ORCA TOUCHSCREEN TECHNOLOGIES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015

MANAGEMENT'S DISCUSSION AND ANALYSIS
Dated November 26, 2015
for the three and nine months ended September 30, 2015

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. The information contained in this MD&A is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this MD&A is not intended to be a comprehensive review of all matters and developments concerning the Company. Specific risks facing the Company are set out explicitly in Appendix 1 of this MD&A. In addition, certain statements in this report incorporate forward looking information and readers are advised to review the cautionary note regarding such statements in Appendix 2 of this MD&A.

This MD&A should be read in conjunction with the Company's audited financial statements as at December 31, 2014 and its unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2015 which have been prepared under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

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.

COMPANY OVERVIEW

Orca Touchscreen Technologies Ltd. was incorporated under the Business Corporations Act (British Columbia) on December 31, 2013. The head office of the Company is 1500 – 701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6.

On September 18, 2014, the Company commenced trading on the Canadian Securities Exchange ("CSE") under the trading symbol "OAA". During the year, the Company completed a four-for-one forward stock split and got quoted for trading on 3 markets: Canadian Securities Exchange, Frankfurt Stock Exchange and OTCQB.

On September 30, 2014, the Company entered into a non-binding letter of intent with Sollensys and Mr. Carlos Fernando Rivers Sandoval, governing the proposed incorporation of a Guatemala joint venture company called Sollen-Mobile SA for the purpose of developing, manufacturing and marketing computer and telecommunications hardware and software. The initial paid-in capital of Sollen-Mobile is proposed to be US$300,000, of which the Company paid US$100,000 ($112,080 CDN) for its proposed one-third share of the investment. The Company is currently working towards a definitive agreement for the project.

Plan of Arrangement

On January 6, 2014, the Company entered into an arrangement agreement which included a statutory plan of arrangement (the "Arrangement") with Gorilla Minerals Corp. ("Gorilla") and Orca Mobile Solutions Ltd. ("Orca Mobile"). Gorilla is a reporting issuer in the provinces of Alberta and British Columbia.

Pursuant to the Arrangement, the following principal steps were completed on March 6, 2014:

a) the Company acquired all the issued and outstanding shares of Orca Mobile from all shareholders of Orca Mobile through a 1-for-1 share exchange;
b) Orca Mobile acquired all issued and outstanding shares of the Company from Gorilla for consideration of $10,000 (the "Purchase Shares");
c) Gorilla issued 4 common shares to the Company and, in turn, the Company issued 4,000 common shares to Gorilla (collectively, the "Exchange Shares"); and
d) the Purchase Shares and the Exchange Shares were then cancelled.

Following closing of the Arrangement, the Company became a reporting issuer in Alberta and British Columbia.
As a result of the Arrangement, the former shareholders of Orca Mobile, for accounting purposes, are considered to have acquired control of the Company. Accordingly, the Arrangement has been accounted for as a reverse takeover that was not a business combination and effectively a capital transaction of the Company. As Orca Mobile is deemed to be the accounting acquirer for accounting purposes, its assets and liabilities and operations since incorporation on December 17, 2013 are included in the consolidated financial statements at their historical carrying value. The consolidated financial statements are a continuation of Orca Mobile in accordance with IFRS3, Business Combinations. The Company's results of operations are included from March 6, 2014 onwards. At the time of the execution of the Arrangement, the Company had no net identifiable assets. Accordingly, no reverse acquisition transaction costs were recognized.

Intellectual Property Acquisition Agreement and License Agreement
On May 12, 2014, the Company entered into an asset acquisition agreement with Sollensys Corp. ("Sollensys") founded in Gwang-Ju city, Korea, whereby the Company acquired Sollensys' touchscreen sensor patent for $50,000 cash (paid); and entered into a patent and technology license agreement with Sollensys, whereby the Company acquired an exclusive 6-year worldwide license to use all of Sollensys' technology and patents. In consideration of the license, the Company agreed to pay a royalty (the "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. As of March 31, 2015, the Company incurred $36,000 in Royalty payments pursuant to the terms of the agreement and advanced another $26,708 towards future Royalty payments. Sollensys is a related party to the Company as its principal shareholder, senior officer and a director is GwanJe (Frank) Woo, CEO and President of the Company, and another of Sollensys' senior officers and directors is Seong-Mo (Kevin) Jeong, a director of the Company.

