FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: ___MAXTECH VENTURES INC.______ (the "Issuer").

Trading Symbol: MVT

SCHEDULE A: FINANCIAL STATEMENTS

SCHEDULE B: SUPPLEMENTARY INFORMATION

See Schedule "A" attached.

3. Summary of securities as at the end of the reporting period.

- Authorized to issue unlimited Common Shares.
- Issued and Outstanding: 33,649,002
- No warrants, convertible securities or options outstanding;
- No outstanding shares subject to escrow, pooling agreements or any restrictions on transfer.

4. Directors/Officers:

Curt Huber, President, Director
Ayub Khan, CEO, Director
Tom Tough, Director
Rana Vig, Director
Sonny Janda, Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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 Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated June 27, 2013.

"Larry Tsang"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer MAXTECH VENTURES INC.	For Quarter Ended April 30, 2013	Date of Report YY/MM/D 2013/06/27
Issuer Address 8338-120th Street		
City/Province/Postal Code Surrey, BC V3W 3N4	Issuer Fax No. (604) 592-6882	Issuer Telephone No. (604) 592-6881
Contact Name Laine Trudeau	Contact Position Administrator	Contact Telephone No. 604 592 6881
Contact Email Address laine@jandagroup.ca	Web Site Address www.maxtechventures.com	

SCHEDULE “A”

MAXTECH VENTURES INC.

Condensed Interim Consolidated Financial Statements

Period Ended April 30, 2013

(Unaudited)

(Expressed in Canadian Dollars)

Notice to Reader

In accordance with National Instrument 51-102 released by Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the accompanying condensed interim consolidated financial statements for the period ended April 30, 2013.

Maxtech Ventures Inc.

Condensed Interim Consolidated Statements of Financial Position

(Unaudited -Expressed in Canadian Dollars)

	Note	April 30, 2013	July 31, 2012
		$	$
Assets			
Current Assets			
Cash and cash equivalents		3,985,390	3,594,303
Marketable securities	4	170,740	341,170
Note receivable	9	-	614,268
Other receivable		10,603	15,053
		4,166,733	4,564,794
Equipment	5	118,144	135,002
Exploration and evaluation assets	6	1,110,872	1,014,424
Total Assets		5,395,749	5,714,220
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities	7	32,237	36,123
Shareholders' Equity			
Share capital	8	8,130,000	8,130,000
Reserves	8	5,050,763	5,220,129
Deficit		(7,817,251)	(7,672,032)
Total equity		5,363,512	5,678,097
Total Liabilities and Shareholders' Equity		5,395,749	5,714,220

Nature of operations and going concern 1

See accompanying notes to the condensed interim consolidated financial statements

Approved and authorized for issuance by the Board of Directors on June 26, 2013

"Curt Huber"
Director

"Sonny Janda"
Director

Maxtech Ventures Inc.

Condensed Interim Consolidated Statement of Comprehensive Loss

(Unaudited -Expressed in Canadian dollars except the number of shares)

	Note	Three months ended April 30, 2013	Three months ended April 30, 2012	Nine months ended April 30, 2013	Nine months ended April 30, 2012
		$	$	$	$
Expenses					
Amortization		6,527	8,574	19,582	27,221
Consulting		27,518	29,885	82,669	61,093
Office facilities and administration		12,137	9,610	43,800	38,856
Professional fees		6,024	11,013	18,874	33,779
Salaries and wages		7,457	3,011	15,398	10,256
Transfer agent, filing and stock exchange fees		6,872	7,147	12,468	11,929
Travel and promotion		-	1,224	-	7,252
Loss before the following		(66,535)	(70,464)	(192,791)	(190,386)
Interest income		12,799	24,745	39,618	52,787
Other income (loss)		-	-	7,954	-
Gain from disposition of marketable securities		-	8,889	-	8,889
Gain from recovery of impairment of long term investment		-	-	-	297,535
Foreign exchange loss		-	(15,971)	-	(23,903)
Net income (loss) for the period		(53,736)	(52,801)	(145,219)	144,922
Other comprehensive income (loss):					
Translation (loss) gain	8	(663)	-	1,064	-
Unrealized (loss) gain on marketable securities	4	(94,320)	(108,419)	(170,430)	(4,335)
Comprehensive income (loss)		(148,719)	(161,220)	(314,585)	140,587
Basic and diluted income (loss) per share		(0.00)	(0.00)	(0.00)	0.00
Weighted average number of common shares outstanding		33,649,002	33,649,002	33,649,002	33,649,002

See accompanying notes to the condensed interim consolidated financial statements

Maxtech Ventures Inc.

