



Maxtech Ventures Inc.

Listing Statement

April 30, 2017

Contents

Section	Page
INTRODUCTION.....	i
FORWARD-LOOKING INFORMATION AND STATEMENTS.....	i
DOCUMENTS INCORPORATED BY REFERENCE.....	iii
GLOSSARY OF TERMS.....	iv
CORPORATE STRUCTURE.....	1
GENERAL DEVELOPMENT OF THE BUSINESS.....	1
DESCRIPTION OF THE BUSINESS.....	3
SELECTED CONSOLIDATED FINANCIAL INFORMATION.....	10
MANAGEMENTS DISCUSSION AND ANALYSIS.....	10
DIVIDENDS.....	11
MARKET FOR SECURITIES.....	11
CONSOLIDATED CAPITALIZATION.....	11
OPTIONS TO PURCHASE SECURITIES.....	11
DESCRIPTION OF SECURITIES.....	12
ESCROWED SECURITIES.....	13
PRINCIPAL SHAREHOLDERS.....	13
DIRECTORS AND OFFICERS.....	13
CAPITALIZATION.....	16
EXECUTIVE COMPENSATION.....	17
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS.....	17
RISK FACTORS.....	18
LEGAL PROCEEDINGS.....	23
INTEREST IN MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....	23
AUDITOR, TRANSFER AGENTS AND REGISTRARS.....	23
MATERIAL CONTRACTS.....	23
INTEREST OF EXPERTS.....	23
OTHER MATERIAL FACTS.....	23
CERTIFICATE OF MAXTECH VENTURES INC.....	24

INTRODUCTION

This Listing Statement (the "**Listing Statement**") is furnished in connection with the ongoing listing by and on behalf of the management of Maxtech Technologies Inc. ("**Maxtech**" or the "**Corporation**").

All capitalized terms used in this Listing Statement but not otherwise defined herein have the meanings set forth under "Glossary of Terms". Information contained in this Listing Statement is given as of April 30, 2017 unless otherwise specifically stated.

FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements in this Listing Statement may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Listing Statement, such statements use such words as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate" and other similar terminology. These statements reflect the Corporation's current expectations regarding future events and operating performance and speak only as of the date of this Listing Statement. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed below and under "Risk Factors". Although the forward-looking statements contained in this Listing Statement are based upon what management of the Corporation believes are reasonable assumptions, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this Listing Statement and are expressly qualified in their entirety by this cautionary statement.

In particular, this Listing Statement contains forward-looking statements pertaining to the following:

- investment objectives and strategy;
- the development plans of the Corporation;
- the Corporation's intentions, results of operations, levels of activity, future capital and other requirements and expenditures (including the amount, nature and sources of funding thereof);
- competitive advantages;
- business prospects and opportunities;
- exploration plans and budgets;
- the future price of manganese or other metals;
- the estimation of mineral resources;
- government regulation of mining operations;
- dependence on personnel; and
- expectations regarding market prices and costs.

With respect to forward-looking statements contained in this Listing Statement, the Corporation has made assumptions regarding, among other things:

- the Corporation's ability to find commercial quantities of minerals;
- the impact of increasing competition; and
- the Corporation's ability to obtain additional financing on satisfactory terms.

The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Listing Statement:

- the Corporation's limited history;
- the Corporation's negative operating cash flow;
- the risks associated with exploration and mining operations;
- fluctuations of metal prices;
- key-man and liability insurance, uninsurable risks;
- future financing requirements;
- environmental regulations;
- dependence on limited properties;
- title to properties;
- governmental and regulatory requirements;
- adequate infrastructure;
- costs of land reclamation;
- currency exposure;
- competition;
- dividends;
- conflicts of interest; and
- the market for the Common Shares.
- other risks detailed from time-to-time in the Corporation's ongoing quarterly and annual filings with applicable securities regulators, and those which are discussed under the heading "Risk Factors".

Readers should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. Each of the forward-looking statements contained in this Listing Statement are expressly qualified by this cautionary statement. The Corporation expressly disclaims any obligation or responsibility to update the forward-looking statements in this Listing Statement except as otherwise required by applicable law.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Listing Statement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Executive Officer of the Corporation at Suite 702 - 595 Howe Street Vancouver BC V6C 2T5, e-mail info@maxtech-ventures.com. Copies of the documents incorporated herein by reference are also available at www.sedar.com.

The following documents of the Corporation, filed with the various provincial securities commissions or similar authorities in Canada, are specifically incorporated into and form an integral part of this Listing Statement:

- the audited financial statements of the Corporation together with the independent auditors' report thereon and the notes thereto as at and for the years ended July 31, 2016 and 2015 (the "**Annual Financials**");
- the management's discussion and analysis of the financial condition and operations of the Corporation for the year ended July 31, 2016 (the "**Annual MD&A**");
- the interim unaudited financial statements of the Corporation together with the independent auditors' report thereon and the notes thereto as at and for the six-month period ended January 31, 2017 and 2016 (the "**Interim Financials**");
- the management's discussion and analysis of the financial condition and operations of the Corporation for the six-month period ended January 31, 2017 (the "**Interim MD&A**");
- the information circular dated March 10, 2017 in connection with the annual and special meeting of shareholders of the Corporation held April 7, 2017 (the "**Information Circular**");
- the material change report dated April 5, 2017 in respect of the acquisition of 9,999.23 acres of Manganese claims in Brazil;
- the regional Technical Report dated February 12, 2017;
- the material change report dated May 16, 2017 in respect of an LOI respecting a joint venture in Brazil; and
- the material change report dated February 24, 2017 in respect of a private placement.

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Listing Statement, including the Appendices attached hereto.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended;

"**associate**" has the meaning ascribed thereto in the *Securities Act* (British Columbia);

"**Board**" or "**Board of Directors**" means the board of directors of the Corporation;

"**CSE**" means the CSE Exchange;

"**Common Shares**" means the common shares in the capital of the Corporation;

"**Corporation**" or "**Maxtech**" means Maxtech Ventures Inc., a corporation incorporated under the laws of the Province of British Columbia;

"**Guia**" means a small mining license allowing an initial 6,000 tonnes of material to be removed for testing purposes;

"**Lavra**" means a mining license or concession;

"**NI 41-101**" means National Instrument 41-101 - *General Prospectus Requirements*;

"**NI 43-101**" means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*;

"**NI 52-110**" means National Instrument 52-110 - *Audit Committees*;

"**Option**" means an option to acquire Common Shares granted pursuant to the Option Plan;

"**Option Plan**" means the stock option plan of the Corporation amended on April 7, 2017;

"**person**" includes any individual, partnership, firm, trust, body corporate, government, governmental body, agency or instrumentality, unincorporated body of persons or association and pronouns have a similarly extended meaning;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval at www.sedar.com;

"**Shareholder**" means a holder of Common Shares;

"**Technical Report**" means the report completed by John Harper, B.Sc., P.Geol. dated February 12, 2017, pursuant to the provisions of NI 43-101 in respect of the Hydrothermal Manganese Mineralization in the region of Radonia/Mato Grosso in Brazil.

CORPORATE STRUCTURE

Maxtech Venture Inc. ("**Maxtech**" or the "**Corporation**") is a Canadian based diversified industrial Corporation with gold and manganese properties. Its focus is mining and the products that are derived therefrom.

