

MAXTECH VENTURES INC.

Consolidated Interim Financial Statements

Quarter Ended October 31, 2015

(Unaudited - Expressed in Canadian Dollars)

NOTICE TO READERS

In accordance with National Instrument 51-102 released by Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the accompanying condensed interim consolidated financial statements.

Maxtech Ventures Inc.

Consolidated Condensed Interim Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

| | Note | October 31, 2015 | July 31, 2015 |
|---|------|---------------------|------------------|
| | | \$ | \$ |
| Assets | | | |
| Current Assets | | | |
| Cash | | 2,875 | 3,353 |
| Marketable securities | 5 | 66,790 | 50,432 |
| Other receivables | 6 | 2,531 | 1,943 |
| Total | | 72,196 | 55,728 |
| Liabilities and Shareholders' Equity | | | |
| Current Liabilities | | | |
| Accounts payable and accrued liabilities | 7 | 94,082 | 54,144 |
| Shareholders' Equity | | | |
| Share capital | 8 | 8,230,000 | 8,230,000 |
| Reserves | 8 | 5,361,581 | 5,345,223 |
| Deficit | | (13,613,467) | (13,573,639) |
| Total Equity | | (21,886) | 1,584 |
| Total Liabilities and Shareholders' Equity | | 72,196 | 55,728 |

Nature of operations and going concern

1

"Ayub Khan"

Director

"Omar Hudani"

Director

See accompanying notes to the consolidated interim financial statements

Maxtech Ventures Inc.

Consolidated Condensed Interim Statements of Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

| Quarter ended October 31, | Note | 2015 | 2014 |
|--|------|------------|------------|
| | | \$ | \$ |
| Expenses | | | |
| Consulting | | 27,200 | 7,642 |
| Office facilities and administration | | 7,725 | 8,939 |
| Professional fees | | 1,750 | 2,500 |
| Transfer agent and listing fees | | 3,153 | 37,392 |
| Travel and promotion | | – | 8,400 |
| Loss before the following | | (39,828) | (64,873) |
| Interest income | | – | 10,481 |
| Net loss from the continued operations | | (39,828) | (54,392) |
| Income (loss) from discontinued operations, net of taxes | | – | 11,866 |
| Net loss for the year | | (39,828) | (42,526) |
| Other comprehensive income (loss): | | | |
| Unrealized gain (loss) - marketable securities | | 16,358 | (22,756) |
| Translation gain (loss) | | – | 46,199 |
| Comprehensive loss | | (23,470) | (19,083) |
| Basic and diluted earnings (loss) per share-discontinued operations | | (0.00) | (0.00) |
| Basic and diluted earnings (loss) per share-continued operations | | (0.00) | (0.00) |
| Weighted average number of common shares outstanding | | 39,648,948 | 33,648,948 |

See accompanying notes to the consolidated interim financial statements

MAXTECH VENTURES INC.

Consolidated Condensed Interim Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

| Cash provided by (used in) | Quarter ended October 31, | |
|--|----------------------------------|-----------------|
| | 2015 | 2014 |
| | \$ | \$ |
| Operating activities | | |
| Net income (loss) for the period | (39,828) | (54,392) |
| Changes in non-cash operating working capital | | |
| Other receivables | (588) | (1,529) |
| Accounts payable and accrued liabilities | 39,938 | 13,581 |
| Cash flow of the discontinued operations (Note 4) | – | 11,866 |
| Cash provided by (used in) operating activities | (478) | (30,474) |
| Investing activities | | |
| Promissory note repayment (issuance) | – | 270,000 |
| Cash flow of the discontinued operations (Note 4) | – | (148,419) |
| Cash (used in) provided by investing activities | – | 121,581 |
| Effect of foreign exchange on cash | – | (17,942) |
| Increase(decrease) in cash | (478) | 73,165 |
| Cash, beginning of period | 3,353 | 925,817 |
| Cash, end of period | 2,875 | 998,982 |
| Supplemental cash flow information: | | |
| Cash paid during the period for income taxes | – | – |
| Cash received from interest income | – | 10,481 |

See accompanying notes to the consolidated interim financial statements

Maxtech Ventures Inc.