Condensed Interim Consolidated Statements of Changes in Equity

(Unaudited - Expressed in Canadian Dollars except for number of shares)

		Share capital		Reserves				
	Note	Number	Amount	Foreign translation	Share-based payment	Investment revaluation	Deficit	Total equity
			$	$	$	$	$	$
Balance, August 1, 2011		33,649,002	8,130,000	(8,721)	5,349,127	115,625	(7,477,661)	6,108,370
Corporate restructuring		–	–	–	–	–	(342,685)	(342,685)
Unrealized gain on marketable securities		–	–	–	–	(4,335)	–	(4,335)
Net earnings for the period		–	–	–	–	–	144,922	144,922
Balance, April 30, 2012		33,649,002	8,130,000	(8,721)	5,349,127	111,290	(7,675,424)	5,906,272
Balance, August 1, 2012		33,649,002	8,130,000	(57,008)	5,349,127	(71,990)	(7,672,032)	5,678,097
Translation gain	8	-	-	1,064	-	-	-	1,064
Unrealized loss from marketable securities	8	-	-	-	-	(170,430)	-	(170,430)
Net loss for the period		-	-	-	-	-	(145,219)	(145,219)
Balance, April 30, 2013		33,649,002	8,130,000	(55,944)	5,349,127	(242,420)	(7,817,251)	5,363,512

See accompanying notes to the condensed interim consolidated financial statements

MAXTECH VENTURES INC.

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - expressed in Canadian dollars)

		Nine Months	Ended April 30,
Cash provided by (used in)	Note	2013	2012
		$	$
Operating activities			
Income(loss) for the period		(145,219)	144,922
Items not involving cash			
Amortization		19,582	27,221
Gain from recovery of impaired investment		–	(297,535)
Changes in non-cash operating working capital			
Receivables		4,450	7,539
Accounts payable and accrued liabilities		(5,546)	(16,246)
Cash used in operating activities		(126,733)	(134,099)
Investing activities			
Acquisition of equipment		(2,008)	(17,275)
Increase of exploration and evaluation assets	6	(96,448)	(116,996)
Promissory note (issuance) redemption	9	614,268	(600,000)
Cash (used in) provided by investing activities		517,820	(734,271)
Increase (decrease) in cash and cash equivalents		391,087	(868,370)
Cash and cash equivalents, beginning of period		3,594,303	4,523,373
Cash and cash equivalents, end of period		3,985,390	3,655,003
Represented by:			
Cash		142,790	600,677
Cash equivalents		3,842,600	3,054,326
		3,985,390	3,655,003
Supplementary information			
Cash paid during the period for income taxes		–	–
Cash received from interest income		53,886	21,211

See accompanying notes to the condensed interim consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Maxtech Ventures Inc. (the "Company") was incorporated on April 19, 2000 under the laws of the province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties. The Company's shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "MVT" (Note 11). The head office, principal address and records office of the Company are located at 8338 - 120th Street, Surrey, BC V3W 3N4. The Company's registered address is 8338 - 120th Street, Surrey, BC V3W 3N4.

These condensed interim consolidated financial statements for the period ended April 30, 2013 (the "Interim Financial Statements") have been prepared on a going concern basis which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at April 30, 2013, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These uncertainties cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash and cash equivalents on hand and funds generated from private placements of common shares, if needed.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These Interim Financial Statements, including comparatives within, have been prepared in accordance with International Accounting Standards 34, "Interim Financial Reporting" ("IAS 34"), using accounting policies consistent with the International Financial Report Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee. Any subsequent changes to IFRS, that are given effect to in the Company's annual consolidated financial statements for the year ending July 31, 2013 could result in revisions to these Interim Financial Statements.

These Interim Financial Statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these Interim Financial Statements be read in conjunction with the most recent audited annual consolidated financial statements of the Company for the year ended July 31, 2012.

b) Basis of consolidation and presentation

These Interim Financial Statements have been prepared on an accrual basis and are based on historical costs, except for financial instruments measured at their fair value. These Interim Financial Statements are presented are in Canadian dollars, unless otherwise noted

These Interim Financial Statements include the accounts of the Company and its wholly owned subsidiaries Maxtech Resources Private Limited ("MRPL") (incorporated in India) and its interest in the Julia property which is held through its 53% owned subsidiary Emerging Minerals (BC) Corp.("Emerging Minerals") (incorporated in Canada). All material intercompany balances and transactions between the Company and the subsidiaries have been eliminated.

c) Significant accounting policies

Significant estimates and assumptions

Significant estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the useful lives of equipment, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, decommissioning, restoration and similar liabilities and contingent liabilities.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- The determination of whether an acquisition constitutes a business combination or an acquisition of assets;
- the classification of expenditures as exploration and evaluation expenditures or operating expenses;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiaries.

Accounting standards issued but not yet effective

The Company's significant accounting policies have not changed since it most recent year ended July 31, 2012. Accounting standards issued but not yet effective are as follows. The Company is reviewing these future changes and the impacts have not yet determined.

IFRS 9, Financial Instruments, introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized cost or fair value. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10, Consolidated Financial Statements, requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. IFRS 10 replaces SIC-12, Consolidation—Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements.

IFRS 11, Joint Arrangements, requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

IFRS 12, Disclosure of Interests in Other Entities, establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13, Fair Value Measurement, is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures.