Maxtech was incorporated under the laws of the province of British Columbia on April 19, 2000 under the name Maxtech Ventures Inc. The Corporation is listed on the CSE Exchange, under the symbol MVT.

The Corporation has the following two subsidiaries:

Name		Ownership	Place of Incorporation
Emerging Minerals Corp.	I	53%	BC, Canada
Eotheme International Ltd.		100%	Wyoming, USA

The address of the Corporation's corporate office and principal place of business is 8338 - 120th Street, Surrey, BC V3W 3N4.

GENERAL DEVELOPMENT OF THE BUSINESS

History

During the 2014 fiscal year, the Corporation 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.

During 2013 and 2014, the Corporation wrote down or abandoned the material mineral exploration properties it then held.

In August 2014, subsequent to the year ended July 31, 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 Corporation. Upon the completion of the Arrangement, Can-Ameri, which held the real and farming properties located in the USA was spun out from Maxtech. The shareholders of Maxtech continue to collectively own Can-Ameri following completion of the Arrangement.

The Arrangement was approved by Maxtech's shareholders in a special meeting held in September 2014 and by the Supreme Court of British Columbia in October 2014. The Arrangement was completed on March 31, 2015, effective as of January 1, 2015.

In November 2014, the Corporation 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 Common Share purchase warrant. Each warrant entitles the holder to purchase one additional Common Share of the Corporation at a price of \$0.017 per share for a period of two years. All of these 6,000,000 share purchase warrants were exercised into 6,000,000 Common Shares for gross proceeds of \$100,000 in November 2015.

After January 1, 2015, the Corporation ceased to work in real estate and farming properties upon the completion of the Arrangement.

In 2015, the Corporation began looking at investment opportunities in the clean tech sector, specifically in the areas of solar, wind and geothermal. In May 2015, the Corporation signed an option ("Eotheme Option") with Swiss based Eotheme SARL in the domain of clean tech. The developers and proprietors of the 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 Corporation 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.

On April 29, 2015, the Corporation divided its issued and outstanding shares on a three new shares for each old share basis.

On May 15, 2015, Mr. Lucky Janda stepped down as Chief Executive Officer (remained a director of the Corporation). Mr. Ayub Khan agreed to be the Corporation's Chief Executive Officer.

On May 29, 2015, Sandy Janda resigned as the Corporation's Chief Financial Officer and Jared Scharf became the Corporation's new Chief Financial Officer.

On April 18, 2016, the Corporation announced that it had signed a binding Memorandum of Understanding 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. The Company did not sign a definitive agreement and chose not to continue with this project.

Recent Developments

On October 26, 2016, the Corporation announced the appointment of Peter Wilson, as Chief Executive Officer of the Corporation.

In November 2016, the Corporation entered an arms-length letter of intent to acquire 2 mineral claims consisting of 20,000 hectares with indications of manganese in the State of Mato Grosse, Brazil. The terms of the acquisition included the payment of US\$10,000 and the issuance of 200,000 Common Shares of Maxtech.

On January 18, 2017, the Corporation announced the appointment of Eugene Hodgson as an independent director.

On January 27, 2017 and February 24, 2017, the Corporation closed the first and second tranche, respectively of a private placement totalling 3,137,500 units for total proceeds of \$607,500. Each unit comprised one Common Share and one Common Share purchase warrant exercisable for two years from date of closing at an exercise of \$0.30 for the first year and \$0.40 for the second year thereafter.

On February 14, 2017, the Corporation accounted the appointment of Ryan Cheung, CA, CPA, as Chief Financial Officer of the Corporation.

On March 16, 2017 the Corporation announced that it had signed a Letter of Intent to form a joint venture to develop the Buritutura Mine in the State of Bahia, Brazil with Plantiminas Empreendimentos Rurais Ltda. The Buritutura Mine is located in the northern portion of the State of Bahia, 862 km from Porto de Aratu with access to railroad, port facilities and infrastructure. The Buritutura Mine has significant historical mining records as well as a current trial mining license which authorizes mining and processing of mineralized materials. Small scale mining has been undertaken on the project and there are outcrops located throughout the project area as well as mining pits. An application has been submitted to Departamento Nacional de Proucao Mineral ("DNPM") for a Lavra licence which provides for unlimited mining.

On March 23, 2017, the Corporation acquired two additional mineral claims totalling 20,000 hectares in Brazil. The terms of the acquisition include payment of US\$10,000 and the issuance of 200,000 Common Shares of the Corporation. The transaction is subject to regulatory approval.

On April 5, 2017 the Corporation announced that it had closed an arms-length agreement to acquire a further 9,999 hectares of additional mineral claims with indications of manganese in the State of Amazonas, Brazil for US\$35,000 and 300,000 Common Shares.

On April 13, 2017 the Corporation announced the appointment of Alex Tsakumis as a director.

The Corporation has initiated an exploration program on its Brazil claims. Exploration techniques include using hand-dug pits, mobile auger drills and trenching with backhoes have begun in order to determine the dimensions and grade of any mineralization materials found containing manganese.

DESCRIPTION OF THE BUSINESS

The Corporation is engaged in the acquisition, exploration and if warranted, development of natural mineral resource properties.

Production and Services

The Corporation does not produce, develop or sell any products at this time. All of the Corporation's properties are in the exploratory stage and are thus non-producing and consequently do not generate any operating income or cash flows from operations. The Corporation has relied on debt and equity capital to finance its activities in the past and likely will continue to do so in the future.

Specialized Skill and Knowledge

Various aspects of the Corporation's business require specialized skills and knowledge. Such skills and knowledge include the areas of permitting, geology, drilling, metallurgy, logistical planning and implementation of exploration programs as well as finance and accounting. While competitive conditions exist in the industry, the Corporation has been able to locate and retain employees and consultants with such skills and believes it will continue to be able to do so in the future.

Competitive Conditions

Competition in the mineral exploration industry is intense. The Corporation competes with other mining companies, many of which have greater financial resources and technical facilities for the acquisition and development of, and production from, mineral concessions, claims, leases and other interests, as well as for the recruitment and retention of qualified employees and consultants.

Business Cycles

The mining business is subject to mineral price cycles. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles. The ultimate economic viability of the Corporation's exploration projects is primarily sensitive to the market price of manganese. Metal prices fluctuate widely and are affected by numerous factors such as global supply, demand, inflation, exchange rates, interest rates, forward selling by producers, central bank sales and purchases, production, global or regional political, economic or financial situations and other factors beyond the control of the Corporation.

Environmental Protection

The Corporation's exploration and in particular, drilling activities, have ongoing environmental and reclamation obligations depending on the nature of the mining claim. The Corporation is materially in compliance with its environmental and reclamation obligations.

Employees

The Corporation currently has 1 employee in its British Columbia office and no employees in its office in Brazil. As operations require, the Corporation also retains geologists, engineers, geophysicists and other consultants on a fee for service basis. Certain of the employees have responsibilities with other publicly traded companies, and as such the Corporation pays a pro-rata portion of the costs of such employees based on their time incurred.

Foreign Operations

Substantially all of the Corporation's long-term assets primarily, comprising its mineral properties, are located in Brazil.

Social and Environmental Policies

The Corporation has an Environmental Health and Safety Policy. The focus of the policy is concern for the environment and the health and safety of individuals and the communities, which are at the forefront of these policies. The Corporation endeavors to provide and maintain safe and healthy working conditions to safeguard its employees and the communities in which it operates. In doing so the Corporation considers compliance with the regulatory standards as a minimum.

