

**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 12, 2016.

**Item 3 *News Release***

On February 12, 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 a proposed private placement of units at \$0.30 by way of offering memorandum dated February 12, 2016.

**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 12, 2016

## Schedule A

**\*NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR  
FOR DISSEMINATION IN THE UNITED STATES\***



### PROPOSED PRIVATE PLACEMENT AND CORPORATE UPDATE

**Vancouver, BC. February 12, 2016. Orca Touchscreen Technologies Ltd.** (the “**Company**”, or “**Orca Touchscreen**”) (CSE:OAA, FSE:6OT, OTCQB:ORTFF) is pleased to announce a proposed private placement and a corporate update, as follows:

#### **1. Private Placement of Units at \$0.30**

The Company proposes to conduct a non-brokered private placement by way of offering memorandum dated February 12, 2016 of up to 5,000,000 units of the Company (each, a “**Unit**”) at a purchase price \$0.30 per Unit to raise gross proceeds of up \$1,500,000 to be used for general working capital purposes.

Each Unit will be comprised of one common share of the Company (a “**Common Share**”) and one half of one warrant (each whole warrant, a “**Warrant**”). Each whole Warrant will be exercisable to purchase one additional Common Share at an exercise price of \$0.40 per share for a period of five years from the issuance date of such warrants.

Unless exempt under securities legislation, the Common Shares and the Warrants comprising the Units shall be subject to a hold period of four months and one day from their date of issuance. As well, the Common Shares and the Warrants comprising the Units shall be subject to a special hold period of six months and one day from their date of issuance.

In connection with the private placement, the Company intends to pay finders a cash fee equal to 20% of the value of the Units purchased by subscribers introduced by such finders.

#### **2. Corporate Update**

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 potential partners in numerous 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.

##### Guatemala Joint Venture

Further to its previous news releases dated October 8, 2014, October 23, 2014, March 23, 2015, July 14, 2015, October 20, 2015, December 18, 2015 and February 11, 2016, the Company is pleased to announce that Sollen-Mobile, S.A. (“**Sollen Guatemala**”), the joint venture company in which the Company has a 30% equity interest, has now produced approximately 5,000 smartphones at its assembly factory in Esquintla, Guatemala. Sollen Guatemala is negotiating with potential distributors for the sale of these smartphones in Guatemala and elsewhere in Central America.

##### Joint Venture Negotiations Elsewhere in the World

Further to news releases dated June 12, 2015, October 20, 2015 and December 18, 2015, the Company continues to negotiate with potential SKD business partners in Algeria, Argentina, Cambodia, China, Dubai, Korea (South Korea), Mexico, Myanmar, Philippines, Russia, Sri Lanka, Turkey and Uruguay.

## **About Orca Touchscreen**

The common shares of the Company 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:**

Michael Malana, Chief Financial Officer  
Orca Touchscreen Technologies Ltd. Telephone: 604.601.8504  
Email: [cfo@orcatouchtech.com](mailto:cfo@orcatouchtech.com)

### **For investor relations, please contact:**

Christina Payne, President or Nick Boutsalis, Vice President Primoris Group Inc.  
Telephone: 416.489.0092 Email: [ir@orcatouchtech.com](mailto:ir@orcatouchtech.com)

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

### **Not an Offer in the United States**

This news release is not an offer of the securities for sale in the United States. The securities being offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from registration.

### **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.