Consolidated Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)

(Unaudited - Expressed in Canadian Dollars)

| | Share capital | | Reserves | | | | Total equity |
|---------------------------------------|---------------|-----------|-----------------------------|-----------------------------|--------------------------------|--------------|--------------|
| | Number | Amount | Foreign translation reserve | Share-based payment reserve | Investment revaluation reserve | Deficit | |
| | | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance, July 31, 2014 | 33,648,948 | 8,130,000 | (6,341) | 5,349,127 | – | (9,850,256) | 3,622,530 |
| Translation gain | – | – | 46,199 | – | – | – | 46,199 |
| Unrealized loss-marketable securities | – | – | – | – | (22,756) | – | (22,756) |
| Net loss for the period | – | – | – | – | – | (42,526) | (42,526) |
| Balance, October 31, 2014 | 33,648,948 | 8,130,000 | 39,858 | 5,349,127 | (22,756) | (9,892,782) | 3,603,447 |
| Balance, July 31, 2015 | 39,648,948 | 8,230,000 | (3,904) | 5,349,127 | – | (13,573,639) | 1,584 |
| Unrealized gain-marketable securities | – | – | – | – | 16,358 | – | 16,358 |
| Net loss for the period | – | – | – | – | – | (39,828) | (39,828) |
| Balance, October 31, 2015 | 39,648,948 | 8,230,000 | (3,904) | 5,349,127 | 16,358 | (13,613,467) | (21,886) |

See accompanying notes to the condensed interim consolidated financial statements

Maxtech Ventures Inc.
Notes to the condensed consolidated interim financial statements
Quarter ended October 31, 2015
(Unaudited - Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Maxtech Ventures Inc. (the "Company" or "Maxtech") was incorporated on April 19, 2000 under the laws of the province of British Columbia, Canada, and its principal activity was the acquisition and development of real estate and farming properties (Note 4). The Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the symbol "MVT". The Company is currently seeking business opportunities (Note 11).

The head office, principal address and records office of the Company are located at 8338 - 120th Street, Surrey, BC V3W 3N4.

These consolidated condensed interim financial statements for quarter ended October 31, 2015 have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at October 31, 2015, the Company is not able to finance day to day activities through operations and had recurring losses since inception. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These uncertainties cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with the private placements of common shares.

During the prior year ended July 31, 2015, the Company completed a stock split of three new common shares for each old common share of the Company. All share, and per-share amounts have been retroactively restated to reflect this split.

2. STATEMENT OF COMPLIANCE

These consolidated condensed interim financial statements, including comparatives within, have been prepared in accordance with International Accounting Standards 34, "Interim Financial Reporting" ("IAS 34"), using accounting policies consistent with the International Financial Report Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee. Any subsequent changes to IFRS that are given effect to in the Company's annual consolidated financial statements for the year ending July 31, 2016 could result in revisions to these interim financial statements.

These consolidated condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these consolidated condensed interim financial statements be read in conjunction with the audited annual consolidated financial statements of the Company for the most recent year ended July 31, 2015.

These consolidated condensed interim financial statements were approved and authorized by the Board of Directors on December 28, 2015.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs, except for financial instruments measured at their fair value. The consolidated financial statements are presented in Canadian dollars, unless otherwise noted.

Maxtech Ventures Inc.