Mineral Properties

The information in this Listing Statement with respect to the Brasnorte research concessions located in the Rondonia and Mato Grosso region of Brazil (the "Region") is reproduced from the Technical Report pertaining to the region that was commissioned by and prepared for the Corporation by Mr. John Harper, B.Sc., P.Geo., (the "Report Author") of Calgary, Alberta. The Technical Report reviews the regional geology and mineralization and recommends an exploration program. The Report Author is a "Qualified Person" and considered "independent" as both those terms are defined in NI 43-101. The Technical Report is available for review under the Corporation's profile on SEDAR. A copy of the Technical Report may also be inspected during normal business hours, at the registered office of the Corporation at 8338 - 120th Street, Surrey, BC V3W 3N4. For more information on the references used in the descriptions below, please see the Technical Report.

The Technical Report represents an overview of the emerging hydrothermal manganese mineralized camp located in the western Brazilian States of Rondonia and Mato Grosso. The known mineralization strikes easterly for at least 250 km from Eastern Rondonia across the state borders into Mato Grosso. Mineralization consists primarily of hydrothermal manganese in the form of pyrolusite (MnO₂). It occurs as surficial, eroded clasts and cobbles of material with assays reported to greater than 54% Mn and less weathered, primary veins of similar material. Veins have been shown to extend from surface to below 80 metres and still be open below that depth.

Currently, two operators hold the majority of properties. Brazilian Manganese Corporation ("BMC") operates exploration and mining projects in the Espigao d'Oeste region of Rondonia while Davos Comercial e Exploração Mineral Ltda ("Davos") has exploration projects in the Juina region of Mato Grosso. The indigenous occupied land known as the Roosevelt Reservation straddles the common border between the States and separates the two exploration centres

Nature of Maxtech's Interest

The Company owns potential manganese mineralization claims in the Juina District in the State of Mato Grosso, Brazil.

Environmental Liabilities

To the best of the knowledge of the Report Author, there are no environmental liabilities related to the Region.

Accessibility

The Region is located in the Brazilian states of Mato Grosso and Rondonia, which lays within the Amazon River drainage basin. Cuiaba is the capital city of the State of Mato Grosso, in northwestern Brazil. Juina, a town of 40,000 people located 800 km by road to the north of Cuiaba, is accessible by a good-quality paved highway from Cuiaba. Espigao d'Oeste is located in Eastern Rondonia, 800 kilometres from Porto Velho, the State Capital. Both Porto Velho's and Cuiaba's international airports are serviced by regularly scheduled jet air flights. There are scheduled flights into Juina by turbo-prop aircraft from Cuiaba. The Properties are accessible by relatively well-maintained municipal dirt roads. These are accessible year round, however during heavy rains there are short periods where access is restricted to 4 x 4 vehicles. The government has promoted farm development activity in the Region. This has resulted in the development of a network of farm roads of variable quality that provide extensive access to the property for exploration activity.

Climate

The climate of the Region is equatorial and is generally hot and humid with little diurnal temperature variation and a very high annual rainfall. There are two seasons, namely: a dry season during April to October and a wet season lasting from November until March. In the dry season temperatures can often reach highs of 32° to 42° Celsius. During the wet season, rain falls almost every day, often as thunderstorms. The annual precipitation of the area is between 1,900mm and 2,500 mm while the average humidity is between 80% and 85%.

Local Resources and Infrastructure

Agricultural colonization of Mato Grosso and Rondônia has proceeded at a very high pace over the past 25 years, following the construction of the all-weather BR-364 highway linking the states of Mato Grosso, Rondônia and Acre with the rest of Brazil. This highway has provided a valuable alternative corridor for the export of forestry and agricultural products and minerals to European and North American markets. The Madeira River at Porto Velho is navigable by large freight barges (> 200 tonne capacity). Shipments out are trans-shipped to ocean-going vessels in Manaus. This is analogous to the situation in the Great Lakes-St. Lawrence seaway system. Cuiaba, the state capital of Mato Grosso lies in the south of the State, at the exact centre of South America. It is at an elevation of 165m and hosts a large agricultural service industry. Mato Grosso is an important cattle and agribusiness locale. With the advent of highways and the growth of agribusiness, Cuiaba has grown from a city of 50,000 to over half a million persons. It serves as an important commercial, transportation, and communications centre. Cuiaba lies on the Interoceanic Highway, which connects to the Pacific Ocean and federal highway BR-364 that connects to the Atlantic Ocean. The city is also linked by highway with the city of São Paulo to the southeast, in São Paulo State.

Within the areas of interest of Mato Grosso there is one significant settlement, namely: Juina. Juina is a small city, with a population of some 40,000 people, located at Lat.11°25'25" S and Long. 58°45'17" W. It lies at an altitude of 330 m above sea level. It is an administrative and service centre located at the north end of a major agricultural region. The town has numerous schools, hospitals and excellent industrial service facilities. Diamond mining is an industry in the area. Juina is the home of Si Mineradora S/A, a producer of rough diamonds in Brazil. The DNPM summary for 2005 – 2009 says Si Mineradora S/A produced 80,100 carats of rough diamonds, the most of any producer in Brazil. Long-distance, air conditioned bus service connects Juina with Cuiaba. The local airport has turbo-prop service to Cuiaba, and offers connecting flights to all major Brazilian cities. Juina is an excellent source of skilled and unskilled labour. Porto Velho, the state capital of Rondonia lies in the northwest corner of the State along the south bank of the Madeira River, a tributary of the Amazon, at an elevation of about 300 feet (100

metres). It was installed as the municipal seat in 1915. As the head of navigation on the Madeira, Porto Velho serves as an important commercial, transportation, and communications centre. The city was the northern terminus of the now-defunct Madeira-Mamoré Railway, which was built to circumvent rapids between Porto Velho and Guajará-Mirim and to carry rubber from Mato Grosso state and northeastern Bolivia, the borders of which lie 100 miles (160 km) southwest. Tin ore, lumber and medicinal plants and oils are exported from Porto Velho. Porto Velho lies on the principal highway between Manaus to the northeast and Rio Branco to the west, in Amazonas and Acre States, respectively. The city is also linked by highway with the city of São Paulo to the southeast, in São Paulo State. Porto Velho is a major administrative and service centre with well-developed infrastructures, facilities and services. Currently the population is estimated at 320,000 inhabitants. The area of interest within Rondonia hosts two significant settlements, namely: Cacoal and Espigão d'Oeste.

Cacoal is a small city, with a population of some 80,000 people, located at Lat.11°26'19" S and Long 61°26'50" W. It lies at an altitude of 200 m above sea level. It was initially established as an outpost, to guard the regional telegraph line connecting Porto Velho to Cuiabá, capital of Mato Grosso. Today it is the administrative and service centre of a major agricultural community. The town has numerous colleges, schools, hospitals and excellent industrial service facilities. A long-distance, air conditioned bus service connects Cacoal with Porto Velho. The local airport has recently been renovated with an expanded runway system, promising international flight connections in the near future. Cacoal is an excellent source of skilled and unskilled labour. Espigão d'Oeste located at Lat 11°34'60" S and Long 60°58'60" W at an altitude of 282 metres, is a smaller agricultural community. It lies some 20 kilometers north of Highway BR-364, serviced by a paved highway BR-387. Despite its small population, (approximately 30,000 inhabitants) the town has excellent industrial service facilities and is a source of reliable local labour skilled in prospecting and artisanal mining of surficial deposits.

