

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

**Item 1 *Name and Address of Issuer***

Orca Touchscreen Technologies Ltd. (the “**Issuer**”)  
Suite 1500 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

**Item 2 *Date of Material Change***

September 25, 2015.

**Item 3 *News Release***

A news release was disseminated on September 24, 2015 and filed on SEDAR (www.sedar.com), a copy of which is attached as Schedule A.

**Item 4 *Summary of Material Change***

The Issuer announced the closing of a private placement on September 25, 2015 and the change of a director.

**Item 5 *Full Description of Material Change***

**5.1 Full Description of Material Change**

See attached 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***

Michael Malana  
Chief Financial Officer  
Telephone: 604.601.8504

**Item 9 *Date of Report***

As at September 25, 2015

## Schedule A



### ORCA ANNOUNCES THE CLOSING OF A PRIVATE PLACEMENT OF UNITS AND A CHANGE OF DIRECTOR

**Vancouver, BC, September 24, 2015.** Orca Touchscreen Technologies Ltd. (the “**Company**”) (CSE:OAA, FSE:6OT, OTCQB:ORTFF), is pleased to announce the closing of a private placement and a change of director, as follows:

#### **Closing of Private Placement for \$1,117,980**

The Company will close on Friday, September 25, 2015 (the “**Closing Date**”) a non-brokered private placement of 3,726,604 units at a price of \$0.30 per unit (the “**Private Placement**”), based on total gross proceeds of exactly \$1,117,980.92 to be used for general working capital purposes.

Each unit is comprised of 1 common share and one-half of one warrant. Each whole warrant is exercisable to purchase 1 additional common share of the Company at an exercise price of \$0.40 per share for a period of 5 years from the issuance date of such warrants.

The common shares and the warrants comprising the units are subject to a hold period of 6 months and 1 day from their date of issuance.

In connection with the private placement, the Company will pay to finders a fee equal to 20% of the proceeds for the units purchased by subscribers introduced by such finders.

#### **Change of Director**

The Company is also pleased to announce the appointment of Mr. Soo Lae Park of Seoul, Korea as a director of the Company, replacing Min Sung Hong in that capacity. Mr. Park has over 20 years’ experience working with various Korean companies and organizations. Mr. Park has served as Chief Executive Officer of Saeha P&J Co., Ltd. from July 2015 to date; as a non-executive director of KPX Holdings Corp. from January 2013 to March 2015; as team manager in the investment department of the Police Mutual Aid Association headquartered in Seoul, Korea from September 1994 to December 2012; and for Lucky – Goldstar (now known as LG Electronics) from January 1986 to August 1994.

#### **About Orca Touchscreen**

Orca Touchscreen’s business is the design, production, sale, distribution, service and refurbishment of touchscreen devices, including smartphones and tablets. The Company is working with partners in developing countries to establish semi knock down (SKD) assembly factories to produce smartphones, tablets and other touchscreen devices for sale in that country’s growing market.

As well, Orca Touchscreen has an exclusive worldwide license to use and sublicense all the technology and patents owned by Sollensys Corp., incorporated in Korea, for the purposes of making, selling and distributing touchscreen products and services.

The common shares of Orca Touchscreen are listed for trading on 3 markets: the Canadian Securities Exchange under the trading symbol "OAA", the Frankfurt Stock Exchange under the trading symbol "6OT", and on the OTCQB marketplace (part of OTC Markets Group) under the trading symbol "ORTFF".

To learn more about Orca Touchscreen, visit [www.orcatouchscreen.com](http://www.orcatouchscreen.com), and you can view its profile and documents at [www.sedar.com](http://www.sedar.com) and [www.thecse.com](http://www.thecse.com).

**For further information, please contact:**

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Email: [info@orcatouchtech.com](mailto:info@orcatouchtech.com)

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***None of the CSE, the Frankfurt Stock Exchange and OTC Markets have reviewed, approved or disapproved the contents of this press release.***

**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.