

**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***

February 11, 2016.

**Item 3 *News Release***

On February 11, 2016, a news release was disseminated 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 definitive agreement concerning its 30% interest in the joint venture company, Sollen Mobile, S.A. which operates a smartphone assembly factory in Guatemala.

**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 February 11, 2016

## Schedule A



### ORCA TOUCHSCREEN ENTERS INTO A DEFINITIVE AGREEMENT FOR ITS GUATEMALA JOINT VENTURE

**Vancouver, BC, February 11, 2016.** Orca Touchscreen Technologies Ltd. (the “**Company**”) (CSE:OAA, FSE:6OT, OTCQB:ORTFF), is pleased to announce it has entered into a definitive joint venture agreement regarding the Company’s 30% interest in Sollen Mobile, S.A. (“**Sollen Guatemala**”), the Guatemala joint venture company which has operated a smartphone assembly factory in Escuintla, Guatemala since July 2015.

The Guatemala joint venture project was first announced by a news release dated June 30, 2014, and subsequently updated by news releases dated October 2, 2014, October 8, 2014, October 15, 2014, October 23, 2014, March 23, 2015, June 12, 2015, July 14, 2015, October 20, 2015 and December 18, 2015.

The Company, through its wholly-owned subsidiary, Orca Mobile Solutions Ltd. (“**Orca Mobile**”), has entered into a joint venture agreement (the “**Agreement**”) dated February 10, 2016 and closing February 11, 2016 with Sollensys Corp., a South Korean owner of brands and goodwill (“**Sollensys**”), Fernando Rivera Carlos Sandoval, a Guatemala lawyer (“**Sandoval**”), Adrian Martinez Corral, a Guatemala lawyer (“**Corral**”), Adrian Oh, a Guatemalan businessman with South Korean business experience (“**Oh**”), and GwanJe Woo (“**Woo**”) a South Korean touchscreen developer and manufacturing executive, by which the parties have agreed that:

- (a) the Agreement shall govern the investment in and the management of the joint venture company, Sollen Guatemala, a company incorporated in Guatemala on November 14, 2014.
- (b) Sollen Guatemala will develop, manufacture, market, service and refurbish electronic devices equipped with touchscreens, including but not limited to smartphones and smart tablets;
- (c) Sollen Guatemala has the right to register in Guatemala and to use in the Territory (comprised of Guatemala, Latin America, Central America and Southern Mexico) the tradenames “Sollen”, “Sollen Mobile” and “Lucid” and the trademark shown below in Figure A;



Figure A

- (d) unless earlier terminated by all parties or as a result of one party acquiring a 100% interest, the Agreement shall remain in full force and effect, however, such termination shall not relieve any Party from any obligations theretofore accrued but unsatisfied;
- (e) Orca Mobile will pay USD \$100,000 [paid July 2014 and equivalent to approximately CAD \$112,080] to acquire 30% of the common shares of Sollen Guatemala on closing;

- (f) Sandoval shall be Chairman of the Board of Sollen Guatemala and his local knowledge, contacts and experience have a deemed value of USD \$100,000 for which Sandoval shall receive 30% of the common shares of Sollen Guatemala on closing;
- (g) Corral shall oversee and pay all costs associated with the construction of a factory in Guatemala, and that those costs shall have a deemed value of USD \$100,000 for which Corral shall receive 30% of the common shares of Sollen Guatemala on closing;
- h) Oh shall be general manager, vice president and legal representative of Sollen Guatemala and shall be responsible for sales in Guatemala, Latin America, Central America and Southern Mexico, for which Oh shall receive 3% of the common shares of Sollen Guatemala on closing;
- (i) Sandoval, along with Woo, shall be a co-CEO of Sollen Guatemala;
- (j) Woo, along with Sandoval, shall be a co-CEO of Sollen Guatemala, and Woo is central to the planning and coordination of the business, for which Woo shall receive 3% of the common shares of Sollen Guatemala on closing;
- (k) the remaining balance of 4% of the common shares of Sollen Guatemala shall be reserved for any future contributors to Sollen Guatemala and issued at the discretion of the board of directors of Sollen Guatemala; and
- (l) the board of directors of Sollen Guatemala shall be composed of 6 members and 3 alternatives, of which Orca, Sandoval and Corral shall each have the right to appoint 2 members and 1 alternate.

The following parties to the Agreement are Related Persons to the Company: (a) Sollensys Corp., as one of its senior officers and principal holders is GwanJe Woo, President, CEO and a principal shareholder of the Company and CEO of Orca Mobile; and (b) GwanJe Woo, who is President, CEO and a principal shareholder of the Company and CEO of Orca Mobile.

### **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 those countries' growing markets.

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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***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.