Many of the farms in the district are supplied with electrical power from the national grid. During the past 20 years, the government has engaged in a major development program to establish water, road, power and telecommunications services to the region in order to support migration away from Brazil's major cities and to increase agricultural activities in this region. The deforestation of the region is now a concern and the government is restricting forestry and artisanal mining to protect the dwindling tracts of primary jungle. There is an established network of interconnected farm access roads giving good access to most areas. The landline system of telephony is now augmented by extensive coverage by cell telephone networks. Coverage for voice and data (3G -GPS-GPRS) on roaming Canadian cell phones is also extensive..

Physiography

Northern Mato Grosso's physiography is similar to that of Eastern Rondônia. There is a complex mosaic of peneplain surfaces interspersed with hills of Precambrian Brazilian Shield granitoids, gneisses and schists. Davos' properties lie within the Precambrian Shield granitoid sector. In this area most of the land is cleared and farmed and only small tracts of jungle remain. Much of the Region is characterized by rolling hills with elevations of around 400 m. Relief is controlled by the underlying bedrock geology. Sharp scarps and extensive flat plains predominate over many of the Proterozoic basement lithologies. The drainage pattern of the Region is primarily northwards into the Juruena River basin, which becomes the Tapajos River that flows into the Amazon River.

Bedrock exposure in the southern and central sectors of Davos' claims is generally poor and is limited to rounded granitic outcrops on steep hillsides and to the graded roadbeds of the unpaved rural highways and farm tracks where the sand and dirt has been washed away exposing bedrock. Tropical weathering (saproilitization and lateritization) is highly variable and is generally developed to a depth of 3 to 8 m, but it has been seen to a depth of 20m in drill core. Due to the original Amazonian jungle cover and the gentle relief, one may not observe the broad dispersion of near-surface materials that might be seen at similar latitudes in Africa. Characteristic vegetation types are also associated with different bedrock lithologies. Primary jungle and new growth vegetation (when not cleared) overlay the more rugged Precambrian basement rocks.

Land use is primarily agricultural; cattle grazing and subsistence farming. Teak plantations as well as bananas, oranges, tangerines, mangos, pineapples, melons and cashew fruit are grown for local consumption. Old growth Amazon rain forest remains on hilltops and steep valley walls.

History

Exploration for manganese in the Espigao region has been performed since 2008 by Rio Madeira and by Eletroligas Ltda since 2010. Prior to then, exploration throughout this part of Rondonia has been dominated by the search for diamonds. In Rondônia artisanal miners (garimpeiros) have worked alluvial diamond deposits on the Pimenta Bueno and Comemoracão Rivers and their tributaries since the 1930s. Before the forestry and agricultural development in this region access to the area of Rio Madeira's claims was extremely difficult. This limited mining activities to small-scale garimpeiro operations. Reported alluvial production has totaled only 260,000 carats (DNPM website); such declared production figures are notoriously unreliable and often far less than actual amounts.

During 2008, Rio Madeira was granted a Lavra for production of manganese and have produced product continuously since. Eletroligas has produced manganese for its own internal use since 2010. Only recently has there been any international interest in the manganese fields. Exploration for manganese in the Juina region has been ongoing since 2008 by Davos Comercial e Exploração Mineral Ltda. Prior to them and concurrently, exploration throughout this part of Mato Grosso has been dominated by the search for diamonds. During the 1970s and 1980s, 5-6 million cts per year were taken from the Juina placer diamond fields. Both De Beers and Rio Tinto, actively explored the Juina District for kimberlite. Their respective efforts led to the discovery of 26 kimberlite bodies. These turned out to be sub-economic eventually causing both companies to leave the area. During 2006-2007 Diagem Inc. discovered a group of diamondiferous kimberlitic pipes (Pandrea-1 to -7) within the Chapadão Plateau, at the head of a drainage system, which has produced most of the alluvial diamonds mined in the Juina area. The diamond grade of these kimberlites ranges from 0.8 to 2.8 ct/m³. These kimberlites have been dated at 93 Ma, roughly contemporaneous with the opening of the Southern Atlantic.

In Rondônia to the West, garimpeiros have worked alluvial diamond deposits on the Pimenta Bueno and Comemoracão Rivers and their tributaries since the 1930s. This limited mining activities to small-scale garimpeiro operations.

During 2014, Davos was granted a Guia on process 866676/2011 for test production of manganese and produced approximately 2,000 tonnes of product.

Since 2014, Brazil Manganese Corporation (BMC), a Corporation with financial roots in Australia, has applied comprehensive exploration on the Rondonia portion. Mato Grosso has yet to see extensive, in depth exploration and remains a target for motivated companies.

Regional Geology

Both Rondonia and Mato Grosso share a common geology and tectonic history, for the area of interest. The description of the regional and local geology equally applies to both areas. The South American platform of Brazil is underlain by an assemblage of two cratons, the Amazon craton and the São Francisco craton. The area of interest is located on the Amazon craton within basement rocks of Proterozoic age (1.8 to 1.2 Ga). The tropically weathered host rocks are referred to as the Serra de Providência Intrusive Suite. This suite includes Amphibole-Biotite Monzogranites, Syeno-Granites and high-level porphyries.

Two large continental scale lineaments are defined by airborne magnetics. The northwest-southeast trending lineament is referred to as the 125°AZ. Throughout this region, kimberlite and alkaline intrusions appear controlled by this major structural discontinuity.

An assemblage of north-northwest/south-southeast steep dipping gneisses and amphibolitic rocks of Precambrian age form the basement. A Supercrustal assemblage of acid sub-volcanic and hyperbyssal rocks (1.6 billion years), granitic rocks (1.2 to 1.4 billion years) and mafic intrusions usually sub-parallel the graben borders. These intrusions correspond to the last major tectonic event, the Rondoniense at 1.2 to 1.3 billion years.

There are a number of release structures roughly perpendicular to the major regional 125° structural trend. These may be related to the break-up of Gondwanaland or the last structural event in the area.

Property Geology

The stratigraphic section exposed in and around this region includes:

- Quaternary aged alluvial deposits of unconsolidated sand and gravels.
- Neogene aged continental, alluvial ferruginous conglomerates and gravel, poorly consolidated.
- Cretaceous aged, continental desert and fluvial fine grained sandstones and conglomerates.
- Carboniferous aged Fazenda da Casa Branca and Pimenta Bueno formations, lacustrine deposits of arkoses, quartz arenites, mudstones, conglomerates.
- Neoproterozoic Palmeiral Formation consisting of arkoses arenites and conglomerates.
- Mesoproterozoic aged Rio Pardo intrusive suite of aplites, monzogranites, pegmatites, and quartz syenites.
- Mesoproterozoic aged Daranelos Formation of mixed sandstones and conglomerates.
- Mesoproterozoic aged Alcalinas Canama intrusion of syenites.
- Mesoproterozoic Serra da Providencia Intrusive Suite: granitoids with a characteristic rapakivi texture.
- Mesoproterozoic aged Aripuana Granite, a syeno-granite.
- Paleoproterozoic Roosevelt Volcanic Suite: flows and pyroclastics of predominately acid composition.
- Paleoproterozoic aged Sao Romao Intrusive suite consisting of inequigranular metamonzogranites.
- Paleoproterozoic Paleoproterozoic aged Sao Pedro Intrusive suite of megaporphyritic monzogranites.

