

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: **MAXTECH VENTURES INC.** (the "Issuer").

Trading Symbol: **MVT**

Date: **March 9, 2018**

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____

Issued and Outstanding Securities of Issuer Prior to Issuance: **51,371,332**

Date of News Release in relation to the issuance **March 12, 2018**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.60**

- 1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased Units ⁽³⁾	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Dig Media Inc. Vancouver, BC	132,600 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	182,600 shares 132,600 warrants	March 6, 2017	N/A
EQ Holdings LLC CA 90056, USA	71,429 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	71,429 Shares 71,429 Warrants	Feb 27,2018	N/A
Gena Lofton CA 90056, USA	71,429 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	71,429 Shares 71,429 Warrants	March 9. 2018	N/A
Eco-Praxis Ltd. Schomberg, ON	90,000 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	90,000 Shares 90,000 Warrants	March 9, 2018	N/A

Eli Derek Hudson IL USA 60047	28,500 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	28,500 Shares 28,500 Warrants	March 9, 2018	N/A
Anthony McCourt United Kingdom	114,500 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	114,500 Shares 114,500 Warrants	March 9, 2018	N/A
Palisade Global Investments Ltd. Belize City, Belize	1,000,000 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	1,000,000 Shares 2,000,000 Warrants	March 9, 2018	N/A
Allen Chen CA 92701	43,000 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	43,000 Shares 43,000 Warrants	March 9, 2018	N/A
Marc S McMannis IL 60067 USA	40,000 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	40,000 Shares 40,000 Warrants	Feb 27, 2018	N/A
Venture Ad Network Ltd. Tortola BVI	428,572 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	428,572 Shares 428,572 Warrants	March 9, 2018	N/A
Tom Bodrovics Calgary AB	28,571 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	28,571 Shares 28,571 Warrants	March 2, 2018	N/A
Proactive Investors North America Inc. Toronto ON	142,858 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	142,858 Shares 142,858 Warrants	March 9, 2018	N/A
Courtney Filpenko Panama City Panama	28,571 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	28,571, Shares 28,571 Warrants	March 9, 2018	N/A
Zimtu Capital Corp. Vancouver BC	286,000 Units	\$0.35	N/A	NI 45-106 2.3 [Accredited investor]	286,000 Shares 286,000 Warrants	March 9, 2018	Consultant

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.
- (3) Each unit is comprised of one common share of the Issuer and one common share purchase warrant of the Issuer, where each warrant can be exercised into one common share of the Issuer for \$0.45 per warrant for 2 years. Warrants are subject to acceleration.

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LISTED SECURITIES**

1. Total amount of funds to be raised:

\$877,110.50 Canadian dollars.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The proceeds raised will be used for joint venture contributions, acquisitions and general working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

NA

5. Description of securities to be issued:

(a) Class:
units, with each unit comprised of one common share and one common share purchase warrant

(b) Number:
2,506,030 Units

(c) Price per security:
\$0.35 per unit

(d) Voting rights:
each common share is entitled to one vote

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(b) Number: **2,506,030 common share purchase warrants.**

(c) Number of securities eligible to be purchased on exercise of Warrants (or options):
Each one warrant entitles the holder to one common share, assuming it is properly exercised.

(d) Exercise price:
\$0.45 per share for 24 months.

(e) Expiry date

24 months from date of issue (“Expiry Time”), but subject to an accelerated expiry stating that if at any time, after the standard 4 month hold period, the closing price of the Company’s common shares on the Canadian Stock Exchange (CSE) exceeds \$0.60 for any 14 consecutive trading days, the warrant holder will be given notice that the warrants will expire 31 days following the date of such notice.

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount N/A .
- (b) Maturity date N/A .
- (c) Interest rate N/A .
- (d) Conversion terms N/A .
- (e) Default provisions N/A .

8. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(A) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Dragon Capital Corp- M Shaygan President

- (b) Cash 8% equalling \$70,168,84 .
- (c) Securities: 200,482 non transferable Finders warrants .
- (d) Other N/A .

(e) Expiry date of any options, warrants etc.

24 months from date of issue (“Expiry Time”), but subject to an accelerated expiry stating that if at any time, after the standard 4 month hold period, the closing price of the Company’s common shares on the Canadian Stock Exchange (CSE) exceeds \$0.60 for any 14 consecutive trading days, the warrant holder will be given notice that the warrants will expire 31 days following the date of such notice.

(f) Exercise price of any options, warrants etc. **\$0.45 per share for 24 months.**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship

N/A .

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
N/A .
11. State whether the private placement will result in a change of control.
N/A .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A .
 _____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: N/A .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: N/A .
 - (b) Cash: N/A .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
N/A .
 - (d) Other: N/A .
 - (e) Expiry date of options, warrants, etc. if any: N/A .
 - (f) Exercise price of options, warrants, etc. if any: N/A .

(g) Work commitments: N/A .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc.). N/A
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- (b) Cash N/A .

- (c) Securities N/A .
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. N/A .
- (f) Exercise price of any options, warrants etc. N/A .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A
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10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A
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Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated – March 9, 2018

Peter Wilson
Name of Director or Senior Officer

/s/ "Peter Wilson"
Signature

Director and CEO
Official Capacity