



power + growth + precision

Annual General Meeting of Shareholders

May 26, 2011



Forward-Looking Statements

This presentation may contain forward-looking statements, including statements regarding the business and anticipated financial performance of Maxim Power Corp. (the “Company”). These statements reflect several material factors, expectations and assumptions including, without limitation: (i) power production levels; (ii) commodity prices, foreign currency exchange rates and interest rates; (iii) the Company’s capital expenditure program and other expenditures; (iv) supply and demand for power; (v) expectations regarding the Company’s ability to raise capital and to increase its power generation capacity through acquisitions and development of energy projects; (vi) schedules and timing of certain projects and the Company’s strategy for growth; (vii) the Company’s future operating and financial results; and (viii) the impact on the Company of governmental regulatory regimes and tax, environmental and other laws.

Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated and described in the forward looking statements. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements including, without limitation: (i) volatility in market prices for power; (ii) volatility in exchange rates for the Canadian dollar relative to other world currencies; (iii) liabilities and risks inherent in the power generation industry, including technical problems; (iv) failure to close or realize the anticipated benefits of acquisitions; (v) competition for, among other things, capital and skilled personnel; (vi) changes in general economic, market and business conditions in counterparty credit risk of non-performance Canada, North America, and worldwide; (vii) actions by governmental or regulatory authorities including changes in tax laws; (viii) the ability of the Company to raise capital and continue with its energy projects; (ix) the impact of adverse weather, wind and water flow conditions on the Company’s operations; and (x) increases and overruns in power generation costs.

The Company cautions that the foregoing list of assumptions, risks and uncertainties is not exhaustive. Additional information on these and other factors which could affect operations or financial results can be found in the Company’s Annual Information Form available on SEDAR at www.sedar.com. The Company does not undertake any obligation to publicly update or revise any forward-looking statements except as expressly required by applicable securities law.

All dollar amounts are expressed in Canadian dollars.

EBITDA and Funds from Operations (“FFO”) are non-GAAP measures and may not be comparable to similar measures presented by other companies. EBITDA is calculated by adding (subtracting) the following amounts from net income: (i) net loss (income) from discontinued operations, (ii) income tax expense (recovery), (iii) interest expense, (iv) depreciation and amortization, and (v) certain other expenses (income). FFO is calculated by subtracting the change in working capital from cash provided by (used in) operations. For a reconciliation of (Adjusted) EBITDA to net income and of FFO to cash provided by (used in) operations, see the “Non-GAAP Measures” section in the Company’s MD&A filed on SEDAR.



Highlights

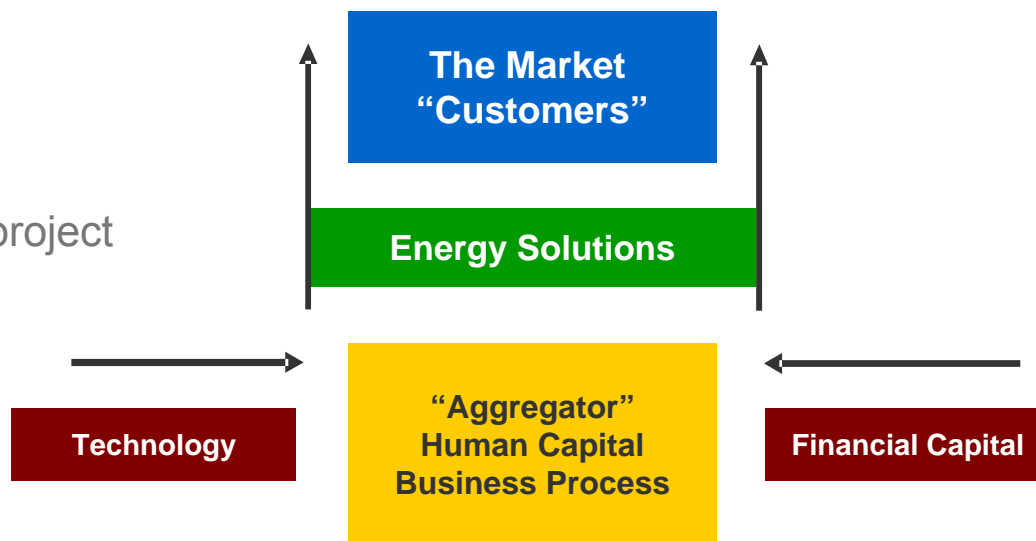
- Record generation in 2010
- Amalgamated with EarthFirst
- Commenced peaking service in France
 - ❑ 74 MW peaking contract
 - ❑ 8 year term
- Received Mine 14 permits and license
- Extended operation of Milner
 - ❑ No longer required to decommission in 2015
 - ❑ Site ownership and control
- 500 MW Milner expansion
 - ❑ Entered final regulatory phase
 - ❑ Regulatory approvals expected in 2011