The business of Sollensys 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. 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.

Guatemala Project
On September 30, 2014, the Company entered into a letter of intent with Sollensys and Mr. Carlos Fernando Rivers Sandoval, governing the proposed incorporation of a Guatemala joint venture company called Sollen-Mobile SA for the purpose of:

- developing, manufacturing and marketing a smart and inexpensive way of allowing access to telecommunications technology to large masses of mobile phone users;
- developing, manufacturing and marketing an inexpensive tablet or pad, allowing a large number of customers (especially those in education and business) to enjoy increased productivity; and
- developing and implementing programs for computers and mobile applications to provide content to the above tablet or pad hardware.

The initial paid-in capital of Sollen-Mobile is proposed to be US$300,000, of which the Company paid US$100,000 (CAD $112,080) for its one-third share of the investment. In addition, the Company provided the joint venture with equipment for a total of $11,449.

The initial board of directors of Sollen-Mobile is to be composed of six members and three alternatives. Each partner has the right to appoint two directors and one alternative. The officers of Sollen-Mobile are proposed to be Mr. Rivers Sandoval as the chairman of the board of directors and legal representative, and Adrian Oh as the general manager and legal representative.

The head office and plant of Sollen-Mobile is located in Escuintla, Guatemala, specifically in the industrial park called Technopark, for logistical convenience and for tax advantages. Construction of the head office and plant was completed and operations began in July 2015. As at the date of this MD&A, operations continue at the head office and plant.

The letter of intent is governed by the laws of the Republic of Guatemala.

As at the date of this MD&A, the partners are working toward a definitive agreement for the project.

RESULTS OF OPERATIONS

<u>*Three month period ended September 30, 2015*</u>
The Company has not generated revenue to date and incurred a net loss of $121,238 during the three months ended September 30, 2015 compared to a net loss of $173,297 for the same period in 2014.

Business development – For the three months ended September 30, 2015, business development expenses were $271,657 compared to $nil for the same period in 2014. The increase in 2015 was the result of expenses incurred in for services provided by a firm based in Singapore.

Consulting fees – For the three months ended September 30, 2015, consulting fees were ($302,385) compared to $20,322 for the same period in 2014. For 2015, consulting fees were reallocated to business development and investor relations expenses to better reflect the nature of these expenses.

Investor relations – For the three months ended September 30, 2015, investor relations expense was $75,423 compared to $nil for the same period in 2014. The increase in 2015 was the result of increased corporate activity in Canada and Korea.

Legal fees – For the three months ended September 30, 2015, legal fees were $38,566 compared to $9,694 for the same period in 2014. The increase in 2015 was primarily caused by the company's increased regulatory and reporting requirements.

Share-based payments – For the three months ended September 30, 2015, share-based payments were $nil compared to $104,252 in 2014. Options were granted in 2014 whereas to date, no options have been granted in 2015.

Nine month period ended September 30, 2015
The Company has not generated revenue to date and incurred a net loss of $1,324,175 during the nine months ended September 30, 2015 compared to a net loss of $267,850 for the same period in 2014.

Business development – For the nine months ended September 30, 2015, business development expenses were $696,657 compared to $nil for the same period in 2014. The increase in 2015 was the result of expenses incurred for services provided by a firm based in Singapore.

Consulting fees – For the nine months ended September 30, 2015, consulting fees were $150,600 compared to $36,378 for the same period in 2014. The increase in 2015 was primarily caused by contractors developing the Company's products and services in Korea.

General and administrative – For the nine months ended September 30, 2015, general and administrative expenses were $66,094 compared to $11,976 for the same period in 2014. The increase in 2015 was primarily the result of adding and maintaining an office in Korea.

Investor relations – For the nine months ended September 30, 2015, investor relations expense was $75,423 compared to $nil for the same period in 2014. The increase in 2015 was the result of increased corporate activity in Canada and Korea.

Legal fees – For the nine months ended September 30, 2015, legal fees were $154,638 compared to $51,964 for the same period in 2014. The increase in 2015 was primarily caused by the company's increased regulatory and reporting requirements.