Notes to the condensed consolidated interim financial statements
Quarter ended October 31, 2015
(Unaudited - Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Consolidation

These consolidated financial statements for quarter ended October 31, 2015 and 2014 include the accounts of the Company and its controlled subsidiaries:

| Name | Status | Ownership 2014 Q1 | Ownership 2015 Q1 | Place of incorporation |
|--|----------|----------------------|----------------------|---------------------------|
| Maxtech Resources Private Limited ("MRPL") | Inactive | 100% | 100% | India |
| Emerging Minerals Corp. ("Emerging Minerals") | Inactive | 53% | 53% | BC, Canada |
| Can-Ameri Agri Co. ("Can-Ameri"), formerly Maxtech Holdings Corp. | * | 100% | Nil | Nevada, USA |
| Parkplace Equity Investment Group, LLC ("Parkplace") | * | 75% | Nil | California, USA |

* Both Can-Ameri, and Parkplace were spun out from the Company commencing January 1, 2015 and ceased to be subsidiaries of the Company

All intercompany balances and transactions between the Company and its subsidiaries have been eliminated on consolidation.

New accounting standards adopted during the year

The Company has not adopted new accounting standards since its recent year ended July 31, 2015.

Accounting standards issued but not yet applied

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning after October 31, 2015 or later periods.

The following new standards, amendments and interpretations that have not been early adopted in these consolidated financial statements, is not expected to have a material effect on the Company's future results and financial position: IFRS 9 Financial Instruments (new; to replace IAS 39 and IFRIC 9).

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

4. CORPORATE RESTRUCTURING

The Company and its wholly owned subsidiaries, Can-Ameri and Parkplace (collectively "Can-Ameri Agri"), entered into an arrangement agreement (the "Arrangement") to execute a plan of arrangement (the "Arrangement") in connection with the reorganization of the Company. Upon the completion of the Arrangement, Can-Ameri Agri, which has various real estate and farming properties located in the USA, was spun out from the Company. The shareholders of the Company continue to collectively own Can-Ameri Agri upon the completion of the Arrangement.

In accordance with the Arrangement, the Company transferred the following assets and liabilities to Can-Ameri Agri on January 1, 2015 in return for 11,216,314 common shares of Can-Ameri Agri ("Can-Ameri Shares") which have been distributed to the shareholders of the Company on a pro-rata basis based on their relative shareholdings of the Company when the Arrangement was completed on March 13, 2015, when the common shares of Can-Ameri Agri started trading on the CSE after all the approvals were received.

Maxtech Ventures Inc.

Notes to the condensed consolidated interim financial statements
Quarter ended October 31, 2015
(Unaudited - Expressed in Canadian dollars)

4. CORPORATE RESTRUCTURING (continued)

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 |

The operations that were transferred to Can-Ameri Agri is considered a discontinued operation of the Company with the following details during the quarter ended October 31:

| | 2015 | 2014 |
|---|------|---------|
| | \$ | \$ |
| Revenue | - | 18,817 |
| Expenses | - | (6,951) |
| Profit (loss) before and after taxes | - | 11,866 |
| Profit (loss) attributed to the Company | - | 11,866 |

5. MARKETABLE SECURITIES

Marketable securities comprise of investments in shares and warrants of Canadian public companies. Warrants expired without exercise during the recent year ended July 31, 2015. The Company did not have any warrants as at October 31, and July 31, 2015.

During quarter ended October 31, 2015, the Company did not acquire or dispose of marketable securities.

| July 31, 2015 | Cost | Impairment loss | Fair value |
|------------------|---------|-----------------|------------|
| | \$ | \$ | \$ |
| Common shares | 479,880 | (429,448) | 50,432 |
| October 31, 2015 | Cost | Impairment loss | Fair value |
| | \$ | \$ | \$ |
| Common shares | 479,880 | (413,090) | 66,790 |

6. OTHER RECEIVABLES

| | October 31, 2015 | July 31, 2015 |
|-----------------------|------------------|---------------|
| | \$ | \$ |
| Sales tax recoverable | 2,531 | 1,943 |

Maxtech Ventures Inc.