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- Independent **POWER** Producer
 - ❑ North America, France
 - ❑ Wholesale electric and thermal energy
- **GROWTH**
 - ❑ Acquisitions
 - ❑ Development
- **PRECISION**
 - ❑ Competitive advantage in transactional efficiency and project delivery (business process)
 - ❑ People (human capital)





Market Profile

May 25, 2011

TSX Listing	MXG
52 Week Range	\$2.31 - \$3.59
Share Price	\$3.05
Shares Outstanding (Basic)	54.0 million
Market Capitalization	\$165 million
Net Debt ⁽¹⁾	\$74 million
Enterprise Value	\$239 million

MXG Closing Price



⁽¹⁾ As at December 31, 2010



Asset Base



	Plants	MW	%
Gas	40	644	79
LFG, Waste Heat, Other	3	15	2
	43	659	81
Coal	1	150	19
Total	44	809	100
Canada	8	192	24
USA	5	433	53
North America	13	625	77
France	31	184	23
Total	44	809	100





Market Overview

Canada (Alberta)

- Forecast additional generation requirements of 6,000 MW by 2020 and 13,000 MW by 2029
- Long term power prices forecast to increase due to positive supply/demand fundamentals

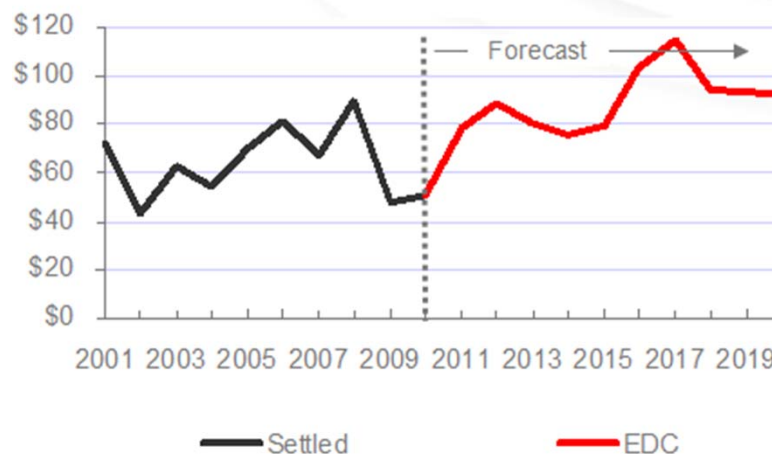
United States

- Northeast US largest deregulated market
- Dual tariff model

France

- Consolidation opportunities
- PPA's extendible for 12 years with "re-powering" investment

Alberta Power Pool Prices



Source: EDC Quarterly Forecast dated March 14, 2011



Gold Creek



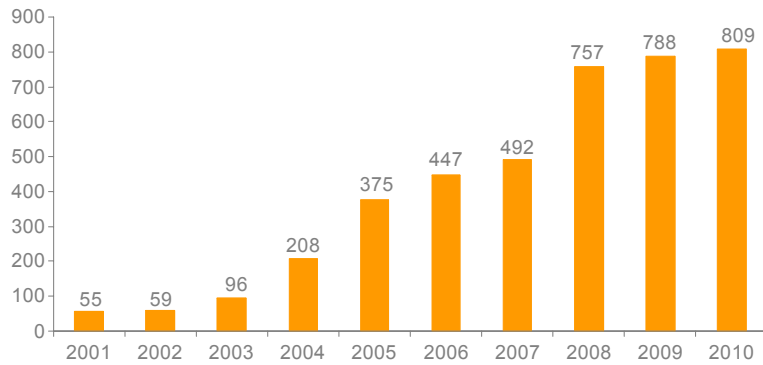
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Performance

