

AMENDED

FORM 9

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

Name of Listed Issuer:

Symbol(s):

Maxtech Ventures Inc.	(the "Issuer").	MVT
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Date: May 8, 2020 Is this an updating or amending Notice: X Yes ☐ No

If yes provide date(s) of prior Notices: March 11, 2020.

Issued and Outstanding Securities of Issuer Prior to Issuance: 72,662,706.

Pricing

Date of news release announcing proposed issuance: March 11, 2020 or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$0.085 or

Day preceding request for price protection: \$0.085

Closing

Number of securities to be issued: 2,911,764

Issued and outstanding securities following issuance: 75,574,470

1.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
BC	2	\$0.085	\$70,000
ON	1	\$0.085	\$42,500
Panama	2	\$0.085	\$135,000
Total number of purchasers:	5		
			\$247,500

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
1060606 BC Ltd. (Peter Wilson) Vancouver BC	352,941	\$0.085	NA	NI 45-106 2.14 [Securities for debt]	2,433,000	May 8, 2020	Director

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: **A total of \$145,000 through the sale of Units at \$0.085 and \$102,500 of debt forgiveness for shares at \$0.085 per unit.**
- 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. **Funds will be used for General working capital and settlement of debt**
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **NA**
- If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
- Description of securities to be issued:
 - Class **1,705,882 Units - compromised of one common share & one share purchase warrant. And 1,205,882 common shares for debt**
 - Number 2,911,764 shares
 - Price per security **\$0.085**
 - 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:
- (a) Number 1,705,882 share purchase warrants .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) 1,705,882 common shares .
 - (c) Exercise price \$0.12 .
 - (d) Expiry date one year from date of issue being May 8, 2021 .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount NA .
 - (b) Maturity date NA .
 - (c) Interest rate NA .
 - (d) Conversion terms NA .
 - (e) Default provisions NA .
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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
 - (d) Other NA .
 - (e) Expiry date of any options, warrants etc. NA .
 - (f) Exercise price of any options, warrants etc. NA .
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 NA .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
NA .

11. State whether the private placement will result in a change of control.
NA .
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. NA

_____ .
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 Resale of Securities.

Part 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: NA
_____.
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: NA
_____.
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: NA_____.
 - (b) Cash: NA_____.
 - (c) Securities (including options, warrants etc.) and dollar value: NA
_____.
 - (d) Other: NA_____.
 - (e) Expiry date of options, warrants, etc. if any: NA_____.
 - (f) Exercise price of options, warrants, etc. if any: NA_____.
 - (g) Work commitments: NA_____.
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).
NA
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: NA
_____.
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:
NA
7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: NA
_____.

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.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): NA.
 - (b) Cash NA.
 - (c) Securities NA.
 - (d) Other NA.
 - (e) Expiry date of any options, warrants etc. NA.
 - (f) Exercise price of any options, warrants etc. NA.
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. NA
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. NA

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 Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 8, 2020.

Peter Wilson
Name of Director or Senior
Officer

/s/ "Peter Wilson"
Signature

Director and CEO
Official Capacity