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Management's Discussion and Analysis
Three and Nine Months ended April 30, 2016

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 June 29, 2016.

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

The Company's common shares are currently trading on the Canadian Securities Exchange with the trading symbol of MVT.

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.

Binding Memoradum of Understanding ("MOU") to acquire Polymer Cement Technology for Green Building and Construction

On April 18, 2016, the Company announced that it has signed a binding MOU to acquire a liquid polymer technology that when combined with any type of soil or other materials creates rigid construction units, such as bricks, walls, blocks, panels, etc., for the green construction industry.

These polymer cements products provide similar high-value mechanical properties (i.e. hardness, load resistance, etc.) as Portland Cement at a fraction of the cost due to the low-cost ingredients (i.e. sand, clay, soil, waste, etc.).

The Company believs this technology is disruptive and innovative, and may provide a competitive portfolio of products to meet numerous important needs in the construction industry, providing a self-sustaining, low-cost and environmentally friendly building material.

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.

Exercise of warrants
6,000,000 share purchase warrants were exercised into 6,000,000 common share for gross proceeds of $100,000 in November 2015, during the three months ended January 31, 2016 in order to improve the Company's working capital.

Non-brokered private placement
On May 6, 2016, the Company announced that it will conduct a non-brokered private placement of up to 650,000 units at a price of $0.20CAD per unit (the "Units") to raise up to an aggregate total of $130,000 CAD for working capital purposes.

Each Unit will consist of one common share in the equity of the Company and one share purchase warrant (the "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of CAD$ 0.20 per share for a period of five years.

Management changes
On May 15, 2015, Mr. Lucky Janda has stepped down as Chief Executive Officer and resigned from the Company's board of director on December 22, 2015. Mr. Santokh Sahota has become the Company's director since then.

Mr. Ayub Khan has become to be the Company's Chief Executive Officer on May 15, 2015 and the Company's CFO on December 22, 2015. 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.

Mr. Omar Hudani has resigned from the Company's board of director on January 25, 2016. Mr. Curt Huber has become the Company's director.

On April 13, 2016, Mr. Curt Huber has resigned from the Company's board of director. Mr. Kevin Wright has become the Company's director.

SUMMARY OF QUARTERLY RESULTS

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

(In thousands of dollars	**2016**			**2015**				**2014**
except amounts per share)	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
	$	$	$	$	$	$	$	$
Cash and cash equivalent	3	16	3	3	235	273	999	926
Working Capital	(68)	(44)	(22)	2	341	364	856	1,208
Total Assets	70	64	72	54	363	394	3,796	3,748
Shareholders' Equity	(5)	1	(22)	2	341	364	3,603	3,622
Earnings (loss) from continued operation	(23)	(56)	(40)	(409)	148	(64)	(42)	(463)
Earnings (loss) per Share	0.00	0.00	0.00	(0.01)	0.00	0.00	0.00	(0.01)
Weighted Average Shares Outstanding (000's)	44,656	44,605	39,649	39,649	39,948	36,948	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

Nine months ended April 30, 2016 ("2016 Nine Months")

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 three and nine months ended April 30, 2016 and 2015 ("2015 Nine Months").

The Company had a net loss of $119,540 from continued operation in 2016 Nine Months (2015 Nine Months - $124,908) a decrease in losses of $5,368.

The loss in 2016 Nine Months was mainly a combined result of incurring $120,514 administrative expenses (2015 Nine Months - $183,687) and interest expense of $381 (2015 Nine Months - $11,184 interest income).

During 2016 Nine Months, the main components of the administrative expenses are office facilities and administrative services of $19,993 (2015 Nine Months - $20,014); consulting fees of $64,266 (2015 Nine Months - $20,782), transfer agent and listing fees of $11,649 (2015 Nine Months - $124,847). The Company incurred higher consulting fees in 2016 Nine Months as the Company engaged additional consultants dealing with the Eothem Option discussed in the New Business Opportunities section in the above. The Company incurred higher transfer agent and listing fees in 2015 Nine Months in connection with the corporate restructuring discussed in the above.

The Company acquired three real/farming properties in the last two quarters of 2014. The Company earned rental income/farming income from these properties during 2015 Nine Months. The Company transferred the real/farming assets to its former subsidiary in January 2015. Consequently, the Company did not have any rental income in 2016.

As at April 30, 2016, the Company had $2,583 cash (July 31, 2015 - $3,353), marketable securities of $63,580 (July 31, 2015 - $50,432), accounts payable and accrued liabilities of $74,704 (July 31, 2015 - $54,144), and share capital of $8,330,000 (July 31, 2015 - $$8,230,000)

During 2015 Nine Months the Company's cash decreased by $770 which was mainly a combined result of receiving $100,000 from issuance of shares through the exercise of outstanding warrants, which have been offset by the use of $100,770 in the operations.

<u>Three months ended April 30, 2016 ("2016 Q3")</u>
The Company had a net loss of $23,942 from the continued operations in 2016 Q3 compared to the net income of $17,418 from the continued operations in the same period of last year ("2015 Q3"), an increase in losses of 41,360.

The loss in 2016 Q3 was mainly a combined result of incurring office facilities and administration fees of $13,850 (2015 Q3 - $7,820), and professional fees of $6,300 (2015 Q3 - $7,144l). The Company incurred higher office facilities and administration fees in 2016 Q3 as the Company has reclassified certain costs from consulting fees to office facilities fees related to previous quarters in fiscal 2016.

LIQUIDITY AND CAPITAL RESOURCES

Financing of operations has been achieved primarily by equity financing. On April 30, 2016, the Company had $2,583 in cash ($3,353 – July 31, 2015) and a working capital deficiency of $68,388. On May 6, 2016, the Company announced that it will conduct a non-brokered private placement of up to 650,000 units at a price of $0.20CAD per unit (the "Units") to raise up to an aggregate total of $130,000 CAD for working capital purposes.

During 2016 Q3, the Company did not have cash flow from its 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>
During the nine months ended April 30, 2016 and 2015, 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	2016	2015
		$	$
Former Director	Consulting	12,000	-
Former CEO and Director	Consulting	25,000	
Former CFO	Consulting	550	-
		37,550	-

As at April 30, 2016, the Company's had a balance of $18,500 owing to the Company's former CEO & Director (2015/7/31 - $18,500) for their expense and consulting services rendered.

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, 2015.

FINANCIAL INSTRUMENTS

Classification of financial instruments

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

	April 30, 2016	July 31, 2015
	$	$
Fair value through profit and loss:		
Cash	2,583	3,353
Available-for-sale financial assets:		
Marketable securities	63,580	50,432
	66,163	53,785

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

	April 30, 2016	July 31, 2015
	$	$
Non-derivative financial liabilities:		
Trade payables	39,023	18.324

Fair value
The fair value of the Company's financial assets and liabilities approximates the carrying amount as at July 31 and April 30, 2016 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.