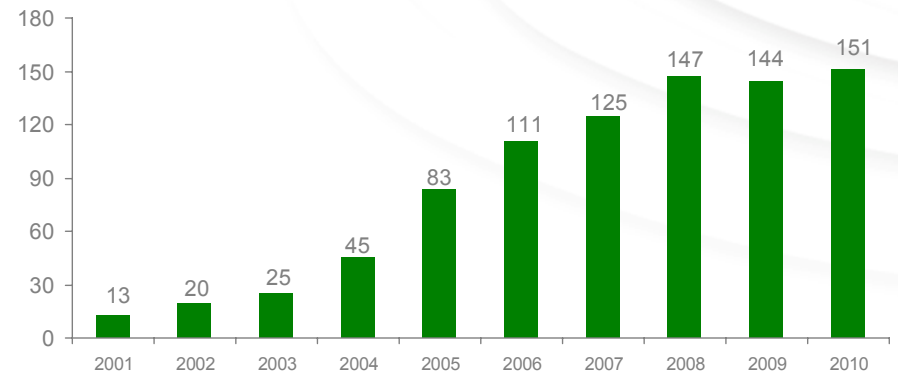


Performance

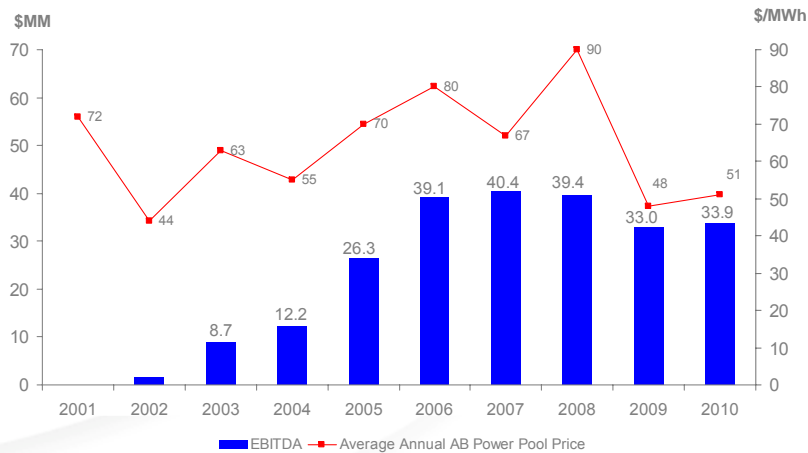
Net Generating Capacity (MW)



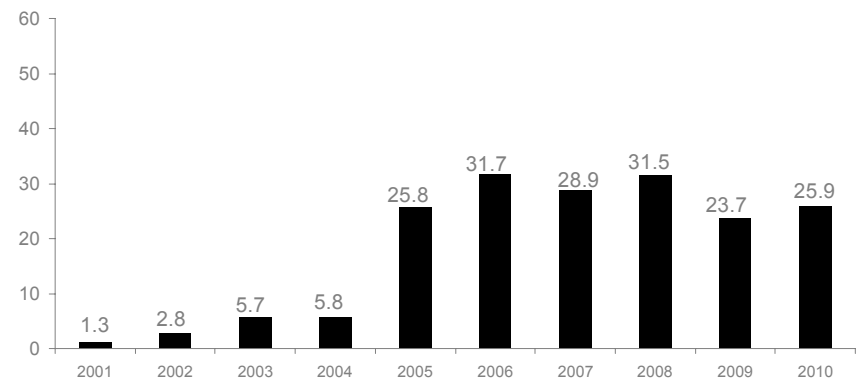
Revenue (\$millions)



