

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

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

Orca Touchscreen Technologies Ltd. (the “**Issuer**”)  
600 – 535 Howe Street, Vancouver, BC, V6C 2Z4

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

June 7, 2017.

**Item 3 *News Release***

On June 7, 2017, 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 terminated several material contracts, changed a director and issued 1,505,632 common shares at a deemed price of \$0.10 per share to settle debts totalling \$150,563.11 owing to certain creditors including insiders of the Company, thereby making the issuance a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions from the formal valuation and minority approval requirements under MI 61-101.

**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***

Brian Gusko  
Chief Executive Officer  
Telephone: 604.727.1295

**Item 9 *Date of Report***

June 16, 2017

## Schedule A



### ORCA TOUCHSCREEN ANNOUNCES CORPORATE UPDATES

**Vancouver, B.C., June 7, 2017.** Orca Touchscreen Technologies Ltd. (the “**Company**”) (CSE:OAA, FSE:6OT, OTC-Pink:ORTFF), wishes to announce the following corporate updates:

1. The Company has given notice to terminate several material contracts: (a) the patent and technology license agreement dated May 12, 2014 between its wholly-owned subsidiary Orca Mobile Solutions Ltd. (the “**Subsidiary**”) and Sollensys Corp.; (b) the service agreement dated March 18, 2014 and amended October 31, 2015 between the Company and Lion State Capital Pte. Ltd. for business development consulting; (c) the joint venture agreement dated February 10, 2016 between the Subsidiary and Sollensys Corp. *et al.* regarding Sollen Mobile, S.A.; and (d) the loan agreement dated December 11, 2015 between the Subsidiary and Smart Sollen Inc. The assets underlying the foregoing license, joint venture and loan agreements were written off during the past fiscal year ended December 31, 2016. The Company intends to explore other opportunities in related or different industries (“**Potential Transactions**”). Further details regarding Potential Transactions will be provided in a news release if and when the Company enters into a new business arrangement.
2. Christine Mah has been appointed as a director of the Company. Ms. Mah has spent 10 years working with public companies in the areas of office administration, systems implementation and bookkeeping services. Her corporate experience has ranged from industries such as communications, technology, consumer goods and culinary. Ms. Mah replaces Mr. So Rae Park who resigned as a director of the Company.

Following all the above changes:

- (a) the directors of the Company are Jonghyub Choi, Brian Gusko, and Christine Mah; and
  - (b) the officers of the Company are Brian Gusko, CEO; Abbey Abdiye, CFO; and David Schwartz, Secretary.
3. The Company entered into debt settlement agreements with various creditors and issued 1,505,632 common shares at a deemed price of \$0.10 per share to settle debts totalling \$150,563.11 (the “**Debt Settlement**”). One of the creditors, Jonghyub Choi, is a director of the Company and the debt owed to him was the result of director fees owing, which constitutes a “related party transaction” as such term is defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on the exemptions from the formal valuation and minority approval requirements under MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company’s market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Company is exempt from minority shareholder approval relying on section 5.7(1)(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company’s market capitalization.

## **About Orca Touchscreen**

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 OTC-Pink marketplace (part of OTC Markets Group) under the trading symbol "ORTFF".

### **For further information, please contact:**

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CFO  
Orca Touchscreen Technologies Ltd.  
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Telephone: 604.836.1955

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

### **FORWARD LOOKING STATEMENTS**

*Certain statements included in this press release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.*

*Statements about Potential Transactions and the business of the Company are all forward-looking information. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include, failure to obtain regulatory approval, failure of counterparties to perform their contractual obligations, the continued availability of capital and financing, and general economic, market or business conditions. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that any Potential Transaction will occur. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.*

*The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this news release. The Canadian Securities Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.*