IAS 1, Presentation of Financial Statements, has been amended to require entities to separate items presented in OCI into two groups, based on whether or not items may be recycled in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately. The amendment is effective for annual periods beginning on or after July 1, 2012 with earlier application permitted. IAS 19, Employee Benefits, has been amended to make significant changes to the recognition and measurement of defined benefit pension expense and termination benefits and to enhance the disclosure of all employee benefits. The amended standard requires immediate recognition of actuarial gains and losses in other comprehensive income as they arise, without subsequent recycling to net income. This is consistent with the Company's current accounting policy. Past service cost (which will now include curtailment gains and losses) will no longer be recognized over a service period but instead will be recognized immediately in the period of a plan amendment. Pension benefit cost will be split between (i) the cost of benefits accrued in the current period (service cost) and benefit changes (past-service cost, settlements and curtailments); and (ii) finance expense or income. The finance expense or income component will be calculated based on the net defined benefit asset or liability. A number of other amendments have been made to recognition, measurement and classification including redefining short term and other long-term benefits, guidance on the treatment taxes related to benefit plans, guidance on risk/cost sharing features, and expanded disclosures.

IAS 32, Financial Instruments: Presentation. These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after January 1, 2014.

Financial statement presentation

In June 2011, the IASB and the Financial Accounting Standards Board ("FASB") issued amendments to standards to align the presentation requirements for other comprehensive income ("OCI"). The IASB issued amendments to IAS 1 "*Presentation of Financial Statements"* to require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit or loss. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. The amendments are effective for fiscal years beginning on or after July 1, 2012.

4. MARKETABLE SECURITIES

The Company designates its marketable securities as available-for-sale. As at April 30, 2013 and July 31, 2012, the Company's marketable securities consisted of common shares publicly traded on Canadian stock exchanges. During the nine months ended April 30, 2013 ("2013 Nine Months"), the Company recorded $170,430 unrealized loss (2012 Nine Months – unrealized loss of $4,335) to its investment revaluation reserve and other comprehensive income as a result of revaluating the fair values of these marketable securities (Note 8). Details of the Company's marketable securities are as follows:

	April 30, 2013	July 31, 2012
	$	$
Cost	443,080	443,080
Unrealized gain (loss) of the marketable securities on hand	(272,340)	(101,910)
Fair value	170,740	341,170

5. EQUIPMENT

	Field equipment	Office equipment	Vehicle	Total
	$	$	$	$
Cost:				
At July 31, 2011	151,809.00	18,472.00	16,530.00	186,811.00
Additions	-	-	13,081.00	13,081.00
Disposals	-	-	(2,282.00)	(2,282.00)
At July 31, 2012	151,809.00	18,472.00	27,329.00	197,610.00
Additions	2,008.00	-	-	2,008.00
Disposals	-	-	-	-
At April 30, 2013	153,817.00	18,472.00	27,329.00	199,618.00
Amortization:				
At July 31, 2011	21,971.00	3,254.00	1,653.00	26,878.00
Charge for the period	26,295.00	2,995.00	4,041.00	33,331.00
Eliminated on disposal	-	-	(118.00)	(118.00)
At July 31, 2012	48,266.00	6,249.00	5,576.00	60,091.00
Charge for the period	14,775.00	1,575.00	3,232.00	19,582.00
At April 30, 2013	63,041.00	7,824.00	8,808.00	79,673.00
Foreign exchange effects:				
At July 31, 2012	(617.00)	(1,693.00)	(207.00)	(2,517.00)
At April 30, 2013	(441.00)	(1,211.00)	(149.00)	(1,801.00)
Net book value:				
At July 31, 2012	102,926.00	10,530.00	21,546.00	135,002.00
At April 30, 2013	90,335.00	9,437.00	18,372.00	118,144.00

6. EXPLORATION AND EVALUATION ASSETS

	Ariane	Guercheville	Julia	Lalitpur	Total
	$	$	$	$	$
As at July 31, 2011	357,168	359,039	358,857	128,455	1,203,519
43-101 report	-	-	6,500	-	6,500
Acquisition and renewal	13,306	-	-	-	13,306
Analytical/assays	19,507	-	-	36,064	55,571
Transfer (Note 4)	-	(359,039)	-	-	(359,039)
Geologist and geophysics	-	-	(12,105)	55,464	43,359
Laboratory testing	-	-	8,685	-	8,685
Management	-	-	-	15,998	15,998
Mapping	7,511	-	-	-	7,511
Supplies	-	-	-	18,444	18,444
Travelling and lodging	-	-	-	570	570
As at July 31, 2012	397,492	-	361,937	254,995	1,014,424
Acquisition and renewal	2,414	-	-	-	914
Analytical/assays	150	-	650	8,042	4,080
Geologist and geophysics	-	-	-	41,196	26,682
Management	-	-	-	15,603	9,800
Supplies	-	-	-	12,058	6,784
Travelling and lodging	-	-	-	16,335	11,730
As at April 30, 2013	400,056	-	362,587	348,229	1,110,872

Ariane Project

The Company's Ariane project consists of prospective gold mineral interests in the Abitbi region of Quebec.

Lalitpur Reconnaissance Permit

In March 2010, the Company's wholly owned subsidiary, Maxtech Resources (PVT) Ltd., was granted a Reconnaissance Permit ("RP") in the Lalitpur District, State of Uttar Pradesh, India to explore for iron ore, gold and platinum group minerals for a period of three years, ending March 28, 2013.