Manganese cobbles have been extracted in both areas. BMC has done minor test extraction of hydrothermal vein material on the western end of the trend, in Rondonia. Exploration and prospecting to date have shown the Mato Grosso properties to contain cobble fields and hydrothermal vein systems similar to the style of mineralization found in Eastern Rondonia, 250 kms to the west.

Conclusions and Recommendations

The State of Mato Grosso is equally appealing as Rondonia for manganese exploration. It has had much less concerted effort in exploration or development for manganese than Rondonia.

Similar geology, tectonic history and presence of manganese showings identical to those in Rondonia make this area ideal for additional discoveries of high-grade manganese deposits. The focus in the Juina area has been placer and primary diamond deposits, a similar situation to the Espigao region in Rondonia about ten years ago or 2006. With this in mind, prospective land along major structural trends should be easier to acquire. Recent claim maps show large areas of prospective ground are open for staking to the north east of Juina. Mato Grosso is one of the major soy bean producing areas and thus a major user of manganese based fertilizers. Proximity to the end users in this application should be mutually beneficial to both a manganese producer and end users. Minor regional exploration has been performed to date. Local, specific exploration has included pitting, trenching, shallow core drilling and ground magnetometer geophysics. BMC has flown airborne surveys over portions of their lands in Rondonia. New targets have

been identified by the airborne surveys. Further airborne studies in conjunction with prospecting, systematic soil sampling, ground geophysical surveys such as IP/Resistivity and regional ground magnetics would be appropriate for this type of mineralization. Airborne geophysical surveys would be an asset to help identify prospective structures within the project areas

Business Objectives and Milestones

The primary business program today is the assembly and acquisition of manganese mineral projects for future exploration. In Brazil, Maxtech has positioned itself with more than 50,000 hectares of potential high grade Mn claims. The company's long term strategy is to grow organically by building a vertical mining operation to sell high-grade manganese to global markets focused on renewable energy, steel production and fertilizers with Mn additives to increase plant/crop fertility. Besides targeting mining properties in South America which are rich in deposits, Maxtech is researching potential manganese claims in North Africa with similar high grade manganese mineralization. The primary business focus has been the assembly and acquisition of key mineral projects for future exploration. The Corporation is presently targeting mining properties in North Africa and South America which are rich in deposits. With the funds available, Maxtech's business objectives will be to (i) claim acquisition (ii) research exploration and (iii) strategic partnerships.

Objective	Milestone	Anticipated Cost	Timeline
Claim	20,000 hectares	US\$10,000 200,000 Shares	6/12/16
Claim	20,000 hectares	US\$10,000 200,000 Shares	2/23/17
Research Exploration Summary Report N43-120	MLB Mining John Harper QP	USD \$50,000 CDN \$44,000	3/3/17 2/12/17
Total		US\$70,000 CDN\$100,000 + CDN\$44,000=\$144,000	

The timing will be dependent on a number of factors beyond the control of the Corporation including, but not limited to, regulatory approval. Maxtech's currently available funds will not be sufficient to complete the objectives described above.

Available Funds and Principal Purposes

Maxtech currently has no revenues from its operations and has working capital deficiency as at March 31, 2017 (unaudited) of \$175,667.

Maxtech intends to use the funds available to it over the next 12 months as described in the table below. However, there may be circumstances where, for sound business reasons, a reallocation of the working capital may be necessary. The actual amount that the Corporation spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified below, and will depend on a number of factors, including those referred to under "Risk Factors". At this time Maxtech does not intend to use any of its available funds to fund anticipated negative cash flow from operating activities, except to the extent described below.

	<u>Available Funds</u>
Working Capital	\$ 175,667
Project Costs	\$ 200,000
General and Administrative	\$ 126,000
TOTAL	\$ CDN (\$150,332)

Note:

(1) Additional funds will need to be raised.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The Annual Financials and Interim Financials have been incorporated by reference into this Listing Statement and can be viewed at www.sedar.com.

The following is a summary of selected financial information for Maxtech for the periods indicated which should be read in conjunction with the audited financial statements of Maxtech and the notes thereto for the years ended July 31, 2016 and 2015.

	<u>Financial Year ended July 31, 2016</u>	<u>Financial Year ended July 31, 2015</u>	<u>Financial Year ended July 31, 2014</u>
Revenue	\$Nil	\$Nil	\$Nil
Net Income/(Loss)	(\$131,352)	(\$197,887)	(\$404,712)
Basic/Diluted Per share	(\$0.00)	(\$0.01)	(\$0.14)
Total Assets	\$60,506	\$55,728	\$3,748,648
Total Long Term Liabilities	\$Nil	\$Nil	\$Nil

To date the Corporation has not yet generated revenues from mining operations and is considered to be an exploration stage Corporation.

Below is a summary of the quarterly results of the Corporation, ending at the end of the most recently completed financial year (in thousands of dollars except per share amounts).

	<u>2016</u>				<u>2015</u>			
	<u>Q4</u>	<u>Q3</u>	<u>Q2</u>	<u>Q1</u>	<u>Q4</u>	<u>Q3</u>	<u>Q2</u>	<u>Q1</u>
Net sales	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net Income (Loss)	(20)	(24)	(56)	(40)	(409)	148	(64)	(42)
per share basis, basic and diluted per share	0.00	0.00	0.00	0.00	(0.01)	0.00	0.00	0.00

MANAGEMENTS DISCUSSION AND ANALYSIS

The Annual MD&A and Interim MD&A have been incorporated by reference into this Listing Statement and can be viewed at www.sedar.com.

DIVIDENDS

Payment of any future dividends will be at the discretion of board of directors after taking into account many factors, including the Corporation's operating results, financial condition and current and anticipated cash needs.

MARKET FOR SECURITIES

The Common Shares are currently listed and posted for trading on the CSE under the trading symbol "MXT", on the Frankfurt Stock Exchange under the symbol "M1N" and on the OTCBB under the symbol "MTEHF".

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Corporation as at July 31, 2016, and as of March 31, 2017.

Authorized	Outstanding as at July 31, 2016	Outstanding as at March 31, 2017
	(audited)	(unaudited)
Debt	\$90,274	\$40,704
Common Shares (unlimited)	45,648,948	45,648,948
Preferred Shares (unlimited)	Common Shares) Nil	Common Shares) Nil

Notes:

- (1) As at July 31, 2016, the balance sheet disclosed a deficit of \$13,713,895.
(2) As at the date of this Listing Statement, 2,500,000 Options are issued and outstanding.

OPTIONS TO PURCHASE SECURITIES

As at April 10, 2017, an aggregate of 2,500,000 Common Shares are reserved for issuance pursuant to Options as set forth below.

Optionee	Type of Option	Common Shares Issuance	Exercise Price	Expiry Date
Officers and	Incentive Stock Option	750,000	\$0.47	Mar 3, 2022
Directors	Incentive Stock Option	700,000	\$0.57	March 16, 2022
Employees and Consultants	Incentive Stock Option	750,000	\$0.47	Mar 3, 2022
	Incentive Stock Option	300,000	\$0.57	March 16, 2022
Total		2,500,000		

The Corporation has adopted a fixed number stock option plan which was amended April 7, 2017 to provide for a maximum number of 9,757,889 options. The essential elements of the Option Plan provide that the aggregate number of Common Shares of the Corporation's capital stock that may be made issuable pursuant to Options granted under the Option Plan may not exceed 20% of the number of issued shares of the Corporation at the time Shareholders approve such amount. Options granted under the

Option Plan will have a maximum term of five years. The exercise price of Options granted under the Option Plan will not be less than the market price of the Common Shares (defined as the volume weighted average price of the Common Shares for the five trading days immediately preceding the date of grant). Options granted under the Option Plan vest immediately, unless otherwise determined by the directors at the date of grant. This is not a rolling plan.