Management fees – For the nine months ended September 30, 2015, management fees were $67,000 compared to $33,878 for the same period in 2014. The increase in 2015 was primarily the result of increased work performed for the Company by related parties.

Share-based payments – For the nine months ended June 30, 2015, share-based payments were $18,104 compared to $104,252 in 2014. Options were granted in 2014 whereas to date, no options have been granted in 2015.

Travel – For the nine months ended September 30, 2015, travel expenses were $28,042 compared to $1,250 for the same period in 2014. The increase in 2015 was the result of increased corporate travel between Korea, Canada and Guatemala.

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly results for which financial statements have been prepared is as follows:

	2015 Q3	**2015 Q2**	**2015 Q1**	**2014 Q4**	**2014 Q3**	**2014 Q2**	**2014 Q1**	**2013 Q4**
Net Loss	$121,238	$845,774	$357,163	$220,700	$173,297	$56,897	$37,656	$11,999
Loss per Share	$0.00	$0.02	$0.01	$0.01	$0.01	$0.00	$ 0.00	$ 0.01
Total Assets	$1,975,642	$1,042,225	$1,126,050	$248,365	$258,303	$269,221	$91,321	$ 8,000
Working Capital	$1,093,474	$717,763	$893,107	$(94,496)	$12,122	$208,093	$87,144	$7,501

LIQUIDITY AND CAPITAL RESOURCES

To date, the Company has funded its operations and capital requirements through a combination of short-term loans and from related parties and equity financings.

As at September 30, 2015, the Company had total assets of $1,975,642 (December 31, 2014 - $248,365). The primary assets of the Company are cash of $281,496 (December 31, 2014 - $26,106), prepaid expenses of

$1,520,996 (December 31, 2014 - $60,179), investment of $112,080 (December 31, 2014 - $112,080) towards a joint venture in Guatemala and an intellectual property and license agreement carried at $50,000 (2014 - $50,000). As at September 30, 2015, the Company had working capital of $1,093,474 compared to a working capital deficiency of $94,496 as at December 31, 2014.

Short-term loans

During 2014, a total of $92,000 USD ($106,729 CDN) in short-term loans was received by the Company from its directors and a person related to an officer of the Company to fund the proposed joint venture in Guatemala. As of December 31, 2014, interest of $3,620 USD ($4,200 CDN) was accrued.

During the nine months ended September 30, 2015, total short-term loans and accrued interest were repaid.

Equity financing

On January 23, 2015, the Company closed a private placement of 1,037,382 common shares at a price of $0.50 for gross proceeds of $518,691.

On May 11, 2015, the Company closed a private placement of 1,871,413 units of the Company at a price $0.44 per unit for gross proceeds of $823,422. Each unit is comprised of one common share and one-half warrant.

On July 27, 2015, the Company closed a private placement of 1,557,716 units at a price $0.30 per unit for gross proceeds of $467,314. On July 28, 2015, the Company closed the second tranche of that non-brokered private placement in the amount of 897,594 at a price of $0.30 per unit for gross proceeds of $269,278. Each unit is comprised of one common share and one-half warrant. Each whole warrant is exercisable into one common share of the Company at an exercise price of $0.40 for 5 years

On September 25, 2015, the Company completed a private placement of 3,726,604 units at a price of $0.30 for gross proceeds of $1,117,981. Each unit is comprised of one common share and one-half warrant.

Management believes that the Company will require additional working capital to meet its primary business objectives over the next 12 months and plans to raise capital through equity or debt financing, although the latter may not be a viable alternative for funding our operations as the Company does 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, there can be no 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.

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.

COMMITMENTS

On January 30, 2015, the Company entered into a consulting agreement (the "IR Agreement") with Primoris Group Inc. ("Primoris"), of Toronto, Ontario, by which Primoris will act as the Company's investor relations consultant by providing proactive, customized investor and media relations services at a rate of $6,000 per month. The initial term of the agreement is for 1 year, beginning January 16, 2015, and the term renews automatically on a month-to-month basis until terminated by either party on 30 days' written notice.