EBITDA

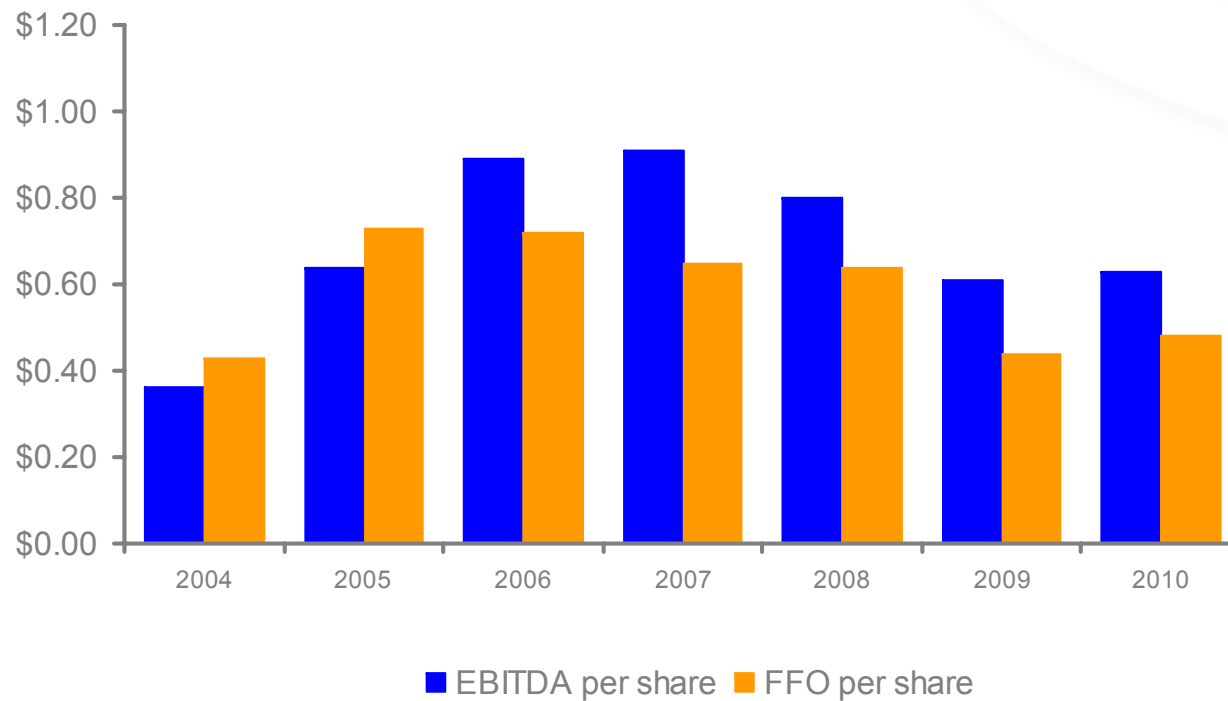


Funds from Operations (\$millions)





Per Share





Annual Results

(\$ millions except per share)

	<u>2010</u>	<u>2009</u>
Revenue	151	144
Adjusted EBITDA	34	33
Net Income	1	2
Funds from Operations	26	24
Per share		
➤ Funds from Operations	\$0.48	\$0.44
➤ Net Income	\$0.02	\$0.04



Financial Position

(\$ millions)	Dec. 31, 2010	Dec 31, 2009
Current Assets	42	52
Property, Plant and Equipment	257	276
Other Assets	74	49
Total	373	377
Debt, Leases and Contracts	84	92
Other Liabilities	77	65
Equity	212	220
Total	373	377
Net Debt to Capital	26%	26%
Current Ratio (times)	0.98	0.90



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Strategy



Growth Strategy

- Acquisitions and development
 - ❑ Acquisition bias to date in light of buy vs. build economics
 - ❑ Exclusive development opportunities in our core markets
 - ❑ Acquire/develop where we have:
 - Existing operations, sites
 - Critical resources (eg. coal, water, transmission)
 - "Friendly" regulatory environment
 - Geographies - Western Canada, United States and France

- Opportunistic
 - ❑ Seek unique and higher value propositions (Milner, Mine 14)
 - ❑ Pick the spots for contracted assets (France, Basin Creek, Forked River)

