

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Orca Touchscreen Technologies Ltd. (the “Company”)
Suite 605 - 815 Hornby Street
Vancouver, British Columbia
V6Z 2E6

Item 2: Date of Material Change

April 25, 2018

Item 3: News Release

A news release announcing the material change was issued and disseminated on April 25, 2018 and filed on SEDAR (www.sedar.com) on April 25, 2018.

Item 4: Summary of Material Change

The Company entered into an amalgamation agreement dated April 25, 2018 with Cultivator Catalyst Corp. (“CCC”), pursuant to which 1151856 B.C. Ltd., a wholly-owned subsidiary of the Company will acquire all of the issued and outstanding securities of CCC by way of a three-cornered amalgamation transaction.

Item 5.1: Full Description of Material Change

See schedule “A”.

Item 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

No information has been omitted.

Item 8: Executive Officer

For further information, please contact:
Abbey Abdiye, Chief Financial Officer
Email: abbey@telus.net
Telephone: 604.836.1955

Item 9: Date of Report

April 25, 2018



ORCA TOUCHSCREEN ENTERS INTO DEFINITIVE AGREEMENT WITH CULTIVATOR CATALYST CORP. (BIOME GROW)

Vancouver, B.C., April 25, 2018 – Orca Touchscreen Technologies Ltd. (CSE:OAA, FSE:6OT, OTC-Pink:ORTFF) (the “Company”) is pleased to announce that it has entered into an amalgamation agreement dated April 25, 2018 (the “Definitive Agreement”) with Cultivator Catalyst Corp. (“CCC” and together with the Company, the “Parties” and each a “Party”), pursuant to which 1151856 B.C. Ltd., a wholly-owned subsidiary of the Company will acquire all of the issued and outstanding securities of CCC by way of a three cornered amalgamation transaction (the “Transaction”), as more particularly described below. The Transaction was initially announced in a news release of the Company dated December 5, 2017, disclosing that the Company and CCC entered into a letter of intent in respect of the Transaction. In connection with the Transaction it is intended that the Company will be re-named **Biome Grow Inc.** or such other name as the Parties may reasonably agree upon and as is acceptable to the CSE (as defined herein) and the corporate registrar (the “Resulting Entity”)

The Transaction is subject to terms and conditions consistent with transactions of this nature and are set forth in the Definitive Agreement, including (among other things) shareholder and regulatory approvals including the approval of the Canadian Securities Exchange (the “CSE”). If completed, the Transaction will constitute a "Fundamental Change" of the Company, as such term is defined in CSE policies. The Company’s shares will remain halted until the CSE has reviewed and approved the Transaction and has determined it appropriate to lift the halt on trading in respect of the securities.

About Cultivator Catalyst Corp. (Biome Grow)

CCC wholly owns Highland Grow Inc. (formerly named THC Dispensaries), an Authorized Licensed Producer in Nova Scotia under Canada’s Access to Cannabis for Medical Purposes Regulations (the "ACMPR"), P-209 Inc., a company incorporated under the laws of the Province of Ontario and in the late stages of applying for a license under the ACMPR and The Back Home Medical Cannabis Corporation, a company incorporated under the laws of the Province of Newfoundland and Labrador and in the late stages of applying for a license under the ACMPR. Biome Grow plans on operating a diversified mix of low cost licensed cannabis production facilities across Canada and other jurisdictions in the coming years. These additional facilities will be achieved through a mixture of acquisitions and organic growth. Moreover, Biome Grow will integrate a complimentary platform of technologies and services targeted at both the Canadian and international cannabis markets.

