

**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***

August 16, 2016.

**Item 3 *News Release***

On August 16, 2016, a news release was disseminated and filed on SEDAR ([www.sedar.com](http://www.sedar.com)), a copy of which is attached as Schedule A.

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

The Issuer closed the second tranche of a private placement of units.

**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***

August 16, 2016

## Schedule A



### SECOND CLOSING OF A PRIVATE PLACEMENT FOR \$55,986

**Vancouver, BC, August 16, 2016.** Orca Touchscreen Technologies Ltd. (the “**Company**” or “**Orca Touchscreen**”) (CSE:OAA, FSE:6OT, OTCQB:ORTFF), is pleased to announce the closing today of the second tranche of a non-brokered private placement by way of offering memorandum dated March 7, 2016.

Further to a news release dated March 9, 2016, the Company closed the first tranche of a private placement under the offering memorandum for 1,471,150 units at \$0.30 for \$441,345.

The Company has now closed the second tranche under the offering memorandum consisting of 186,620 units at a price of \$0.30 per unit, for total gross proceeds of \$55,986.00 to be used for general working capital purposes.

Each unit is comprised of 1 common share and ½ 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 standard hold period of 4 months and 1 day from their date of issuance and, pursuant to the terms of the subscription agreement between the Company and each subscriber, are subject to a concurrent special hold period of 6 months and 1 day from their date of issuance.

The Company will pay a finder a fee equal to 20% of the proceeds for the units purchased by subscribers introduced by such finder.

#### **About Orca Touchscreen**

Orca Touchscreen operates through its wholly-owned subsidiary, Orca Mobile Solutions Ltd. the business of designing, producing, selling, distributing, servicing and refurbishing 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 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:**

Michael Malana  
Chief Financial Officer  
Orca Touchscreen Technologies Ltd.  
Telephone: 604.601.8504  
Email: info@orcataouchtech.com

***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.