- Optionality

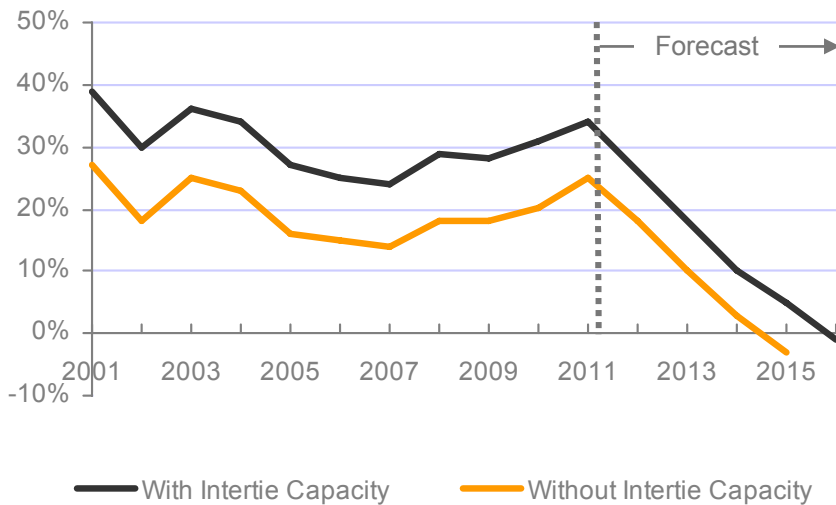


Basin Creek



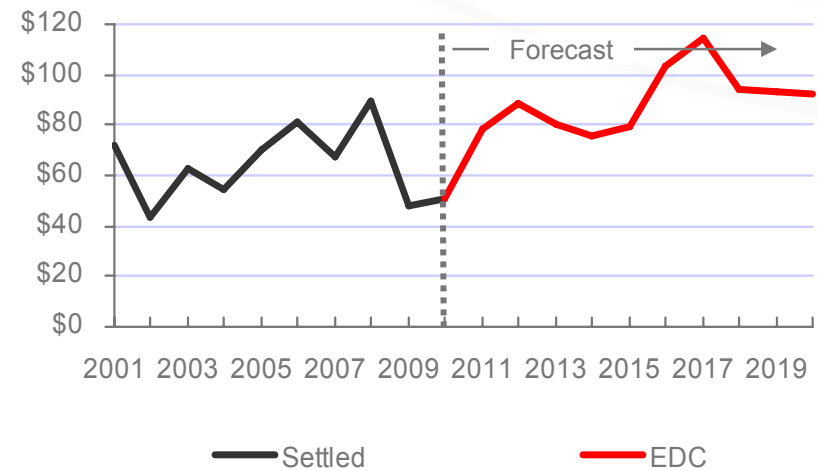
Alberta Market

Interconnected Electric System Reserve Margin
(Firm Installed & Active Construction Capacity)