Prior to the expiration of the RP, the Company applied for seven Prospecting Licenses (PL) covering 104.5 km^2. The Prospecting License will allow the Company to begin an advanced exploration program on the property. As at April 30, 2013, the PL's are still going through the approval process.

Julia Claims

By an option agreement dated November 30, 2005 and as amended September 7, 2006, the Company acquired a 50% interest, subject to a 2% net smelter royalty, of various mineral claims located in the Atlin Mining Division of British Columbia (the "Julia Property").

On May 31, 2011, the Company entered into an agreement with the Optionor whereby the Company and the Optionor agreed to transfer their interests in the Julia Property to Emerging Minerals. The Company and the Optionor were each issued 16,500,000 shares of Emerging Minerals. On the same date, the Company and the Optionor agreed that the Company contributed $210,000 over and above the originally agreed upon expenditures and an additional 2,100,000 shares of Emerging Minerals were issued to the Company in return for these expenditures. As a result, the Company now holds 53% of Emerging Minerals.

All the Company's mineral claims are in good standing as at the issuance date of these Interim Financial Statements.

7. Accounts payable and accrued liabilities

	April 30, 2013	July 31, 2012
	$	$
Trade payables		
Accrued liabilities		
	32,237	36,123

8. SHARE CAPITAL

Authorized: Unlimited number of common shares without par value authorized

Stock Options

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 20% of the outstanding shares. Options granted under the Plan may have a maximum term of five (5) years. The exercise price of options granted under the Plan will not be less than the closing price of the Company's shares on the TSX-V on the trading day immediately before the date of grant, less the discount permitted under the TSX-V policies, subject to a minimum of $0.10 per common share. Stock options granted under the Plan vest over a period of 18 months from the date of grant and vesting of the options shall occur equally every six months.

The Company has not issued stock options during the nine months ended April 30, 2013. As at July 31 and April 30, 2013, the Company did not have any stock options outstanding.

Share base payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Foreign currency translation reserve

The foreign currency translation reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

Investment revaluation reserve

The investment revaluation reserve records unrealized gains and losses arising on the available-for-sale financial assets, except for impairment losses and foreign exchange gains and losses on monetary items.

9. RELATED PARTY TRANSACTIONS

On June 16, 2011, the Company advanced $600,000 (the "Amount") to Chimata. The Amount was unsecured and had a stated interest rate of 8%. Principal and accrued interest in the amount of $674,000 was due on December 31, 2012. Chimata negotiated an interest rate reduction in exchange for an early repayment of the loan. The Company received a payment of $614,268 as full repayment of the Amount on August 23, 2012.

During 2013 Nine Months, the Company incurred $13,000 (2012 Nine Months - $16,010) in consulting fees to its CFO and $45,000 (2012 Nine Months - $12,500) in consulting fees to its President. As at April 30, 2013, the Company's accounts payable and accrued liabilities included $5,076 (July 31, 2012 - $1,575) and $5,000 (July 31, 2012 - $5,000) owing to the Company's CFO and the President respectively. These amounts are due on demand, unsecured, and non-interest bearing.

10. SEGMENT DISCLOSURES

The Company considers itself to operate in a single reportable operating segment, being exploration and development of mineral properties. Geographic segment disclosures are as follows:

	Total Assets	Equipment	Exploration and Evaluation Assets	Current Assets
	$	$	$	$
April 30, 2013				
India	387,432	18,373	348,379	10,788
Canada	5,008,317	99,771	762,493	4,155,945
	5,395,749	118,144	1,110,872	4,166,733
July 31, 2012				
India	296,072	21,547	254,996	19,531
Canada	5,418,148	113,456	759,428	4,545,262
	5,714,220	135,003	1,014,424	4,564,793

11. SUBSEQUENT EVENTS

On June 21, 2013 the Company received Conditional Approval to list its shares on the Canadian National Stock Exchange (CNSX), and on June 25, 2013 the Company received approval to voluntarily delist it shares from trading on the TSX Venture Exchange. Trading of the Company's common shares will begin on the CNSX on Tuesday, July 2, 2013.

SCHEDULE “B”

SEE SCHEDULE “A”

SCHEDULE “C”

MAXTECH VENTURES INC.

8338-120th Street
Surrey, BC
V3W 3N4
Tel.: (604) 592-6881
Fax: (604) 592-6882

Management’s Discussion and Analysis
For the nine months ended April 30, 2013

DATE AND SUBJECT OF REPORT

Following is management's discussion (“MD&A”) in respect of the results of operations and financial position of Maxtech Ventures Inc. (“Maxtech” or the "Company") for the nine months ended April 30, 2013 and should be read in conjunction with the Company’s condensed interim consolidated financial statements for the same period and the audited annual consolidated financial statements and MD&A for the most recent year ended July 31, 2012. The financial statements and MD&A of the Company are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards (“IFRS’). Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company, are available on SEDAR and may be accessed at www.sedar.com

The MD&A has been prepared effective as of June 26, 2013.

BACKGROUND

Maxtech is an exploration stage company that is actively engaged in the acquisition, exploration and development of mineral resource properties located in British Columbia, Quebec and internationally. The Company is listed on the TSX Venture Exchange under the symbol MVT.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The continued operations of the Company and the recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete their development, and upon future profitable production or the realization of proceeds from the disposition of an interest or interests.

