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, 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, 2016 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 16, 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

New Business Opportunity
The Company is currently actively looking at investment opportunities in different areas.

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. As at July 31, 2016, the Company decided to stop pursuing this Eotheme Option.

On April 18, 2016, the Company entered into a memorandum of understanding ("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. As at the date of this MD&A, the Company decided to stop pursuing this MOU

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 in order to improve the Company's working capital.

Non-brokered private placement
On May 6, 2016, the Company planned to conduct a non-brokered private placement of up to 650,000 units at a price of $0.20 per unit (the "Units") to raise up to an aggregate total of $130,000 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 $ 0.20 per share for a period of five years.

As at the date of this report, the Company has not proceeded further with this financing arrangement.

As of the date of this report, the Company has not issued any units in connection with this proposed private placement.

Management changes
The Company had various management and director changes. The current management and directors are as follows:

Peter Wilson – CEO, interim CFO, (appointed October 26, 2016) and director
Kevin Wright – director (appointed April 12, 2016)
Santokh Sahota – director (December 22, 2015)

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, 2016	**Year ended July 31, 2015**	**Year ended July 31, 2014**
	$	$	$
Total assets	60,506	55,728	3,748,648
Long term liabilities	-	-	-
Total revenue	-	-	-
Administrative expenses	(136,535)	(287,042)	(197,103)
Net loss from the continuing operations	(140,256))	(367,108)	(527,325)
Basic and diluted gain (loss) per share	(0.00)	(0.01)	(0.02)

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

SUMMARY OF QUARTERLY RESULTS

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

(In thousands of dollars	**2016**				**2015**			
except amounts per share)	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
	$	$	$	$	$	$	$	$
Cash and cash equivalent	9	3	16	3	3	235	273	999
Working Capital	(30)	(68)	(44)	(22)	2	341	364	856
Total Assets	61	70	64	62	54	363	394	3,796
Shareholders' equity (deficiency)	(30)	(5)	1	(22)	2	341	364	3,603
Earnings (loss) from continued operation	(20)	(24)	(56)	(40)	(409)	148	(64)	(42)
Earnings (loss) per Share	0.00	0.00	0.00	0.00	(0.01)	0.00	0.00	0.00
Weighted Average Shares Outstanding (000's)	45,649	45,649	44,605	39,649	39,649	39,948	36,948	33,648

The Company has not earned significant revenues from operations since inception and does not expect to earn significant revenue from operations 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, asset write-downs and recoveries.

The Company is currently seeking new business opportunities 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

<u>Year ended July 31, 2016 ("Fiscal 2016")</u>
During Fiscal 2015, the Company had a corporate restructuring whereby the operating subsidiary located in the USA ("Can-Ameri") was spun out. The operating results of Can-Ameri is presented as results of discontinued operations" in Fiscal 2015.

The Company had a net loss of $140,256 from continuing operations in Fiscal 2016 (2015 - $200,324) a decrease in losses of $60,068.

The loss in Fiscal 2016 was mainly a combined result of incurring $136,535 administrative expenses (2015 - $367,108), gain (loss) from marketable securities of $669 (2015 – (29,074) and loss on impairment of $Nil (2015 - $60,965).

During Fiscal 2016, the main components of the administrative expenses are office facilities and administrative services of $30,718 (2015 - $14,976); consulting fees of $57,230 (2015 - $80,263), transfer agent and listing fees of $13,511 (2015 - $144,023). Consulting fees in 2016 was lower as the Company incurred additional consulting fees in connection with the Eotheme Option acquired in the fourth quarter of 2015. The Company incurred higher transfer agent and listing fees in 2015 in connection with the corporate restructuring of spinning out Can-Ameri.

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 July 31, 2016, the Company had $8,863 cash (July 31, 2015 - $3,353), marketable securities of $50,000 (July 31, 2015 - $50,432), accounts payable and accrued liabilities of $90,274 (July 31, 2015 - $54,144), and share capital of $8,330,000 (July 31, 2015 - $8,230,000)

During Fiscal 2016 the Company's cash increased by $5,510 which was mainly a combined result of receiving $100,000 from the issuance of shares through the exercise of outstanding warrants, receipt of $6,610 from the disposition of marketable securities, which have been offset by the use of $100,591 in the operations.

Three months ended July 31, 2016 ("2016 Q4")

The Company had a net loss of $20,716 from the continued operations in 2016 Q4 compared to the net income of $409,244 from the continued operations in the same period of last year ("2015 Q4"), a decrease in losses of 388,528.

The loss in 2016 Q4 was mainly a combined result of incurring office facilities and administration fees of $10,725 (2015 Q4 - $8,671), and professional fees of $9,220 (2015 Q4 - $3,280). Professional fees increased as the Company had more consultants working on the new potential business projects.

LIQUIDITY AND CAPITAL RESOURCES

Financing of operations has been achieved primarily by equity financing. On July 31, 2016, the Company had $8,863 in cash ($3,353 – July 31, 2015) and a working capital deficiency of $29,768. On May 6, 2016, the Company announced that it intended to conduct a non-brokered private placement of up to 650,000 units at a price of $0.20 per unit (the "Units") to raise up to an aggregate total of $130,000 for working capital purposes. As at the date of this report, the Company has not proceeded further with this financing arrangement. The Company intends to launch another round of equity and/or debt financing in 2017 to finance its operations.

During Fiscal 2016, the Company received $6,010 from disposition of part of the marketable securities (cash flow 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 level of 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

Transactions with key management and directors
During Fiscal 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.

Transactions with key management and directors
During the years ended July 31, 2016 and 2015, the Company had the following transactions with related parties:

	Nature of fees	2016	2015
		$	$
A former director	Consulting	16,000	-

As at July 31, 2016, the Company's had a balance owing to the Company's former CEO of $Nil (2015 - $16,765) for expense reimbursements included in accounts payable and accrued liabilities.

Amounts due to related parties are non-interest bearing, unsecured, 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 warrants that can be exercisable into common shares of the Company.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Refer to the Note 3 to the Company's audited financial statements for the year ended July 31, 2016.

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:

Credit Risk
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.

Foreign exchange risk
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.

Liquidity Risk
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.

Classification of financial instruments

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

	July 31, 2016	July 31, 2015
	$	$
Fair value through profit and loss:		
Cash	8,863	3,353
Loans and receivables:		
Available-for-sale financial assets:		
Marketable securities	50,000	50,432
	58.863	53,785

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

	July 31, 2016	July 31, 2015
	$	$
Non-derivative financial liabilities:		
Trade payables	53,274	18,324

Fair value
The fair value of the Company's financial assets and liabilities approximates their carrying amount as at July 31, 2016 and 2015 due to their short-term nature.

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 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.