

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

Maxtech Ventures Inc. (the “Company”)
Suite 702 - 595 Howe Street
Vancouver, BC
V6C 2T5

Item 2. Date of Material Change

February 11, 2021

Item 3. News Release

The news release describing the material change was disseminated on February 11, 2021 through Stockwatch and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced the closing on February 11, 2021 of the first tranche of \$311,000 (3,658,823 units) of its non-brokered private placement (“Private Placement”) at \$0.085 per unit. Each unit consists of one common share and one common share purchase warrant. Qualified finders were paid finders’ fees of \$7,140 and issued 84,000 finders’ warrants entitling the holder to subscribe for a common share for \$0.085 for 24 months from closing.

The Company also announced that it has completed the second tranche of \$415,000 (4,368,421 units) of its non-brokered Flow Through Unit private placement at \$0.095 per unit. Qualified finders were paid finders’ fees of \$29,050 and issued 305,789 finders’ warrants entitling the holder to subscribe for one common share for \$0.095 for 24 months from closing.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced the closing on February 11, 2021 of the first tranche of \$311,000 (3,658,823 units) of its non-brokered private placement (“Private Placement”) at \$0.085 per unit. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at \$0.12 for a period of three years from the date of closing.

Qualified finders were paid finders’ fees of \$7,140 and issued 84,000 finders’ warrants entitling the holder to subscribe for a common share for \$0.085 for 24 months from closing.

The Company also announced that it has completed the second tranche of \$415,000 (4,368,421 units) of its non-brokered Flow Through Unit private placement at \$0.095 per unit. Each unit consists of one common share and one warrant exercisable for one year at \$0.12. The units were issued on a flow-through basis entitling the subscriber to CEE deductions for the 2021 tax year.

Qualified finders were paid finders’ fees of \$29,050 and issued 305,789 finders’ warrants entitling the holder to subscribe for one common share for \$0.095 for 24 months from closing.

Securities issued on these closings will be subject to a statutory hold period until June 12, 2021.

Proceeds will be used for working capital and to continue work on the Company's St. Anthony gold project.

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Peter Wilson, President
Telephone: 604 484-0355

Item 9. Date of Report

February 12, 2021.