Current economic conditions have limited the Company's ability to access financing through equity markets and this has created significant uncertainty as to the Company's ability to fund ongoing operations to meet its long term business objectives. Management is actively monitoring the changes in Canadian capital market to ensure the Company can raise adequate funding to meet the Company's long term business goals.

FORWARD LOOKING INFORMATION

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, future mining properties exploration plans including risks associated with the costs of mineral exploration, whether a mineral deposit will be commercially viable, the fluctuating nature of metal prices, Canadian and foreign government regulations regarding mining, environmental hazards, environmental protection regulations, and also those identified in the Risks & Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and while many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by securities law.

OVERALL PERFORMANCE

Exploration Update

<u>Lalitpur District, India</u>

The Company, through its wholly owned Indian subsidiary, Maxtech Resources (Private) Ltd, was granted a Reconnaissance Permit (RP) in March, 2010 covering 212.75 km^2 the Lalitpur District, state of Uttar Pradesh (U.P.), India. The RP was granted to explore for iron, gold and platinum group elements, base metals, uranium and diamonds.

Over the past three years the Company's Indian geological team undertook an extensive mapping and sampling program over its RP. The program was designed to outline the most significant areas to drill and begin an advanced exploration program to define the resources and reserves contained within the known mineralized zones. In India, mining law requires that the Company be granted a Prospecting License (PL) in order to undertake advanced physical exploration work on the project.

Initial results determined the eastern portion of the RP to be an area of significant interest. A total of 1,780 contiguous samples were taken in either 1.5 or 2.0 metre intervals, over 30 sample lines, totaling 20.3 kilometres. The sampling encompassed a 120 metre high outcrop approximately 4.5 kilometres long of Banded Iron Formation (BIF) located within a large airborne magnetic anomaly approximately 20 kilometres in length and varying from one to four kilometres in width. The Company filed its initial PL application covering 5.5 km^2 of this eastern portion of the RP.

In order to determine additional areas to be converted to PL's (an additional 19.5 km^2), the Company undertook a prospecting program covering the outcrops of the known BIF and the 20 kilometre strike extension to the west of the initial PL application. The geological team has now identified that the iron bearing zones continue for a total strike length of 24 kilometres, with widths up to 6 kilometres. The team traversed the area, mapping and where possible, collecting chip and grab samples from the outcroppings. During this program, the team discovered four ancient iron mines on the western portion of the RP. It appears that historically people carried out both surface and underground mining and smelted the mined material a few kilometres away on the western bank of Bandai River. To this day slag can still be found around the village of Solda.

Sampling/Prospecting Program highlights:

- 1,082 samples collected during the prospecting program on the eastern portion of the RP
- samples were assayed at the ISO certified laboratory of Shiva Analyticals (India) Limited
- the first 301 of these samples have been assayed
- to date, over 3,600 samples have been taken from surface outcropping over the entire RP
- approximately 45% of samples collected have been assayed
- 110 of the initial samples collected were re-assayed at Acme Analytical Labs in Vancouver.
- Acme results were consistent with results from Shiva Analyticals.

The following table is comprised of assays received from samples collected on the areas chosen for the five additional PL applications (Block A to E). The cutoff grade of 20% Fe_2O_3 was used:

BLOCK A - 10 km^2 Total no. samples assayed - 79			BLOCK B - 2.25 km^2 Total no. samples assayed - 13			BLOCK C - 1.50 km^2 Total no. samples assayed - 8		
Sample	Fe_2O_3 (%)	Fe %	Sample	Fe_2O_3 (%)	Fe %	Sample	Fe_2O_3 (%)	Fe %
IE-27	78.74	55.10	IE-539	68.53	47.96	IE-427	51.69	36.17
IFE- 5/3	76.41	53.47	IE-312	65.66	45.95	IE-473	44.19	30.92
IE-186	73.62	51.52	IE-541	64.69	45.27	IE-426	37.23	26.05
IFE-25/12	72.63	50.82	IFE-19	57.85	40.48	IE-429	37.01	25.90
IFE-25/15	68.23	47.74	IE-357	53.65	37.54	IE-428	36.79	25.75
IFE-21/9	47.96	33.57	IE-315	47.52	33.26	IE-425	27.97	19.57
IFE-7/6	47.71	33.38	IFE-20	38.32	26.82			
IFE-11/6	47.02	32.90	IE-316	33.32	23.32			
IFE-21/5	46.41	32.48	IFE-16	24.28	16.99			
IFE-16/6	46.27	32.38						
IE-49	44.38	31.06	BLOCK D - 2.00 km^2 Total no. samples assayed - 4			BLOCK E - 3.75 km^2 Total no. samples assayed - 15		

