



ORCA TOUCHSCREEN TECHNOLOGIES LTD.

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR
THE PERIOD ENDED JUNE 30, 2014**

INTRODUCTION

The following Management Discussion and Analysis (“MD&A”) of Orca Touchscreen Technologies Ltd (the “Company” or “Orca Touchscreen”) has been prepared by management in accordance with the requirements of National Instrument 51-102 as of August 27, 2014. This MD&A should be read in conjunction with the condensed consolidated interim financial statements for the period ended June 30, 2014 and the audited financial statements as at December 31, 2013 and the related notes contained therein which have been prepared under International Financial Reporting Standards (“IFRS”). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words “*anticipate*”, “*believe*”, “*estimate*”, “*expect*” and similar expressions, as they relate to our company or our management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued development of our technological property. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

COMPANY OVERVIEW

Background

Orca Touchscreen Technologies Ltd. was incorporated under the Business Corporations Act (British Columbia) on December 31, 2013. The head office of the Company is 1361 East 24th Street, North Vancouver, British Columbia, V7J 1R4.

By an arrangement agreement dated January 6, 2014 which included a statutory plan of arrangement (the “Arrangement”) with Orca Mobile Solutions Ltd. (“Orca Mobile”) and Gorilla Minerals Corp. (“Gorilla”), the following transactions took place:

- i. Orca Mobile acquired all the 10,000 issued and outstanding Orca Touchscreen common shares from Gorilla (the “Purchase Shares”) for \$10,000;
- ii. Orca Mobile and Orca Touchscreen exchanged securities on 1:1 basis, such that 8,010,000 common shares of Orca Mobile were exchanged by their holders for 8,010,000 common shares of Orca Touchscreen;
- iii. Gorilla and Orca Touchscreen exchanged securities on a 1:1,000 basis, such that Gorilla issued 4 Gorilla common shares to Orca Touchscreen and Orca Touchscreen issued 4,000 Orca Touchscreen common shares to Gorilla (collectively, the “Exchange Shares”); and
- iv. The Purchase Shares and the Exchange Shares were then cancelled.

The above transaction was approved and completed on March 6, 2014. Following closing of the Arrangement, the Company became a reporting issuer in Alberta and British Columbia.

Since this transaction resulted in the shareholders of Orca Mobile owning a majority of the issued and outstanding shares of the Company, this transaction will be accounted for as a reverse acquisition.

Acquisition of Intellectual Property and License Agreement

On May 12, 2014, the Company entered into an agreement with Sollensys Corporation (“Sollensys”), a company based out of South Korea. The Company acquired the Sollensys’ touchscreen sensor patent for \$50,000 cash (paid); and entered into a patent and technology license agreement with Sollensys whereby the Company acquired a 6 year worldwide license to use all of Sollensys’ technology and patents. In consideration for this, the Company has agreed to pay a royalty of 10% of the gross revenues from the patents and 80% of the net

revenues received by the Company from the sale of Sollensys products sold by the Company. Royalty payments are due on the last day of December each year during the term and are payable as to \$4,000 per month on the first day of each month beginning July 1, 2014 as guaranteed advance payments of the royalty. Sollensys is a related party to the Company as its principal shareholder, senior officer, and a director is Gwanje (Frank) Woo, who is CEO and President of the Company, and another of Sollensys' senior officers and directors is Seong-Mo (Kevin) Jeong, a director of the Company.

Our business is the worldwide sale and distribution of touchscreen panels for mobile, medical, industrial and other applications. Sollensys has its headquarters in Gwang-Ju City, Korea, a research and development centre in San Jose, California, a factory in China, and a partnership factory in Guatemala. Sollensys has spent over \$5,000,000 developing its capacitive touchscreen panel technology and manufacturing facilities.

Founded in May 2010, Sollensys has been developing, manufacturing and selling touchscreen technology and providing related consulting services for almost four years. Capacitive touchscreens are the core of Sollensys' technology. Capacitive touchscreens use the human body as an electrical conductor and are made of an insulator such as glass covered by a transparent conductor. Capacitive technology is widely touted as the future of the touchscreen industry. Worldwide, 80% of mobile phones in 2012 employed this technology. In addition to capacitive touchscreen technology, Sollensys continues to develop new technology such as its S-Sensor and multi-touch, which will evolve from two-finger to unlimited interactivity. Sollensys believes that with the launch of Windows 8, the use of multi-touch will become a standard component of even the most traditional computing environments.

Capacitive touchscreens rely on conductors imbedded onto a sheet of glass. When the display turns on, the conductors create an electrostatic field. Since the human body naturally holds an electrical charge, touching the display distorts the electrostatic field. From the distortion of the electrostatic field, the image processor calculates where the touch occurred.

RESULTS OF OPERATIONS

During the three months ended June 30, 2014

The Company has not generated revenue to date and incurred a net loss of \$56,897 during the three months ended June 30, 2014. Total expenses of \$56,897 related primarily to professional fees and management fees incurred in connection with the completion of the plan of arrangement and the acquisition of the intellectual property and license agreement.