DESCRIPTION OF SECURITIES

Common Shares

Holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share entitles the holder thereof to one vote. Subject to the preferences accorded to holders of any other shares of the Corporation ranking senior to the Common Shares, Shareholders are entitled to dividends if, as and when declared by the Board of Directors. In the event of the liquidation, dissolution or winding up of the Corporation, the holders of Common Shares, subject to the preferences accorded to any other shares of the Corporation ranking senior to the Common Shares, are entitled to share equally, share for share, in any remaining assets of the Corporation.

Prior Sales

The following table summarizes the issuances of Common Shares or securities convertible into Common Shares for the 12 month period prior to the date of the Listing Statement.

Date Issued	Class of Security	Number of Common Shares Issued/Issuable	Price/Deemed Price/Exercise Price of Security
January 27, 2017 ⁽¹⁾	Common Shares	2,612,500	\$0.20
January 27, 2017	Warrants	2,612,500	\$0.30/0.40
February 24, 2017 ⁽¹⁾	Common Shares	525,000	\$0.20
February 24, 2017	Warrants	525,000	\$0.30/0.40
March 3, 2017 ⁽²⁾	Options	1,500,000	\$0.47
March 23, 2017 ⁽²⁾	Options	1,500,000	\$0.47

Note:

- (1) On January 27, 2017 and February 24, 2017 the Corporation completed a private placement of units closed in two tranches for aggregate gross proceeds of \$607,500. The units were comprised of one Common Shares and one Common Share purchase warrant, with each warrant exercisable for two years from the date of issuance at an exercise price of \$0.30 during the first year, and \$0.40 during the second year.
- (2) The options are exercisable for a period of five years from the date of grant.

Stock Exchange Price

The Common Shares are listed and posted for trading on the CSE under the trading symbol "MVT". The following table sets forth the daily high and low closing trading prices and the volume of the trading of the Common Shares, on days which there was trading activity, on the CSE for the periods indicated.

	Price Range Per Common Share		
	High	Low	Volume
Second Quarter 2016	0.26	0.12	231,500
Third Quarter 2016	0.25	0.24	113,493
Fourth Quarter 2016	0.27	0.24	666,500
January 2017	0.32	0.32	7,498
February 2017	0.35	0.32	24,197
March 2017	0.63	0.39	1,485,166
April 2017	0.57	0.37	649,693

Notes:

(1) These are the shares that traded on the CSE only.

ESCROWED SECURITIES

The Corporation has no escrowed securities.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Corporation, no person, firm or Corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

DIRECTORS AND OFFICERS

The following table sets forth the names and location of residence of the officers and directors of the Corporation, their positions and their principal occupations.

Name and Municipality of Residence	Position with the Corporation ⁽¹⁾	Number of Common Shares	Principal Occupation for the Past 5 Years
Peter Wilson ⁽¹⁾⁽³⁾ Vancouver, B.C.	President, Chief Executive Officer and Director	3,000,000	President, Sterling Grant Capital Inc. a private investment firm.
Alex Tsakumis ⁽¹⁾⁽⁴⁾ Vancouver, B.C.	Director	0	Mining and business consultant
Santokh Sahota ⁽¹⁾⁽⁵⁾ Pinner, UK	Director	0	Self employed, investment banker.
Eugene Hodgson ⁽⁶⁾ Vancouver, B.C.	Director	25,000	Financial Consultant
Ryan Cheung ⁽²⁾	Chief Financial Officer	0	Accountant

Notes:

(1) Member of the Audit Committee.

(2) Mr. Cheung was appointed as Chief Financial Officer on February 14, 2017.

(3) Mr. Wilson has been a director since October 2016.

- (4) Mr. Tsakumis was appointed on April 13, 2017.
- (5) Mr. Sahota has been a director since December 2015.
- (6) Mr. Hodgson has been a director since January 2017.

The following are brief profiles of the management of Maxtech, including a description of each individual's principal occupation within the past five years.

Peter Wilson – President, Chief Executive Officer and a Director (Age 49)

Mr. Wilson is the founder and president of private investment firm Sterling Grant Capital Inc., an entity which currently invests in and provides strategic advisory services to a range of technology and mining companies

Alex Tsakumis - Director (Age 50)

Mr. Tsakumis has over 25 years investment experience within the North American capital markets with private and public companies. Beginning his career in 1989, he has experience in capital formation, management and growth of listed companies including mergers and acquisitions, finance, corporate governance, marketing and corporate communications. Born and raised in Vancouver, Mr. Tsakumis is a graduate of University of British Columbia with a BA in Economics.

Santokh Sahota - Director (Age 66)

Mr. Sahota holds qualifications in Computer Science and Systems Analysis. He is involved with investments in both private and public entities and in fields as varied as hospitality (restaurants, bars, nightclubs), and mining.

Eugene Hodgson - Director (Age 60)

Mr. Hodgson is a consultant as a financial and public policy/government affairs advisor

Ryan Cheung - Chef Financial Officer and Corporate Secretary (Age 39)

Mr. Cheung is the founder and managing partner of MCPA Services Inc., chartered professional accountants, in Vancouver, B.C. Leveraging his experience as a former auditor of junior venture and resource companies, Mr. Cheung serves as a director and/or officer or consultant for public and private companies providing financial reporting, taxation and strategic guidance. He has been an active member of the Chartered Professional Accountants of British Columbia (formerly Institute of Chartered Accountants of British Columbia) since January, 2008. Mr. Cheung holds a diploma in accounting from the University of British Columbia and a bachelor of commerce in international business from the University of Victoria.

Share Ownership by Directors and Officers

As a group, the directors and officers of Maxtech will beneficially own or exercise control or direction over, directly or indirectly, 3,025,000 Common Shares representing approximately 6.2% of the issued and outstanding Common Shares.

Corporate Cease Trade Orders

To the knowledge of the Corporation, no director or executive officer of Maxtech (nor any personal holding Corporation of any of such persons) is, as of the date of this prospectus, or was within 10 years

before the date of this prospectus, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation), that: (a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the knowledge of the Corporation, no director or executive officer of Maxtech (nor any personal holding Corporation of any of such persons), or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of Maxtech: (a) is, as of the date of this prospectus, or has been within the 10 years before the date of this prospectus, a director or executive officer of any Corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the knowledge of the Corporation, no director or executive officer of Maxtech (nor any personal holding Corporation of any of such persons), or shareholder holding a sufficient number of securities of Maxtech to affect materially the control of Maxtech, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain officers and directors of the Corporation are also officers and/or directors of other entities engaged in the natural resources businesses generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of Maxtech. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the BCBCA. The BCBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA.