Source: Alberta Electric System Operator (AESO) May 2011

Alberta Power Pool Prices

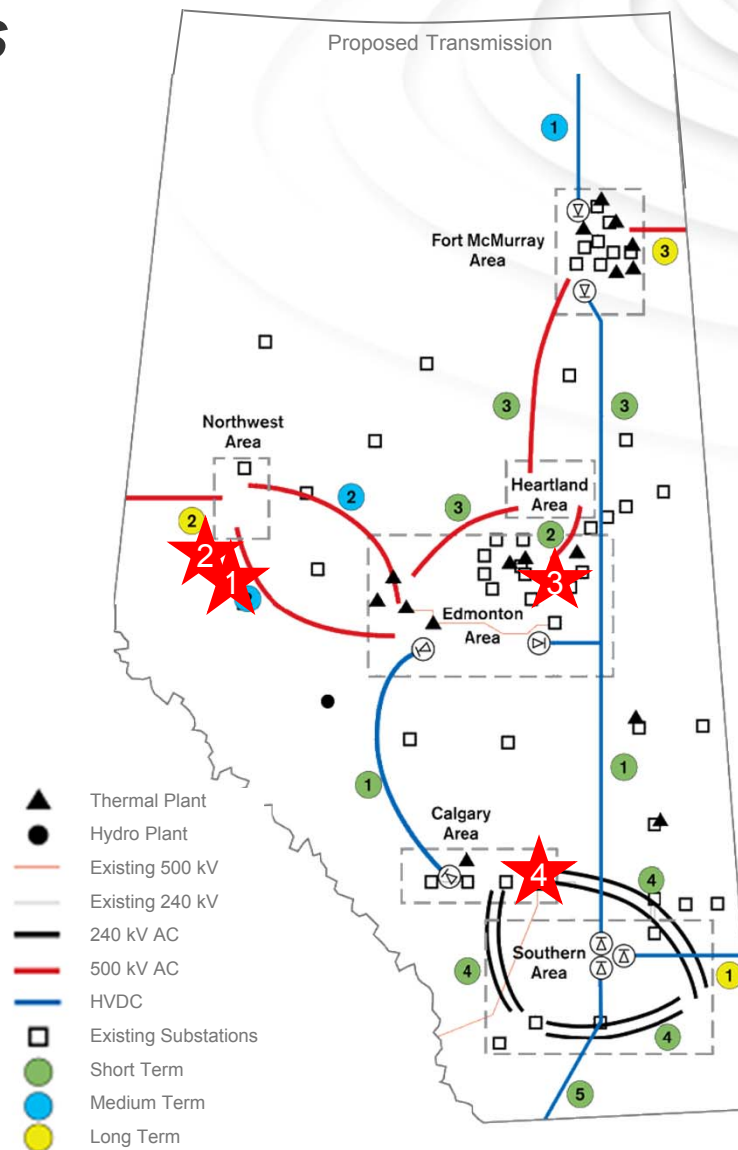


Source: EDC Quarterly Forecast dated March 14, 2011



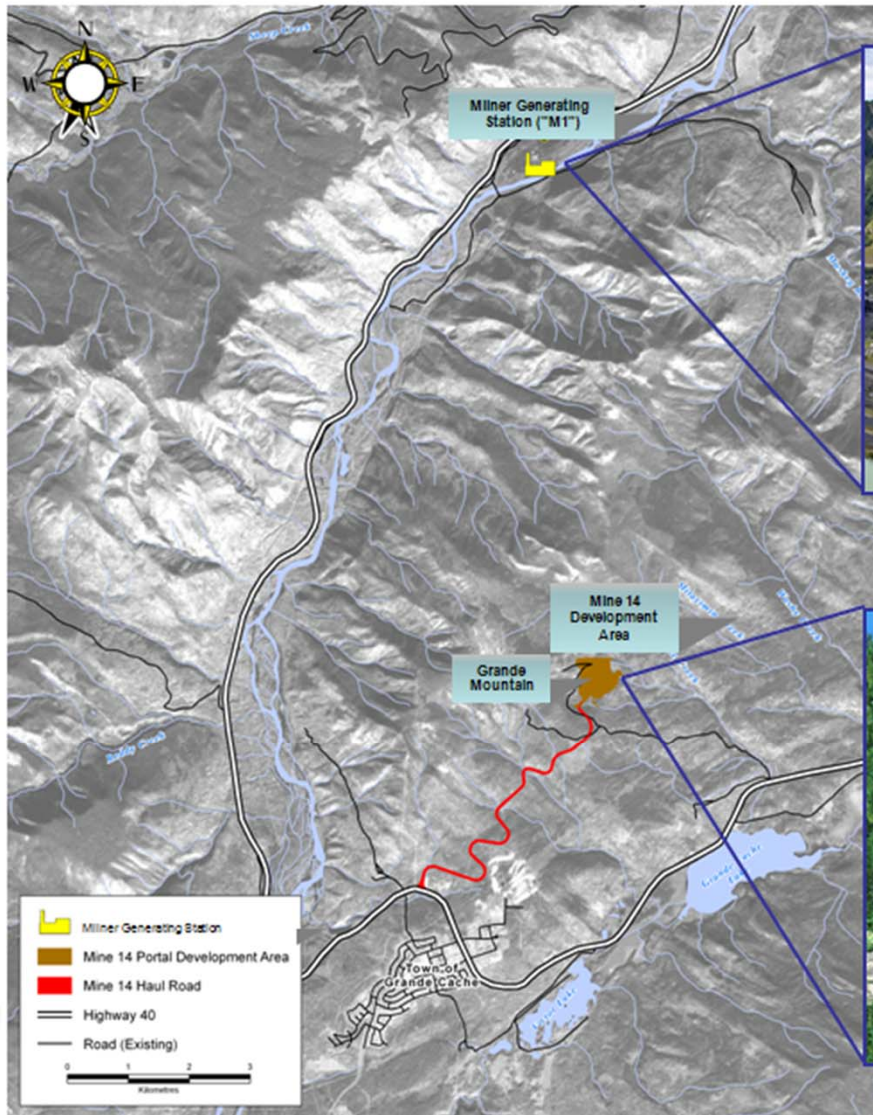
Alberta Development Projects

- ★ **1 Mine 14**
 - Grande Cache, Alberta
 - 3 investment options
- ★ **2 Milner Expansion**
 - Existing M1 site, Grande Cache, Alberta
 - 500 MW state of the art coal fired facility
- ★ **3 Deerland**
 - Bruderheim, Alberta
 - Fully permitted 190 MW simple cycle gas
- ★ **4 Buffalo Atlee**
 - Brooks, Alberta
 - Over 200 MW (wind generation)





Mine 14 and Milner Expansion



Milner Expansion ("M2")



Mine 14 ("M14")





Mine 14 Investment Options

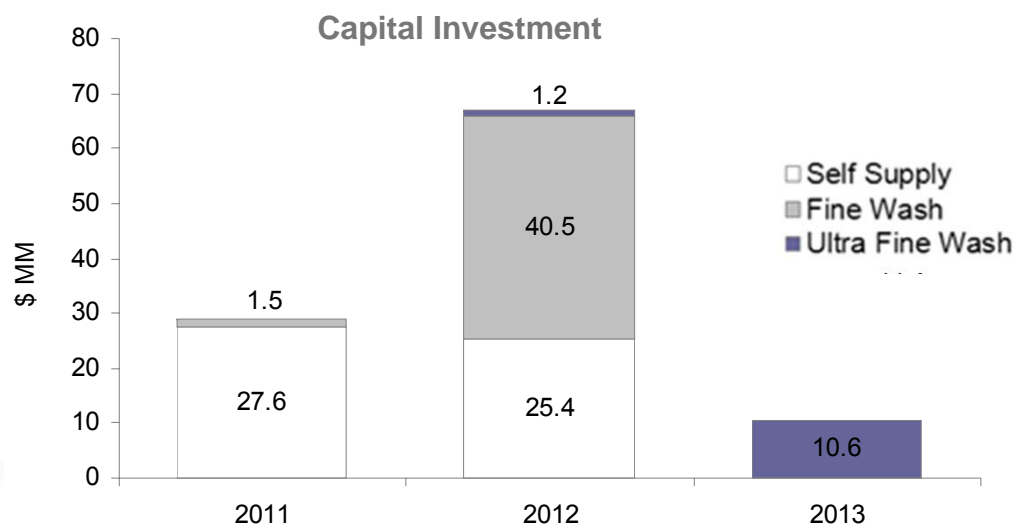
Self Supply
<ul style="list-style-type: none"> ❑ Development of the mine as a source of fuel for the Milner facility ❑ Production: 480,000 tonnes annually ❑ Meets 100% of Milner's fuel requirements ❑ Capex \$53 MM



Fine Wash
<ul style="list-style-type: none"> ❑ Expand the project to incorporate a fine wash facility ❑ Production: 1,300,000 tonnes annually ❑ Meets 76% of Milner's fuel requirement ❑ Metallurgical yield 58% ❑ Capex \$42 MM (Σ \$95 MM)



Ultra Fine Wash
<ul style="list-style-type: none"> ❑ Addition of an ultra fine wash cycle ❑ Production: 1,300,000 tonnes annually ❑ Meets 51% of Milner's fuel requirement ❑ Metallurgical yield 71% ❑ Capex \$12MM (Σ \$107 MM)





Mine 14 Self Supply

- Economics
 - ❑ Annual fuel cost savings of \$27MM (to market)
 - ❑ EV / EBITDA of 1.94x
- Develop the mine resource as a source of fuel for Milner
 - ❑ MAXIM retains control of the fuel source
 - ❑ Beneficial to the valuation of Milner and the Mine
- Production can meet 100% of Milner's fuel requirements
- Maintain option of metallurgical coal sales
- Flexibility to invest capital opportunistically