During the six months ended June 30, 2014

The Company has not generated revenue to date and incurred a net loss of \$91,091 during the six months ended June 30, 2014. Total expenses of \$91,091 related primarily to professional fees, management fees and filing and regulatory fees incurred in connection with the completion of the plan of arrangement and the acquisition of the intellectual property and license agreement.

On May 12, 2014, the Company entered into an agreement with Sollensys and acquired the Sollensys' touchscreen sensor patent and paid cash of \$50,000 and entered into a patent and technology license agreement with Sollensys whereby the Company acquired a 6 year worldwide license to use all of Sollensys' technology and patents. In consideration for this, the Company has agreed to pay a royalty of 10% of gross revenues from the patents and 80% of the net revenues received by the Company from the sale of Sollensys products sold by the Company. Royalty payments are due on the last day of December each year during the term and are payable as to 4,000 per month on the first day of each month beginning July 1, 2014 as guaranteed advance payments of the royalty.

There are no comparative figures for the three and six months ended June 30, 2014 as the Company was incorporated on December 31, 2013.

SUMMARY OF QUARTERLY RESULTS

Results for the most recent completed financial quarter are summarized in the table below:

	2014 Q2	2014 Q1	2013 Q4
Net Loss	\$ 56,897	\$ 37,656	\$ 1,700
Loss per Share	\$ 0.01	\$ 0.01	\$ 0.17
Total Assets	\$ 269,221	\$ 91,321	\$ 1
Working Capital (Deficit)	\$ 208,093	\$ 87,144	\$ 1,699

LIQUIDTY AND CAPITAL RESOURCES

The Company had total assets of \$269,221 as at June 30, 2014. The primary assets of the Company are cash of \$216,093 and intellectual property and license agreement carried at \$50,000. As at June 30, 2014, the Company had working capital of \$208,093.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes that the Company will require additional working capital to meet its primary business objectives over the next 12 months.

Even though we plan to raise capital through equity or debt financing, we believe that the latter may not be a viable alternative for funding our operations as we do not have sufficient assets to secure any such debt financing. We anticipate that any additional funding will be in the form of equity financing from the sale of our common shares. However, we do not have any financing arranged and we cannot provide any assurance that we will be able to raise sufficient funds from the sale of our common shares to fund our operations or planned business development activities. In the absence of such financing, we will not be able to acquire further technology product interests. Even if we are successful in obtaining equity financing to expand our operations and to fund our business development activities, there is no assurance that we will obtain the funding necessary to acquire any additional further technology product interests. If we do not continue to obtain additional financing, we may be forced to abandon our business plan or technology product interests.

Modifications to our plans will be based on many factors, including the results of our new product acquisition plan, marketing plan and financing plan; negotiations with potential product suppliers and distribution partners; the demand for touchscreen products worldwide; and the amount of available capital. Further, the extent to which we carry out our business plan is dependent upon the amount of financing available to us.

During the period ended June 30, 2014 the Company completed a private placement whereby 2,000,000 common shares were issued for \$0.10 per share for gross proceeds of \$200,000.

CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the sale and distribution of its technology products. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

CONTINGENCIES

There are no contingent liabilities.

OFF-BALANCE SHEET ARRANGMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are comprised of services rendered by directors and/or officers of the Company and a company controlled by a former officer of the Company. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management personnel are the Chief Executive Officer, Chief Financial Officer, and Directors of the Company. The remuneration of the key management personnel is as follows:

- Paid or accrued management and consulting fees of \$21,878.

Included in accounts payable and accrued liabilities at June 30, 2014 is \$11,128 (December 31, 2013: \$Nil) due to an officer of the company for unpaid management fees.

SIGNIFICANT ACCOUNTING POLICIES

New accounting policies that the Company has adopted or expects to adopt are noted below (also disclosed in the annual December 31, 2013 financial statements):

Intangible assets:

Intangible assets consist of touchscreen technology and patent acquired externally and are recorded at cost less accumulated amortization and impairment losses.

Research costs are expensed as incurred. Development costs are expensed as incurred unless they meet certain criteria for deferral and amortization. The Company assesses whether it has met the relevant criteria for deferral and amortization at each reporting date.

Impairment of tangible and intangible assets:

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Accounting standards issued but not yet applied:

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended December 31, 2014:

- IFRS 9 New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets⁽ⁱ⁾

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

RISKS AND UNCERTAINTIES

The Company's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including the Company's ability to (i) create brand recognition for the Products; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for the Company's business in the future, or will generate awareness of the Company's technologies or services. In addition, no assurance can be given that the Company will be able to manage the Company's advertising and promotional costs on a cost-effective basis.

Uninsured or Uninsurable Risk

Orca Touchscreen may become subject to liability for risks against which Orca Touchscreen cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's usual business activities. Payment of liabilities for which Orca Touchscreen does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Conflicts of Interest Risk

Certain of the Company's directors and officers are, and may continue to be, involved in other business ventures in the technology industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the Products that Orca Touchscreen intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with the BCBCA, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the

Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to Orca Touchscreen. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable Company's able to us.

