

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

Item 1 *Name and Address of Issuer*

Orca Touchscreen Technologies Ltd. (the “**Issuer**”)
Suite 700 – 510 West Hastings St.
Vancouver, BC V6B 1L8

Item 2 *Date of Material Change*

May 22, 2014

Item 3 *News Release*

A news release was issued and disseminated via Stockwatch and Baystreet on May 22, 2014 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4 *Summary of Material Change*

The Issuer announced that the Issuer’s wholly-owned subsidiary, Orca Mobile Solutions Ltd., had entered into two agreements with Sollensys Corporation.

Item 5 *Full Description of Material Change*

5.1 Full Description of Material Change

See the news release attached as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 *Omitted Information*

None.

Item 8 *Executive Officer*

Justin Blanchet, Chief Financial Officer
Telephone: 604.787.8875

Item 9 *Date of Report*

May 22, 2014

SCHEDULE "A"



ORCA TOUCHSCREEN ANNOUNCES AGREEMENTS WITH SOLLENSYS CORPORATION

Vancouver, BC, May 22, 2014 – Orca Touchscreen Technologies Ltd. (the “**Issuer**”) is pleased to announce that its wholly-owned subsidiary, Orca Mobile Solutions Ltd. (“**Orca Mobile**”) has entered into the following agreements dated May 12, 2014 with Sollensys Corporation, a Korean corporation (“**Sollensys**”):

- (1) an asset purchase agreement whereby Orca Mobile acquired from Sollensys its touchscreen sensor for producing folding laminating apparatus and the related patent for consideration of \$50,000 cash which has been paid; and
- (2) a patent and technology license agreement whereby Orca Mobile has acquired a 6-year exclusive worldwide license to use all of Sollensys’ technology and patents for consideration of a royalty payable as to (a) 10% of the revenues received by Orca Mobile from the patents, and (b) 80% of the net revenues received by Orca Mobile from the sale of Sollensys products sold or distributed by Orca Mobile; which royalty is due on the last day of December of each year during the term and is payable during the term as to \$4,000 on the first day of each month beginning July 1, 2014 as a guaranteed advance payment of the royalty.

Sollensys is a Related Party to the Issuer, as its principal shareholder, senior officer and director is Gwanje (Frank) Woo, who is the CEO, President and a director of the Issuer.

For further information on Orca Touchscreen, please contact:

Justin Blanchet
Chief Financial Officer
Orca Touchscreen Technologies
Email: jblanchet@redfernconsulting.ca

Forward-Looking Information:

This press release may include ‘forward-looking information’ within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.