IFE-3/6	44.07	30.84	Sample	Fe_2O_3 (%)	Fe %	Sample	Fe_2O_3 (%)	Fe %
IE-194	39.87	27.90	IE-526	61.09	42.75	IE-384H	95.63	66.92
IFE-25/6	39.67	27.76	IE-518	45.59	31.91	IFE-79	88.28	61.78
IE-176	39.47	27.62	IE-519	43.42	30.38	IE-511	73.78	51.63
IFE-16/4	32.35	22.64	IE-520	29.72	20.80	IFE-80	69.95	48.95
IE-184	29.88	20.91				IE-385	69.78	48.83
IFE-13/7	29.78	20.84				IE-492	61.93	43.34
IFE-23/4	23.95	16.76				IE-491	56.17	39.30
IFE-11/7	23.90	16.72				IE-509	48.32	33.81
IFE-25/8	22.34	15.64				IE-547	45.52	31.85
IFE-13/3	21.51	15.05				IE-496	37.89	26.52

The initial 5.5 km^2 Prospecting License was applied for in August 2011. To date, the Company has encountered significant delays receiving final approval on this permit due to Indian governmental bureaucracy, but is encouraged by the recent changes at the Directorate of Geology and Mining and Management's continuing discussions with government officials. The application is currently with the Special Secretary for the state government, awaiting signature of the Minister of Mines, before being forwarded for approval by the Ministry of Mines for the Central Government.

The Company has recently submitted five additional PL applications to increase the size of its Prospecting Licenses to 25 km^2. The prospecting program also determined the mineralization extended significantly past the areas chosen for these new PL's. Provisions in the Indian mining law allow for application of an additional PL covering the extended mineralized area. The Company submitted a 79.50 km^2 application covering this extended mineralization. Priority is given to the Company for the area under application, as Maxtech initially held the Reconnaissance Permit covering this area.

Upon approval of the initial PL, Maxtech will be in a position to begin an advanced exploration program, which will include detailed diamond drilling to begin determining a resource on the project.

In addition, Maxtech is continuing to increase its holdings in the region. The Company currently has four additional Reconnaissance Permit applications pending for mineral exploration in the States of Uttar Pradesh, Uttaranchal and Himachal Pradesh:

1. An RP for 4,380 km^2 to explore for Platinum and all minerals of Platinum, Gold, Iron ore, silver, Nickel, Cobalt, Chromium, Lead, Zinc, Diamond, Copper and other associated minerals in the Lalitpur District, in the State of Uttar Pradesh.

2. An RP for 161 km^2 to explore for gold, scheelite, tin, copper, lead and zinc on an area that straddles the border of the State of Uttaranchal, U.P., and the State of Himanchal Pradesh. The probable reserve estimated for the deposit by the Geological Survey of India is approximately 390,000 tonnes with an average grade of 4.90% zinc, 2.68% lead and 0.37% copper, as noted in a report entitled Final Report on the Assessment of Basemetal Mineralisation in the Chamri Block Tons Valley Area, Dehradun District, Uttar Pradesh (Field Season 1983-84 to 1989-90), by R.N Srivastava and S.K Mathur, Geologists (Sr.), Economic Geology Division-1, Operation

Uttar Pradesh, Geological Survey of India, Northern Region, Lucknow, January 1993. The estimate is based on detailed mapping, sampling and 11 drill holes, spaced about 50m apart.

This data is categorized as a historical resource estimate under National Instrument 43-101 and has not been sufficiently verified by a qualified person to be classified as current mineral resource. Maxtech Ventures is not treating this historical estimate as a current resource estimate and therefore it should not be relied upon. A modern drill program is required to determine reliability of the historical estimates or to verify the historical estimates as current resources. The historical reserves cannot be compared to current reserves because there is no supporting economic analysis.

3. An RP for 296 km^2 to explore for copper, lead, zinc in the State of Uttaranchal. The Amtiargad deposit has an estimated probable reserve estimated by the Geological Survey of India of 1.41 million tonnes with a grade of 1.65% Pb, and 4.92 Zn, as noted in a report entitled Final Report on Detailed Investigation for Basemetal Mineralisation in Sheora Block, Tons Valley, Dehradun District, Uttar Pradesh, (Field Season 1997-98 and 1998-99), by S. Datta Asstt. Geologist and A.K. Talwar Asstt. Geologist, Project: Mineral Investigation (E.P.), Geological survey of India, Northern Region, Lucknow, March, 2000. The estimate is based on 16 drill holes.

This data is categorized as a historical resource estimates under National Instrument 43-101 and has not been sufficiently verified by a qualified person to be classified as current mineral resource. A modern drill program is required to determine reliability of the historical estimates or to verify the historical estimates as current resources. The historical reserves cannot be compared to current reserves because there is no supporting economic analysis. Maxtech Ventures is not treating this historical estimate as current resource estimate and therefore it should not be relied upon. The historical reserves cannot be compared to current reserves because there is no supporting economic analysis.

4. In the Almora district in the State of Uttaranchal an application has been filed for a 1,393.75 km^2 RP to explore for gold, scheelite, tin, copper, lead and zinc and other minerals.

Thomas R. Tough, P.Eng., Non-Executive Chairman of Maxtech Ventures Inc. is a Qualified Person as defined by National Instrument 43-101, and is responsible for and has reviewed all technical information contained herein.

During the nine months ended April 30, 2013, the Company incurred $93,234 deferred exploration cost in connection with the Lalitpur RP and PL.