The Transaction

Pursuant to the Definitive Agreement, the Company will indirectly acquire all of the issued and outstanding common shares and special class C shares in the capital of CCC (“CCC Shares”) and securities of CCC convertible into CCC Shares in exchange for common shares (the “Payment Shares”) and special class C shares, each as applicable, in the capital of the Company pursuant to an exchange ratio of five (5) Payment Shares for each CCC common share and one (1) special class C share of the Company for each special class C share of CCC (collectively, the “Exchange Ratio”). In addition, all of the outstanding common share purchase warrants of CCC will be exchanged for common share purchase warrants of the Company based on the Exchange Ratio.

Prior to closing of the Transaction and subject to the rules of the CSE, the Company will complete a consolidation of its common shares on the basis of one (1) new common share in the capital of the

Company for not more than fifty (50) old common shares (the “**Consolidation**”). Upon completion of the Transaction and issuance of the Payment Shares and special class C shares of the Company to CCC shareholders in accordance with the Exchange Ratio, shareholders of CCC will own a controlling interest in the issued and outstanding shares in the capital of the Resulting Entity.

CCC has completed several private placement financings and has sufficient working capital to carry out its business objectives for the first 12 months after the closing of the Transaction.

The Transaction is conditional upon, among other things:

- (i) the Parties will have received all necessary regulatory and third-party consents, approvals and authorizations as may be required in respect of the Transaction, including, but not limited to, acceptance of the Transaction by the CSE;
- (ii) completion of all matters, and the satisfaction of all conditions (unless waived in writing by the applicable Party), under the Definitive Agreement and any applicable transactional agreements, required to be completed or satisfied on or before closing of the Transaction;
- (iii) the shareholders of each of the Company and CCC will have approved the Transaction and any and all matters in connection therewith pursuant to applicable laws and the rules and policies of the CSE; and
- (iv) completion by the Company of the Consolidation, if any, and any additional reorganizational transactions that may be agreed upon between the Parties acting reasonably and necessary in furtherance of the Transaction.

Upon completion of the Transaction the Resulting Entity will carry on the business currently conducted by CCC and will cease to carry on the business currently being conducted by the Company. It is also intended that concurrent with the closing of the Transaction, the board of directors of the Company will be reconstituted.

For further information, please contact:

Abbey Abdiye, Chief Financial Officer
Orca Touchscreen Technologies Ltd.
Email: abbey@telus.net
Telephone: 604.836.1955

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities law and may not be offered or sold in the “United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Forward-Looking Information

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

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and shareholder approval of each Party. There can be no assurance that the Transaction will be completed as proposed or at all.

Trading in the securities of the Company should be considered highly speculative.

All information in this news release concerning CCC has been provided for inclusion herein by CCC. Although the Company has no knowledge that would indicate that any information contained herein concerning CCC is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information. Investors are cautioned that, except as disclosed in the listing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

Certain statements included in this news 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 news 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 CCC's business plans, closing of the Transaction, expected terms of the Transaction, the number of securities of the Company that may be issued in connection with the Transaction and the issuance of special class C shares of the Company, the ability of the Resulting Entity and the sufficiency of its financial resources necessary to conduct its business upon closing of the Transaction, the ownership and the directors of the Company, the Parties' ability to satisfy any and all other closing conditions, and receive necessary shareholder and regulatory approvals including the approval of the CSE in connection with the Transaction and the terms associated therewith and completion of the Consolidation and any additional reorganizational transactions are all forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including, anticipated costs, and the ability to achieve its goals.

Factors that could cause the actual results to differ materially from those in the forward-looking statements include, failure to obtain regulatory and/or shareholder approval, the continued availability of capital and financing, and general economic, market or business conditions, changes in legislation and regulations, failure of counterparties to perform their contractual obligations, litigation, the loss of key directors, employees, advisors or consultants and fees charged by service providers. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. These forward-looking statements should not be read as guarantees of future performance or results. Such forward-looking 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 forward-looking statements are based on management's reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. The Company assumes no responsibility to update or revise forward-looking statements to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements. Neither the CSE nor its regulation services provider accepts responsibility for the adequacy or accuracy of this news release.

(Not for dissemination in the United States of America)