Notes to the condensed consolidated interim financial statements
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7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | October 31, 2015 | July 31, 2015 |
|-------------------------|------------------|---------------|
| | \$ | \$ |
| Trade payables (Note 9) | 46,362 | 18,324 |
| Accrued liabilities | 47,720 | 35,820 |
| | 94,082 | 54,144 |

8. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value

Issued

The Company has not issued common shares during quarter ended October 31, 2014 and 2015.

Stock options

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 20% of the outstanding shares. Options granted under the Plan may have a maximum term of 5 years. The exercise price of options granted under the Plan will not be less than the closing price of the Company's shares on the CSE on the trading day immediately before the date of grant, less the discount permitted. As at July 31 and October 31, 2015, the Company did not have any stock options outstanding.

Share purchase warrants

As at October 31, 2015, the Company had 6,000,000 share purchase warrants outstanding (July 31, 2015 – 6,000,000) with weighted average exercise price of \$0.017/share and remaining life of 1.05 years (Note 12).

Share base payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Foreign currency translation reserve

The foreign currency translation reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

9. RELATED PARTY TRANSACTIONS

Transactions with key management and directors

During quarter ended October 31, 2015 and 2014, the Company had the following transactions with related parties. Amounts due to related parties are non-interest bearing, unsecured, with no terms of repayment.

| | Nature of fees | 2015 | 2014 |
|------------|----------------|--------|------|
| | | \$ | \$ |
| Director | Consulting | 12,000 | - |
| Former CFO | Consulting | 550 | - |
| | | 12,550 | - |

As at October 31, 2015, the Company's had a balance of \$550 owing to the Company's former CFO (2015/7/31 - \$Nil) and \$12,000 owing to a director of the Company (2015/7/31 - \$Nil) for their consulting services rendered.

Maxtech Ventures Inc.

Notes to the condensed consolidated interim financial statements
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(Unaudited - Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS

Classification of financial instruments

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

| | October 31, 2015 | July 31, 2015 |
|--------------------------------------|------------------|---------------|
| | \$ | \$ |
| Fair value through profit and loss: | | |
| Cash | 2,875 | 3,353 |
| Available-for-sale financial assets: | | |
| Marketable securities | 66,790 | 50,432 |
| | 69,665 | 53,785 |

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

| | October 31, 2015 | July 31, 2015 |
|---------------------------------------|------------------|---------------|
| | \$ | \$ |
| Non-derivative financial liabilities: | | |
| Trade payables | 46,362 | 18,324 |

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount as at July 31 and October 31, 2015 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.

11. COMMITMENT

In May, 2015, the Company signed an option agreement with Swiss based Eotheme SARL("Eotheme") in the domain of clean technology. Eotheme owns the proprietary right to a counter-rotating wind turbine technology, which has a patent registered in the U.S.A. and another patent pending approval in Europe (the "Technology").

The Company will be responsible to bear all the cost to register the patent pending approval in Europe and the cost of commercialization of the Technology.

The Company has an option to own the Technology and all related intellectual property over a period of 5 years after the following are completed by the Company:

- Development and implementation of an industrial scale prototype;
- Run a test pilot program; and
- Execute a material commercial contract.

Maxtech Ventures Inc.

Notes to the condensed consolidated interim financial statements
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(Unaudited - Expressed in Canadian dollars)

11. COMMITMENT (Continued)

Eotheme shall retain a net profit interest ("NPI") of 10% on the first US\$50,000,000 of revenue generated by the Technology and 5% on the revenue earned thereafter.

In conjunction with the option agreement, the Company entered into a consulting agreement whereby it will pay consulting fees as follows:

- CHF 25,000 (CAD 32,500) due two weeks from the date of the agreement (paid during the year ended July 31, 2015 and included in consulting fees)
- CHF 20,000 (CAD 26,000) due four months from the date of the agreement. (Accrued as at October 31, 2015)

12. SUBSEQUENT EVENT

In November 2015, 6,000,000 of the Company's share purchase warrants were exercised into 6,000,000 common share for proceeds of \$100,000.