 loss), and loss on impairment of loan receivable of $60,963 (2014 Q4 - $347,888).

During 2015 Q4, the main components of the administrative expenses are office facilities and administrative services (rent inclusive) of $16,384 (2014 Q4 - $4,212); consulting fees of $59,481 (2014 Q4 - $22,077), transfer agent and listing fees of $19,176 (2014 Q4 - $1,506). Consulting fees increased due to having more consultants working on the Eotheme Option.

The change in foreign exchange, loss from marketable securities and loan provision are incidental and are considered non-recurring.

LIQUIDITY AND CAPITAL RESOURCES

Financing of operations has been achieved primarily by equity financing. On July 31, 2015, the Company had $3,353 in cash ($925,817 – July 31, 2014) and a working capital of $1,584. Subsequent to the year ended July 31, 2015, the Company received $100,000 from warrant exercised to finance its operations. The Company will consider to raise further capital from equity/debt financing to finance its long term objective.

During 2015, the Company received $100,000 from issuance of shares and warrants (cash from investing activities)

The Company considers its components of shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

The Company's capital is not subject to external restriction.

TRANSACTIONS WITH RELATED PARTIES

<u>Transactions with key management and directors</u>
As at July 31, 2015, the Company's had a balance owing to the Company's former CEO (Lucky Janda) of $16,765 for expenses reimbursement included in accounts payable and accrued liabilities (2014 - $Nil).

During the years ended July 31, 2015 and 2014, the Company had the following transactions with related parties:

	Nature of fees	2015	2014
		$	$
Former President (Curt Huber)	Consulting	-	5,000
Former CFO (Sandy Janda)	Professional	-	11,815
Company formerly affiliated with a relative of the former CEO (Lucky Janda)	Rent	-	15,000
Company formerly affiliated with a relative of Lucky Janda	Consulting	-	24,137
		-	55,952

Amounts due to related parties are non-interest bearing, with no terms of repayment.

PROPOSED TRANSACTIONS

There are no proposed transactions that may materially affect the performance of the Company.

SHARE DATA

As at the date of this MD&A, the Company has 45,648,948 common shares outstanding. As at the date of this MD&A the Company does not have outstanding stock options and share purchase warrant that can be exercisable into common shares of the Company.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has not adopted new accounting policies since its last year ended July 31, 2014.

FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

<u>Credit Risk</u>
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is on its cash and notes receivable. The majority of cash is deposited in bank accounts held with major financial institutions in Canada. As most of the Company's cash is held by two financial institutions, there is a concentration of credit risk. This risk is managed by using major financial institutions that are high credit quality financial institutions as determined by rating agencies.

<u>Foreign exchange risk</u>
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's is not exposed to foreign exchange risk as MRPL is currently inactive and the Company does not have foreign operations after the Arrangement.

<u>Liquidity Risk</u>
Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to

meet short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. All of the Company's liabilities are currently due on demand.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is minimal.

Price risk
The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices for general movements in the level of the stock market. The Company is exposed to price risk on its marketable securities of $50,432.

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

	July 31, 2015	July 31, 2014
	$	$
Fair value through profit and loss:		
Cash	3,353	925,817
Loans and receivables:		
Notes receivable	-	326,000
Interest receivable	-	2,163
Available-for-sale financial assets:		
Marketable securities	50,432	79,506
	53,785	1,333,486

Financial liabilities included in the statement of financial position are as follows:

	July 31, 2015	July 31, 2014
	$	$
Non-derivative financial liabilities:		
Trade payables	18,324	218

Fair value
The fair value of the Company's financial assets and liabilities approximates the carrying amount as at July 31, 2015 and 2014 due to their short-term natures.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Cash and marketable securities are recorded at fair value based on level 1 inputs.

RISK AND UNCERTAINTIES

Risks of the Company's business include the following:

Risk of new business
The Company is currently looking for new exploration properties and/or other new business opportunities. There is no guarantee that the Company can develop into a viable business.

Conflicts of Interest
Certain of the directors of the Company also serve as directors and/or officers of other companies involved in real estate development or management. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation are recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.