

FORM 51-102F3
MATERIAL CHANGE REPORT

1 Name and Address of Company

Biome Grow Inc. (formerly Orca Touchscreen Technologies Ltd.) (the **Company** or **Biome**)
480 University Avenue
Suite 1401
Toronto, Ontario
M5G 1V2

2 Date of Material Change

October 3, 2018

3 News Release

A news release disclosing the nature and substance of the material change was issued on October 4, 2018 through the news wire facilities of GlobeNewswire and filed on SEDAR.

4 Summary of Material Change

On October 3, 2018 the Company completed its previously announced amalgamation transaction pursuant to which 1151856 B.C. Ltd., a wholly owned subsidiary of the Company, acquired all of the issued and outstanding securities of Cultivator Catalyst Corp. (**CCC**) by way of a three cornered amalgamation under the *Business Corporations Act* (British Columbia) (the **Transaction**). In connection with the Transaction, Orca Touchscreen Technologies Inc. (**Orca**) changed its name to "Biome Grow Inc." effective October 3, 2018.

On August 27, 2018, the Company announced it received conditional approval from the Canadian Securities Exchange (the **CSE**) to list its common shares (**Common Shares**). Further to that announcement, on October 4, 2018, the Company confirmed that trading of the Common Shares was to commence on the CSE under the new symbol "BIO" at the open of the market on October 9, 2018.

5 Full Description of Material Change

5.1 Full Description of Material Change

As a condition to the completion of the Transaction, the Company completed a consolidation of its Common Shares on the basis of one (1) post-consolidation Common Share for each fifty (50) pre-consolidation Common Shares (collectively, the **Consolidation Ratio**) (the **Consolidation**). In addition, all of the outstanding common share purchase warrants in the capital of the Company (**Warrants**) were exchanged for Warrants based on the Consolidation Ratio.

Pursuant to the Transaction, the Company indirectly acquired all of the issued and outstanding common shares and special class C shares in the capital of CCC (**CCC Shares**) in exchange for Common Shares and special class C shares, each as applicable, in the capital of the Company pursuant to an exchange ratio of five (5) Common Shares for each CCC common share and one (1) special class C share of the Company (**Special Class C Shares**) for each special class C share of CCC (collectively, the **Exchange Ratio**). In addition, all of the outstanding common share purchase warrants of CCC were exchanged for Warrants based on the Exchange Ratio.

As a result of the Transaction, former securityholders of CCC now own a controlling interest in the issued and outstanding shares in the capital of Biome. On closing of the Transaction, an

aggregate of 107,317,729 Common Shares were issued and outstanding with former securityholders of CCC holding 106,164,475 Common Shares representing approximately 98.9% of the then outstanding Common Shares. Further, on closing of the Transaction, one (1) Special Class C Share is issued and outstanding and is held by a former CCC securityholder. In addition, on closing of the Transaction, 1,439,732 Warrants were issued and outstanding. The Company also has issued and outstanding options with an aggregate value of \$200,000 (as further described in the Company's Form 2A Listing Statement dated October 3, 2018).

Biome will carry on the business conducted by CCC and has ceased to carry on the business conducted by Orca. In addition, Khurram Malik will serve as the interim Chief Executive Officer of the Company and Abbey Abdiye will remain in his position as Chief Financial Officer of the Company. The board of directors of the Company will now consist of Khurram Malik, George Smitherman, Brett James, J. Mark Lievonen and Steven Poirier.

The material change is fully described in the Company's press release dated October 4, 2018 which is attached as Schedule A to this report.

5.2 Disclosure for Restructuring Transactions

The Transaction constituted a restructuring transaction under applicable securities laws. Additional information on the Transaction and business of the Company was provided in the Company's Form 2A Listing Statement filed with the CSE, a copy of which is available on the Company's SEDAR profile at www.sedar.com and is incorporated by reference herein.

6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7 Omitted Information

Not applicable.

8 Executive Officer

For further information, contact Khurram Malik, Interim Chief Executive Officer at 416-875-8395.

9 Date of Report

October 12, 2018