Key Personnel Risk

The Company's success will depend on its directors and officers to develop the Company's business and manage its operations, and on the Company's ability to attract and retain key technical, sales and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the Company's business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that Orca Touchscreen will be able to attract or retain key personnel in the future, which may adversely impact the Company's operations.

Speculative Nature of Investment Risk

An investment in the Company's common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. Orca Touchscreen has no history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. Orca Touchscreen is in the development and planning phases of its business and has not started commercialization of the Company's products and services. The Company's operations are not yet sufficiently established such that Orca Touchscreen can mitigate the risks associated with its planned activities.

No Established Market for Shares Risk

There is currently no established trading market through which common shares in the Company's authorized capital may be sold. Even if a trading market develops, there can be no assurance that such market will continue in the future. As a result, investors in the Company may lose their entire investment.

Liquidity and Future Financing Risk

Orca Touchscreen is in the development stage, has not started operating and has not generated any revenue. Orca Touchscreen will likely operate at a loss until the Company's business becomes established and Orca Touchscreen may require additional financing to fund future operations and expansion plans. Orca Touchscreen needs to raise at least \$129,000 further funds to carry out the Company's business plan, but Orca Touchscreen do not yet have a commitment from anyone to invest the funds. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that Orca Touchscreen will be successful in the Company's efforts to secure any additional financing or additional financing on terms satisfactory to the Company's management. If additional financing is raised by issuing common shares in the Company's authorized capital, control of the Company's company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, Orca Touchscreen may be required to scale back its business plan or cease operating.

Going-Concern Risk

Orca Touchscreen's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that Orca Touchscreen will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should Orca Touchscreen be unable to continue as a going concern.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. Orca Touchscreen will be dependent upon the capital markets to raise additional financing in the future, while Orca Touchscreen establish a user base for the Products. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, Orca Touchscreen is subject to liquidity risks in meeting the Company's development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's common shares on the Canadian Securities Exchange (the "Exchange").

Dividend Risk

Orca Touchscreen has not paid dividends in the past and does not anticipate paying dividends in the near future. Orca Touchscreen expect to retain the Company's earnings to finance further growth and, when appropriate, retire debt.

Share Price Volatility Risk

It is anticipated that the Company's common shares will be listed for trading on the Exchange. As such, external factors outside of the Company's control such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward technology sector stocks may have a significant impact on the market price of the Company's common shares. Global stock markets, including the Exchange, have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the technology sector. There can be no assurance that an active or liquid market will develop or be sustained for the common shares.

Increased Costs of Being a Publicly Traded Company

As a company with publicly-traded securities, Orca Touchscreen will incur significant legal, accounting and filing fees not presently incurred. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase the Company's legal and financial compliance costs.

FINANCIAL INSTRUMENTS

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximates their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2014, the Company had a cash balance of \$216,093 to settle current liabilities of \$11,128.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future sale and distribution of its Products, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents and short-term investments. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables consist

mainly of GST receivable from the Government of Canada. The Company has been successful in recovering input tax credits and believes credit risk with respect to receivables to be insignificant.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at June 30, 2014, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk

The majority of the Company's planned business is conducted in South Korea in United States dollars. As such, the Company is exposed to foreign currency risk in fluctuations among the Canadian dollar and the US dollar. Fluctuations in the exchange rate among the Canadian dollar and the US dollar may have a material adverse effect on the Company's business and financial condition. Fluctuations do not have a significant impact on operating results.

c) Price risk

The markets for touchscreens are fragmented, highly competitive and rapidly changing. With the introduction of technological advances and new entrants into these markets at a rapid pace, we expect competition to intensify in the future, which could harm our ability to develop a customer base for the Products and begin generating revenue.

SUBSEQUENT EVENTS

On July 11, 2014, the Company completed a four-for-one forward stock split. The Company executed the forward split using the push-out method whereby the shareholders kept the share certificates they then held and the shareholders on record as of July 11, 2014 were issued additional shares. As a result of the stock split, the Company's issued and outstanding share capital was increased from 10,110,000 to 40,440,000 common shares.

On July 15, 2015, the Company granted stock options to a director and officers of the Company exercisable to purchase an aggregate of up to 600,000 common shares at an exercise price of \$0.80 per share expiring on July 15, 2016. These stock options vest at 25% every three months following the date of grant.

OTHER MD&A REQUIREMENTS

a) Additional information relating to the Company is on SEDAR at www.sedar.com

b) Disclosure of Outstanding Share Data

As at June 30, 2014 and as at the date of the MDA the Company had 40,440,000 issued and outstanding common shares.

c) Share Purchase Options

As at the date of the MDA there are share purchase options outstanding to acquire up to 600,000 common shares at an exercise price of \$0.80 per share expiring on July 15, 2016. These stock options vest at 25% every three months following the date of grant.