

EARLY WARNING REPORT

This report is made as required by Part 5 of Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids*, and pursuant to Part 3 of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

1. Name and address of the offeror:

GwanJe Woo

c/o 1820 – 925 West Georgia Street
Vancouver, BC V6C 3L2

(the “offeror”)

2. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

The offeror acquired ownership of 2,225,500 common shares (the “**Shares**”) of Orca Touchscreen Technologies Ltd. (the “**Issuer**”), representing 22% of the issued and outstanding 10,110,000 common shares of the Issuer prior to such acquisition.

3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:

After the above transaction, the offeror now has ownership of a total 2,225,500 Shares of the Issuer, represent 22% of the issued and outstanding 10,110,000 common shares of the Issuer.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which

(i) the offeror, either alone or together with any joint actors, has ownership and control:

2,225,500 common shares (22%).

(ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:

Not applicable.

(iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:

Not applicable.

5. **Name of the market in which the transaction or occurrence that gave rise to the news release took place:**

Not applicable. The transaction was a private transaction pursuant to the terms of a share transfer agreement between Susan Downing and the offeror. See Item 8 for details.

6. **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

The Shares were acquired at a purchase price of \$0.005 per share for total consideration \$11,127.50.

7. **Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The offeror acquired the Shares for investment purposes.

8. **General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

(a) By an agreement dated June 10, 2014 (the "**Share Transfer Agreement**") with Susan Downing (the "**Transferor**"), the offeror acquired 2,225,500 common shares of the Issuer at a price of \$0.005 per share for total consideration of \$11,127.50 cash paid to Susan Downing.

(b) By an agreement dated June 10, 2014 with the Issuer (the "**Stock Restriction Agreement**"), the offeror agreed not to transfer or otherwise dispose of its 2,225,500 Shares (the "**Stock**") except that such restriction will not apply to proportions of the Stock vesting as follows:

Vesting Date	Proportion of Vested Shares
On the date our securities are listed on the Exchange (the "Listing Date")	1/10 of the Stock
6 months after the Listing Date	1/6 of the remainder of the Stock
12 months after the Listing Date	1/5 of the remainder of the Stock
18 months after the Listing Date	1/4 of the remainder of the Stock
24 months after the Listing Date	1/3 of the remainder of the Stock
30 months after the Listing Date	1/2 of the remainder of the Stock
36 months after the Listing Date	The remainder of the Stock

and provided however that such restrictions will not apply to:

- (i) a transfer of the Stock to any director, officer, employee or consultant of the Company;
- (ii) a transfer of the Stock to the Company pursuant to a redemption initiated by the Company;
- (iii) a transfer during the offeror's lifetime or on the offeror's death by will or intestacy to the offeror's beneficiaries or a trust for the benefit of the offeror's beneficiaries (for purposes of this Agreement, "beneficiary" means the offeror and the immediate family of the offeror, including any relation by blood, marriage or adoption and no remote than a first cousin); or
- (iv) if the offeror is an entity, a transfer made as a distribution solely to a member, partner, or stockholder of such offeror.

so long as any transferee agrees to the same transfer restrictions.

9. Names of any joint actors in connection with the disclosure required by this report:

The offeror is the beneficial owner of, and exercises control and direction over, the Shares.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:

See Item 6.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:

NI45-106, section 2.5 for family, friends and business associates, as the offeror is an executive officer of the Issuer.

DATED at June 10, 2014.

"GwanJe Woo"

GWANJE WOO