Ariane, Quebec

The Ariane project consists of 104 claims covering approx 6,000 ha. in the province of Quebec. These Claims are in good standing with expiry dates ranging from June 10, 2014 to February 28, 2015.

During the nine months ended April 30, 2013, the Company incurred $2,564 deferred exploration cost in connection with the Ariane properties. Management is currently reviewing the Ariane project and is considering various options to maximize the value of this mineral property.

Julia Property, British Columbia

By an Option agreement dated November 30, 2005 and amended September 7, 2006, between the Company and an arm's length's entity (the "Optionor"), the Company acquired a 50% interest, subject to a 2% NSR, of various mineral claims covering areas located in the Atlin Mining Division of British Columbia (the "Julia Property").

The 2,346 ha Julia Property consists of 10 claims located in northwest British Columbia, within the Atlin Mining District. These claims are centred east of Atlin, south of Surprise Lake and to the immediate west of the headwaters of the O'Donnel River.

On May 31, 2011, the Company entered into an agreement with the Optionor whereby the Company and the Optionor agreed to transfer their interests in the Julia Property to Emerging Minerals (BC) Corp. The Company and the Optionor were each issued 16,500,000 shares of Emerging Minerals. On the same date, the Company and the Optionor agreed that the Company contributed $210,000 over and above the originally agreed upon expenditures and an additional 2,100,000 shares of Emerging Minerals were issued to the Company in return for these expenditures. As a result, the Company now holds 53% of Emerging Minerals.

The expiry date of all the claims have been extended to October 31, 2017. All the claims were in good standing as of April 30, 2013.

During the nine months ended April 30, 2013, the Company incurred $650 deferred exploration cost in connection with the Julia Property. Management is currently reviewing the project and is considering various options to maximize the value of this mineral property.

Summary of Exploration and Evaluation Assets

The cost incurred and deferred as at April 30, 2013 for the exploration of the mineral properties is summarized as follows:

	July 31, 2012	Addition/ (Disposal)	April 30, 2013
	$	$	$
Ariane properties, Quebec			
Acquisition, renewal & holding	19,684	2,414	22,098
Analytical/assays	19,507	150	19,657
Mapping	7,511	-	7,511
Geological and geophysical	350,790	-	350,790
	397,492	2,564	400,056
Julia properties, British Columbia			
43-101 report	6,500	-	6,500
Acquisition	27,500	-	27,500
Analytical/assays	243,529	650	244,179
Geologist and Geophysical	71,407	-	71,407
Land administration	4,316	-	4,316
Lab testing	8,685	-	8,685
	361,937	650	362,587
Lalitpur properties, India			
Analysis	36,064	8,042	44,106
Drafting and map	2,445	-	2,445
Geologist and geophysical	98,832	41,196	140,028
Management	47,101	15,603	62,704
Supplies	51,122	12,058	63,180
Travelling and lodging	19,431	16,335	35,766
	254,995	93,234	348,229
Total resource property interests	**1,014,424**	**96,448**	**1,110,872**

SUMMARY OF QUARTERLY RESULTS

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

(In thousands of dollars except amounts per share)	2013			2012				2011
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
	$	$	$	$	$	$	$	$
Cash and cash equivalent	3,985	4,063	4,164	3,594	3,655	3,731	3,862	4,523
Working Capital	4,134	4,313	4,465	4,528	4,154	4,978	4,374	4,740
Total Assets	5,396	5,535	5,665	5,714	5,918	6,081	6,608	6,126
Shareholders' Equity	5,364	5,512	5,630	5,678	5,906	6,067	6,028	6,108
Administrative expenses	67	68	58	79	70	61	59	59
Earnings (loss) from continued operation	(54)	(52)	(39)	60	(53)	(49)	247	(46)
Earnings (loss) per Share	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	0.01	(0.00)
Weighted Average Shares Outstanding (000's)	33,649	33,649	33,649	33,649	33,649	33,649	33,649	33,649

The Company is an exploration stage Company which has not earned revenue from operation and does not expect to earn revenue from operation in the near future, thus its income and loss is not subject to seasonality.

The fluctuation of the Company's income and loss is mainly related to the amount of business activities done in each particular quarter plus various incidental gain/loss from disposition of the Company's marketable securities, assets write down and recovery. Management expects the Company's quarterly results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.

RESULTS OF OPERATIONS

The Company is an exploration stage company and does not generate operating revenue.

<u>Three months ended April 30, 2013 ("2013 Q3")</u>

The Company had a net loss of $53,736 ($0.00 loss per share) in 2013 Q3 comparing to the net loss of $52,801 ($0.00 loss per share) in the same period of last year ("2012 Q3').

The loss in 2013 Q3 was mainly a combined result of incurring $66,535 administrative expenses (2012 Q3 - $70,464) and interest income of $12,799 (2012 Q3 - $24,745).

During 2013 Q3, main components of the administrative expenses are office facilities and administrative services of $12,137 (2012 Q3 - $9,610); consulting fees of $27,518 (2012 Q3 - $29,885), professional fees of $6,024 (2012 Q3 - $11,013). Changes in office facilities and administrative, professional fees were not significant as the core business of the Company has not changed significantly.

