

## ORCA TOUCHSCREEN TECHNOLOGIES LTD.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

**TAKE NOTICE THAT** an annual general and special meeting (the "**Meeting**") of the shareholders of Orca Touchscreen Technologies Ltd. (the "**Corporation**") will be held at 1050 West Pender Street - #1100, Vancouver, B.C., V6E 3S7, on Friday, June 27, 2018, at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the years ended December 31, 2017 and 2016 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation for the ensuing year, or until the Change of Board Time (as defined in the accompanying management information circular (the "**Circular**"), as the case may be, at three (3);
3. to elect the directors of the Corporation for the ensuing year, or until the Change of Board Time, as the case may be;
4. to fix the number of directors of the Corporation from the Change of Board Time until the close of the next annual meeting of shareholders of the Corporation at four (4);
5. to elect new directors to serve from Change of Board Time until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed, as more fully described in the accompanying Circular;
6. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
7. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Circular and proxy statement, ratifying, adopting and approving the stock option plan of the Corporation and authorizing the Corporation's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges;
8. to consider and, if deemed advisable, to pass an ordinary resolution to approve the amendments to the Corporation's Notice of Articles to create two (2) new classes of shares designated as "Special Class C Shares" and "Class B Preferred Shares", the full text of which is set forth in the accompanying Circular;
9. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Circular, to approve the Corporation's proposed transaction with Cultivator Catalyst Corp., as more fully described therein; and
10. to transact such other business as may properly come before the Meeting.

The enclosed information circular discloses additional information on the matters to be acted upon at the Meeting.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 11, 2018 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. ("**Computershare**"), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 11:00 a.m. (Vancouver time) on June 25, 2018, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at

www.investorvote.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.**

**DATED** at Vancouver, British Columbia as of the **28<sup>th</sup>** day of **May, 2018**.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Brian Gusko"*

**Chief Executive Officer & Director**