CAPITALIZATION

	Number of Common Shares (non-diluted)	Number of Common Shares (fully diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total Outstanding (A)	48,786,448 ⁽¹⁾	54,423,948	100	100
Held by Related Persons or employees of the Issuer or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	3,000,000 ⁽²⁾	3,400,000	6.0	7.0
Total Public Float [(A)-(B)]	45,786,448 ⁽¹⁾	51,023,948	94	93
Freely-Tradeable Float				
Number of outstanding common shares subject to resale restrictions, including restrictions imposed by polling or other arrangements or in a shareholder agreement and securities held by control block holders	3,037,500	6,045,000	6.2	11.1
Total Tradeable Float	45,748,948	48,378,948	93.8	88.9

Notes:

- (1) As of March 31, 2017 including all Common Share purchase warrants that have, to the knowledge of the Corporation, been exercised.
- (2) As of March 31, 2017. Includes only those securities reported on SEDI by directors, officers and current 10% holders.

Public Securityholders (Registered and Beneficial)⁽¹⁾

Size of Holding	Number of Holders	Total Number of Common Shares
1 - 99 Common Shares	1	15
100 - 499 Common Shares	2	996
500 - 999 Common Shares	18	17,982
1,000 - 1,999 Common Shares	6	9,496
2,000 - 2,999 Common Shares	9	21,494
3,000 - 3,999 Common Shares	4	14,997
4,000 - 4,999 Common Shares	6	28,590
5,000 or more Common Shares	75	19,789,495

Note:

- (1) As of March 31 2017 reported by Broadridge Financial Solutions Inc., there are 48,786,448 Common Shares issued and outstanding as reported by Computershare Trust Corporation of Canada. Does not include Common Shares issued on the exercise of warrants not yet processed by Maxtech's transfer agent.

Non-Public Securityholders (Registered)

<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Common Shares</u>
1 - 99 Common Shares	1	66
100 - 499 Common Shares	18	3,564
500 - 999 Common Shares	5	3,990
1,000 - 1,999 Common Shares	1	1,998
2,000 - 2,999 Common Shares	0	0
3,000 - 3,999 Common Shares	0	0
4,000 - 4,999 Common Shares	0	0
5,000 - or more Common Shares	27	48,776,830

Convertible and Exchangeable Securities

<u>Description of Security (Including conversion/exercise/terms. including exercise/conversion price)</u>	<u>Number of convertible/exchangeable securities outstanding</u>	<u>Number of listed securities issuable upon conversion/exercise</u>
Options (\$0.47 expiring March 3, 2022) ⁽¹⁾	1,500,000	1,500,000
Options (\$0.47 expiring March 16, 2022) ⁽¹⁾	1,500,000	1,500,000
Warrants (\$0.30 in first year/\$0.40 in second year, expiring January 27, 2019) ⁽²⁾	2,612,500	2,612,500
Warrants (\$0.30 in first year/\$0.40 in second year, expiring February 24, 2019) ⁽²⁾	525,000	525,000

Notes:

- (1) Each option is exercisable for one Common Share.
(2) Each Warrant is exercisable for one Common Share.

EXECUTIVE COMPENSATION

The disclosure required by Form 51-102F6 - *Statement of Executive Compensation* under National Instrument 51-102 *Continuous Disclosure Obligations* is provided in the Information Circular incorporated by reference into this Listing Statement. The Corporation has no intention of making any material changes to the compensation structure described in such document.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Corporation was indebted to the Corporation as at the date hereof or at any time during the most recently completed financial year of the Corporation. None of the proposed nominees for election as a director of the Corporation, or any associate or affiliate of any director, executive officer or proposed nominee, was

indebted to the Corporation as at the date hereof or at any time during the most recently completed financial year.

The Corporation has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Corporation's directors, executive officers, proposed nominees for election as a director, or associates or affiliates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Corporation

RISK FACTORS

An investor should carefully consider the following risk factors in addition to the other information contained in this Listing Statement. The risks and uncertainties below are not the only ones related to the Corporation. There are additional risks and uncertainties that the Corporation does not presently know of or that the Corporation currently considers immaterial which may also impair the Corporation's business operations. If any of the following risks actually occur, the Corporation's business may be harmed and its financial condition and results of operations may suffer significantly. For additional risk factors relevant to the Corporation's mineral resources exploration and development business see the Annual MD&A, which is incorporated by reference into this Listing Statement.

The Corporation's Limited History

The Corporation has a limited history of operations, is in the early stage of development and must be considered a start-up. As such, the Corporation is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Corporation will be successful in achieving a return on Shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. The Corporation has no intention of paying any dividends in the near future.

The Corporation has limited financial resources, has not earned any revenue since commencing operations, has no source of operating cash flow and there is no assurance that additional funding will be available to it for further exploration and development of the Corporation's properties or to fulfill its obligations under any applicable agreements. There can be no assurance that the Corporation will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Corporation's properties with the possible loss of such properties.

Negative Operating Cash Flow

The Corporation currently has no revenues from its operations and may use proceeds of a future offering to fund any negative operating cash flow.

Exploration and Mining Operations Risks

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to land tenure, prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The

exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Maxtech not receiving an adequate return on invested capital.

The Corporation does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by Maxtech towards the search for and evaluation of mineral deposits will result in discoveries that are commercially viable. The commercial viability of a mineral deposit, once discovered, is also dependent upon a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. In addition, assuming discovery of a commercial ore-body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Most of the above factors are beyond Maxtech's control.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of, gold and other precious or base metals, including unusual and unexpected geologic formations, wall failure, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

Metal Prices

The development and success of the Corporation's properties will be primarily dependent on the future price of precious and base metals. Precious and base metal prices are subject to significant fluctuation and are affected by a number of factors which are beyond Maxtech's control. Such factors include, but are not limited to, interest rates, exchange rates, inflation, deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand and the political and economic conditions of major metal-producing countries throughout the world. The price of precious and base metals has fluctuated widely in recent years and future serious price declines could cause continued development of and commercial production from the Corporation's mineral interests to be impracticable. Depending on the price of precious metals, projected cash flow from planned mining operations may not be sufficient and Maxtech could be forced to discontinue development and may lose its interest in, or may be forced to sell, the Brazilian properties. Future production from the Corporation's mineral interests is dependent on precious or base metal prices that are adequate to make these properties economic.

Key-Man and Liability Insurance, Uninsurable Risks

The success of the Corporation will be largely dependent upon the performance of its key officers. The Corporation has not purchased any "key-man" insurance with respect to any of its directors, officers, key employees or proposed directors or officers, and has no current plans to do so.

Although the Corporation may obtain liability insurance in an amount which management considers adequate, the nature of the risks for mining companies is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Corporation might not elect to insure itself against such liabilities due to high premium costs or other reasons. Should such liabilities occur, the Corporation could incur significant costs that could have a material adverse effect upon its financial condition.

Future Financing Requirements

The Corporation will need additional financing to continue in business and to implement the exploration program set out in the Technical Report and there can be no assurance that such financing will be available or, if available, will be on reasonable terms. If financing is obtained by issuing Common Shares from treasury, control of the Corporation may change and current Shareholders may suffer additional

dilution. To the extent financing is not available, lease expiry dates, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities by the Corporation.

Environmental Regulations

All phases of the Corporation's operations are subject to environmental regulation. Environmental legislation is becoming more strict, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that environmental regulation will not adversely affect the Corporation's operations. Environmental hazards may exist on a property in which the Corporation holds an interest which are unknown to the Corporation at present which have been caused by previous or existing owners or operators of the property.

Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations. The Corporation intends to fully comply with all environmental regulations in all of the countries in which it is active.

Properties in Brazil

The Corporation's property interests and exploration activities are located in Brazil and are subject to that jurisdiction's laws and regulations. The Corporation believes the present attitude of Brazil to foreign investment and mining to be favourable, but investors should assess the political and economic risks associated with investing in a foreign country. Any variation from the current regulatory, economic, political and social climate could have an adverse effect on the affairs of the Corporation. Brazil is a developing country and obtaining financing or finding or hiring qualified people or obtaining all necessary services for the Corporation's operations in Brazil may be difficult. Brazil's status as a developing country may make it more difficult for the Corporation to attract investors or obtain any required financing for its mining projects. The Corporation may also hire some of its employees or consultants in Brazil to assist it in conducting its operations in accordance with Brazilian laws. The Corporation may also purchase certain supplies and retain the services of various companies in Brazil to meet its business plans. It may be difficult to find or hire qualified people in the mining industry who are situated in Brazil or to obtain all the necessary services or expertise in Brazil or to conduct operations on its projects at reasonable rates. If qualified people and services or expertise cannot be obtained in Brazil, the Corporation may need to seek and obtain those services from people located outside Brazil, which will require work permits and compliance with applicable laws and could result in delays and higher costs to the Corporation to conduct its operations in Brazil.

Foreign Countries and Regulatory Requirements

Mineral exploration and mining activities may be affected in varying degrees by political stability and government regulations relating to the mining industry and foreign investors therein. There is no assurance that the political and investment climate of foreign countries will be favourable. Any changes in regulations or shifts in political conditions are beyond the control of the Corporation and may adversely affect its business. Operations may be affected in varying degrees by government regulations with

respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety. The developing country status of Brazil or political climate of other neighbouring countries may result in changes in legal requirements or in the terms of permits and agreements applicable to the Corporation or its properties, which could have a material adverse impact on the Corporation's current exploration program and future development projects.

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and the Corporation cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Corporation from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities.

Dependence on Limited Properties

The Brazilian properties is the Corporation's core properties. Any material adverse development affecting the progress of these properties will have a material adverse effect on the Corporation's financial performance and results of operations.

Title

No assurances can be given that title defects to the Brazilian properties and claims giving rise to the Corporation's interest in the properties do not exist. The regional properties and claims may be subject to prior unregistered agreements, interests or native land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Corporation may lose all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates. Title to mineral interests in some jurisdictions is often not subject to definitive confirmation without incurring substantial expense.

There is no guarantee that title to the Corporation's properties will not be challenged or impugned. While, to the best of the Corporation's knowledge, title to its claims are in good standing, this should not be construed as a guarantee of title.

Governmental and Regulatory Requirements

Government approvals and permits are currently, and may in the future be, required in connection with the Corporation's operations. To the extent such approvals are required and not obtained, the Corporation may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Corporation and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of properties.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other

interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the Corporation.

Costs of Land Reclamation

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the Brazilian properties. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Corporation.

Currency Exchange Rates

Exchange rate fluctuations may adversely affect the Corporation's financial position and results. The Corporation's financial results are reported in Canadian Dollars and costs are incurred primarily in Canadian Dollars. The appreciation of the Canadian Dollar against the U.S. Dollar could increase the actual capital and operating costs of the Corporation's mineral exploration projects and materially adversely affect the results presented in the Corporation's financial statements. Currency exchange fluctuations may also materially adversely affect the Corporation's future cash flow from operations, its results of operations, financial condition and prospects.

Competition

The mineral exploration and mining business is competitive in all phases of exploration, development and production. The Corporation competes with a number of other entities in the search for and the acquisition of productive mineral properties as well as for the recruitment and retention of qualified personnel. As a result of this competition, the majority of which is with companies with greater financial resources than the Corporation, the Corporation may be unable to acquire attractive properties in the future on terms it considers acceptable. The Corporation also competes for financing with other resource companies, many of whom have greater financial resources and/or more advanced properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Corporation.

The ability of the Corporation to acquire properties depends on its success in exploring and developing its Brazilian properties and on its ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development. Increased competition could result in increased costs and reduced profitability which could materially adversely affect the Corporation's revenues, operations and financial condition.

Dividend Policy

No dividends on the Common Shares have been paid to date. Payment of any future dividends will be at the discretion of Maxtech's Board of Directors after taking into account many factors, including Maxtech's operating results, financial condition and current and anticipated cash needs.

Conflicts of Interest

Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies involved in natural resource exploration and development. To the extent that such other companies may participate in ventures which the Corporation may participate there exists the possibility for such directors and officers to be in a position of conflict. Such directors and officers have duties and obligations under the laws of Canada to act honestly and in good faith with a view to the best interests of the Corporation and its Shareholders. Accordingly, such directors and officers will declare and abstain from voting on any matter in which such director and/or officer may have a conflict of interest.

Factors Beyond the Corporation's Control

Location of mineral deposits depends upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The exploration and development of mineral properties and the marketability of any minerals contained in such properties will also be affected by numerous factors beyond the control of the Corporation. These factors include availability of adequate transportation and refining facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

LEGAL PROCEEDINGS

There are no claims, actions, proceedings or investigations pending against Maxtech or, to the knowledge of Maxtech, threatened against Maxtech that, individually or in the aggregate, are material to Maxtech. Neither Maxtech nor its assets and properties is subject to any outstanding judgment, order, writ, injunction or decree that has had or would be reasonably expected to have a material adverse effect on Maxtech.

INTEREST IN MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Management of Maxtech is not aware of a material interest, direct or indirect, of any director or officer of the Corporation, any director or officer of a body corporate that is itself an insider of the Corporation, any proposed nominee for election as a director of the Corporation, any principal shareholder, or any associate or affiliate of any such person, in any transaction for the 36 months preceding the date of this Listing Statement or in any proposed transaction which has materially affected or would materially affect the Corporation.

AUDITOR, TRANSFER AGENTS AND REGISTRARS

The auditor of the Corporation is DMCL, Chartered Accountants, of Vancouver, B.C.

Maxtech's transfer agent and registrar is Computershare Trust Corporation of Canada at its principal offices in Vancouver, B.C.

MATERIAL CONTRACTS

Maxtech has not entered into any contracts material to investors in the Common Shares other than as disclosed above.

INTEREST OF EXPERTS

The information in this Listing Statement regarding the Brazilian properties was summarized from the Technical Report which was authored by John Harper, B.Sc., P.Geo. The author of the Technical Report is a "qualified person" and "independent" of the Corporation as those terms are defined in NI 43-101. The author does not own any securities of the Corporation.

OTHER MATERIAL FACTS

There are no material facts not otherwise disclosed elsewhere in this Listing Statement.

CERTIFICATE OF MAXTECH VENTURES INC.

Pursuant to a resolution duly passed by its Board of Directors, Maxtech Ventures Inc., hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to Maxtech Venture Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

DATED at Calgary, Alberta, as of April 30, 2017.

"Peter Wilson"

Peter Wilson
President and Chief Executive Officer

"Ryan Cheung"

Ryan Cheung
Chief Financial Officer

*And on behalf of the Board
of Directors by*

"Santokh Sahota"

Santokh Sahota
Director

"Eugene Hodgson"

Eugene Hodgson
Director

"Alex Tsakumis"

Alex Tsakumis
Director