On March 18, 2015, the Company entered into a service agreement ("Service Agreement") with a private equity and venture capital firm based in Singapore (the "Firm") pursuant to which the Firm will provide business development services at a rate of $85,000 per month for the first nine months starting February 2015 and $5,000 per month for each month thereafter. The initial term of the agreement is three years, unless terminated by either party on thirty days' written notice. The Company has advanced $900,000 to the Firm as pre-payment for services.

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.

1. 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 $67,000 (2014 - 33,878); and
   - share based payments expense of $18,104 (2014 - $104,252).

   As at June 30, 2015 $3,000 (December 31, 2014 - $8,000) is due to an officer of the company for unpaid management fees.

2. On May 12, 2014, the Company, through its wholly-owned subsidiary Orca Mobile, entered into an asset purchase agreement and a patent and technology license agreement, both with Sollensys Corporation ("Sollensys"), a company based in South Korea. Sollensys is a related party to the Company as its principal shareholder, senior officer and a director is GwanJe (Frank) Woo, CEO and President of the Company, and another of Sollensys' senior officers and directors is Seong-Mo (Kevin) Jeong, a director of the Company (Note 4).

3. During 2014, the Company paid Sollensys $50,000 for an apparatus for folding and laminating touch sensor panels to produce touchscreens and its related patent, and advanced Sollensys a total of $62,708 in royalty payments.

4. During 2014, a total of $92,000 USD in short-term loans were received by the Company from certain of its directors and a person related to an officer of the Company to fund the proposed joint venture in Guatemala (Notes 5 and 7). As of December 31, 2014, interest of $4,199 was accrued. During the period ended September 30, 3015, $50,000 of short-term loans and applicable interest of $3,377 ($2,911 USD) was repaid and the balance of $42,000 USD was repaid and interest forgiven. As at September 30, 2015, no short-term loans were outstanding.

SUBSEQUENT EVENTS
On October 20, 2015, the Company announced a private placement of up to 33,333,333 units of the Company at a purchase price of $0.30 per unit to raise gross proceeds of up to $10,000,000. Each unit will be comprised of one common share and one-half warrant. Each whole warrant will be exercisable into one common share of the Company at an exercise price of $0.40 per share for a period of 5 years.

On October 31, 2015, the Company and the Firm agreed to amend the Service Agreement by changing the monthly rate to $42,500 to better reflect the value of services provided, starting November 2015 and thereafter until the end of the three year term. During the period ended September 30, 2015, the Company advanced an additional amount of $1,012,500 to the Firm.

On November 17, 2015, the Company and Primoris agreed to amend the IR Agreement to better reflect the fees invoiced by and paid to Primoris since inception of the IR Agreement, by changing the monthly rate to $6,000 subject to such discount as Primoris in its sole discretion may indicate in its invoices to the Company for services from time to time and payable on the last day of the month in which services are rendered.

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 September 30, 2015, the Company had 49,530,709 issued and outstanding common shares. As at the date of this MD&A, the Company has 49,530,709 issued and outstanding common shares.
c) Share Purchase Options:
As at September 30, 2015 and the date of this MD&A, there are no outstanding share purchase options.

d) Warrants:
As at September 30, 2015, the Company had 4,026,666 warrants outstanding. As at the date of this MD&A, the Company had 4,026,666 warrants outstanding.

SIGNIFICANT ACCOUNTING POLICIES
The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new standards and does not anticipate any material changes to the condensed consolidated interim financial statements upon adoption of these new and revised accounting pronouncements.

IFRS 9 – Financial Instruments (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.

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.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS
Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables, accounts payable and accrued liabilities and loans payable approximate 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.

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 September 30, 2015, the Company had a cash balance of $281,496 to settle current liabilities of $40,088.

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 developments of its technology, such capital to be derived from 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 development of its technology, 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 the success of its technology. 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 September 30, 2015, 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.

Directors and Officers

As of the date of this MD&A, the Company's directors and officers are:

President & CEO	GwanJe (Frank) Woo
CFO	Michael Malana
Director	Jong Hyub (Paul) Choi
Director	Seong-Mo (Kevin) Jeong
Director	Soo Rae Park

APPENDIX 1

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 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 establishes 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.

APPENDIX 2

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that is 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.