As at April 30, 2013, the Company had $3,985,390 cash (July 31, 2012 - $3,594,303), marketable securities of $170,740 (July 31, 2012 - $341,170), note receivable of $nil (July 31, 2012 - $614,268), exploration and evaluation assets of $1,110,872 (July 31, 2012 - $1,014,424), and accounts payable and accrued liabilities of $32,237 (July 31, 2012 - $36,123).

The Company had not acquired nor disposed marketable securities during the nine months ended April 30, 2013. The decrease in marketable securities was a sole result of adjusting the carrying value of the Company's marketable securities to its market value as at April 30, 2013.

During 2013 Nine Months, the Company's cash increased by $391,087 which was financed by the redemption of the $614,268 note receivable that was offset by expenditures incurred for the addition of equipment and exploration and evaluation assets, and operating expenses.

Nine months ended April 30, 2013 ("2013 Nine Months")

The Company had a net loss of $145,219 ($0.00 loss per share) in 2013 Nine Months comparing to the net earnings of $144,922 ($0.00 earnings per share) in the same period of last year ("2012 Nine Months').

The loss in 2013 Nine Months was mainly a combined result of incurring $192,791 administrative expenses (2012 Nine Months - $190,386), interest and other income totalling $47,572 (2012 Nine Months - $52,787), and gain from recovery of impairment of long-term investment of $nil (2012 Nine Months – gain of $297,535).

During 2013 Nine Months, main components of the administrative expenses are office facilities and administrative services of $43,800 (2012 Nine Months - $38,856); consulting fees of $82,669 (2012 Nine Months - $61,093), professional fees of $18,874 (2012 Nine Months - $33,779). Changes in office facilities and administrative, professional fees were not significant as the core business of the Company has not changed significantly. Consulting fees has increased as the Company has bought in new management after 2012 Q2 in order to help the Company looking for business opportunities.

The $297,535 gain recorded in 2012 Nine Months was in connection with a one-time recovery of write off of long-term investment made in the prior year. There was no similar transaction in 2013 Nine Months.

LIQUIDITY AND CAPITAL RESOURCES

Financing of operations has been achieved primarily by equity financing. On April 30, 2013, the Company had $3,985,390 in cash and cash equivalent ($3,594,303 – July 31, 2012). The Company has a working capital of $4,134,496 as at April 30, 2013 (July 31, 2012 - $4,528,671). Increase in cash and cash equivalents is mainly a combined result of using cash of $126,733, $96,448 in operating expenditures and exploration activities respectively; and receiving $614,268 when a $600,000 note receivable from its ex-subsidiary, Chimata Gold Corp., was fully repaid with principal and accrued interest during 2013 Nine Months.

The Company did not have cash inflows (outflow) in connection with its financing activities during 2013 Nine Months. Exploration programs are expected to continue with the funds raised in previous periods.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. Management believes the Company has adequate financial resources to conduct its activities for the next operating period. Management realizes that the Company may need to obtain additional financing to complete their development and achieve the Company's long term objective. While the Company has a history of financing its operation through equity financing in the past, the impacts of uncertainty in the current global capital market provide no guarantees that the Company can do so in the future.

The Company considers its cash and cash equivalent, marketable securities, and common shares as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. The Company's capital is not subject to external restriction.

TRANSACTIONS WITH RELATED PARTIES

Refer to the Note 9 to the Company's condensed interim consolidated financial statements for the period ended April 30, 2013.

PROPOSED TRANSACTIONS

Other than the event disclosed in the section "Subsequent Events", there are no proposed transactions that may materially affect the performance of the Company.

SHARE DATA

As at the date of this MD&A, the authorized capital of the Company consists of unlimited number of common shares without par value and 33,649,002 common shares issued and outstanding. As at the date of this MD&A the Company does not have outstanding stock options or stock purchase warrants that can be exercisable into common shares of the Company.

CRITICAL ACCOUNTING ESTIMATES

Not applicable, the Company is a venture issuer.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Change in accounting policies including initial adoption

The Company has not changed its significant accounting policies since its recent year ended July 31, 2012.

New accounting policies not yet adopted

Refer to the Note 3 to the Company's condensed interim consolidated financial statements for the period ended April 30, 2013.

RISK AND UNCERTAINTIES

Risks of the Company's business include the following:

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which 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 which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

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, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, 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 the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, 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. Although adequate precautions to minimize risk will be taken, 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.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, 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 is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability.
Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, 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 have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water and the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable. Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized.

Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company carries insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Land Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

Aboriginal Land Claims

No assurance can be given that aboriginal land claims in British Columbia will not be asserted in the future in which event the Company's operations and title to its properties may potentially be seriously adversely affected.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

SUBSEQUENT EVENTS

On June 21, 2013 the Company received Conditional Approval to list its shares on the Canadian National Stock Exchange (CNSX), and on June 25, 2013 the Company received approval to voluntarily delist it shares from trading on the TSX Venture Exchange. Trading of the Company's common shares will begin on the CNSX on Tuesday, July 2, 2013.

OTHER

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.maxtechventures.com. You may also access the Company's disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.