Self Supply Economics

Capex (\$MM)	53
Production (tonnes)	480,000
Heat Content (GJ/tonne)	25

Production Cost (\$/GJ)

Operations (including P&I)	1.56
Return of Equity Capital	0.32
	<hr/>
	1.88

Market Price (\$/GJ)

4.28

Net Cash Benefit (\$/GJ)

2.40





Mine 14 Ultra Fine Wash

➤ Economics

- ❑ Levered after-tax IRR of 49.8%
- ❑ EV / Mine EBITDA of 1.42x

Ultra Fine Wash Economics

Capex ⁽¹⁾ (\$MM)	107
Production (clean tonnes) ⁽²⁾	892,060

Production Cost -Met (\$/tonne)

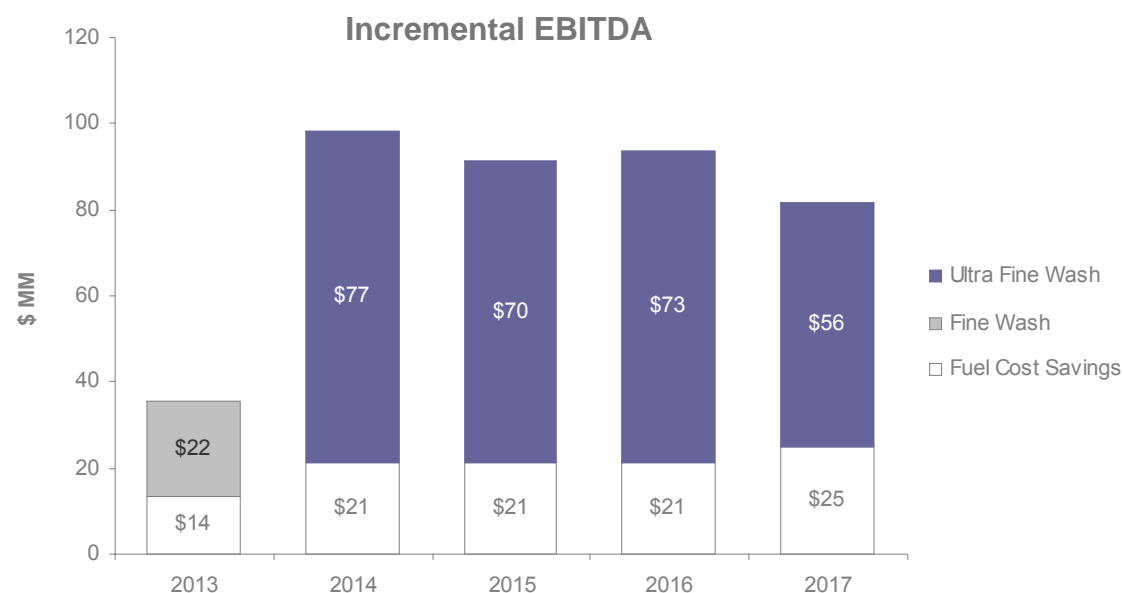
Operations (including P&I)	85.02
Transportation	25.50
Return of Equity Capital	19.51
	130.03

Revenue/Fuel Savings (\$/tonne)

Market Price Met Coal	178.57
M1 Fuel Savings (\$/tonne met)	23.54
	202.11

Net Cash Benefit (\$/tonne)

	72.08
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(1) Capex includes capital for Self Supply and Fine Wash options.
 (2) 1.3 mm ROM; mid case yield



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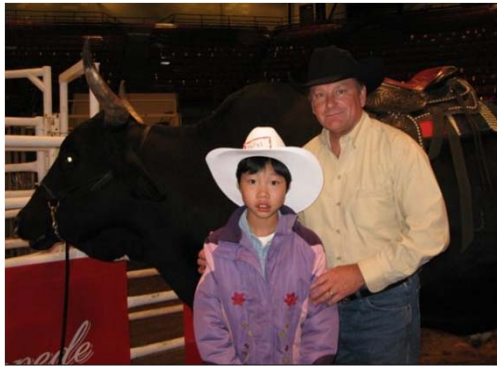
Chantenay



Pittsfield, MA



COMMUNITY INVESTMENT





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