

This offering memorandum constitutes an offering of the securities described herein only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and is not, and under no circumstances is to be construed as, a prospectus, advertisement or public offering of such securities. No securities commission or similar regulatory authority in Canada has in any way passed upon the merits of the securities offered hereunder nor has it reviewed this offering memorandum and any representation to the contrary is an offence. No person is authorized to give any information or make any representation not contained in this offering memorandum in connection with the offering of the securities described herein and, if given or made, any such information or representation may not be relied upon.



Offering Memorandum dated June 12, 2015

ORCA TOUCHSCREEN TECHNOLOGIES LTD. (the "Corporation", "us", or "we")

Head Office: 1500 – 701 West Georgia Street, Vancouver, BC V7Y 1C6 CANADA;
Attention: Jong Myung Choi; Email: cfo@orcataouchtech.com
Telephone: 604.601.8504 Fax: 604.801.5911

Currently listed or quoted? Yes. The Common Shares trade on the Canadian Securities Exchange, the Frankfurt Stock Exchange, and the OTCQB marketplace (part of OTC Markets Group).

Reporting issuer? Yes, in the Provinces of Alberta, British Columbia and Ontario.

SEDAR filer? Yes.

The Offering

Securities offered: 20,000,000 units (each, a "Unit"), each Unit consisting of 1 Common Share and one half of one warrant, and each whole warrant (each, a "Warrant") exercisable to purchase 1 additional Common Share (each, a "Warrant Share") at an exercise price of \$0.40 for a period of 5 years from the issuance date of such Warrant (altogether, the "Offering").

Price per Unit: \$0.30

Minimum Offering: **There is no minimum. You may be the only purchaser. Funds available under this offering may not be sufficient to accomplish our proposed objectives.**

Maximum Offering: \$6,000,000

Minimum Subscription: There is no minimum subscription amount an investor must invest.

Payment Terms: Delivery to us of all of the following:
(a) payment by wire transfer, cheque, money order or bank draft;
(b) signed pages 1 and 2 of the Subscription Agreement (with page 2 being the Risk Acknowledgement).

Proposed Closing Date: **Monday, July 27, 2015** or such other date as our Board may determine.

Selling Agent: Yes. See Item 7 *Compensation Paid to Sellers and Finders*.

Resale Restrictions

You will be restricted from selling your securities before the date that is 4 months and 1 day after the date on which they are issued. **As well, pursuant to the accompanying Subscription Agreement, you will be restricted from selling your securities before the date that is 6 months and 1 day after the date on which they are issued.** See Item 10 *Resale Restrictions*.

Purchaser's Rights

You have 2 business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See Item 11 *Purchasers' Rights*.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 8 *Risk Factors*.

Forward Looking Statements

Certain statements contained in this offering memorandum (this “**Offering Memorandum**”), including the attached financial statements, that are not historical may be considered “forward looking statements” and are prospective. These forward looking statements sometimes include words to the effect that we or our management believe or expect a stated condition or result. All estimates and all statements that describe our objectives, goals, or future plans are forward looking statements. Since forward looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated in such statements due to any number of factors, including, but not limited to, fluctuations in interest rates, political and economic conditions, industry competition and our ability to attract and retain key personnel. We do not undertake to review or update these forward looking statements. See Item 8 *Risk Factors*.

DEFINITIONS

“Advanced Royalty Payment” has the meaning ascribed to it in the License Agreement.

“Arrangement Agreement” means the arrangement agreement dated January 6, 2014, which includes the Plan of Arrangement among the Corporation, Pubco and Orca Mobile.

“Asset Agreement” means the Asset Agreement dated May 12, 2014, among Orca Mobile as purchaser, Sollensys as vendor, and our CEO, GwanJe Woo, as covenantor, whereby Orca Mobile acquired the Invention and the Purchased Patent, as detailed in Item 2.2 Our Business – Asset Agreement.

“Auditors” means Charlton & Company, Chartered Accountants.

“BCBCA” means the Business Corporations Act (British Columbia) including the regulations thereunder, as amended.

“Board” means the board of directors of the Corporation.

“BD” means business development.

“BD Agreement” means the service agreement dated March 18, 2015 with BD Consultant, as detailed in Item 2.7 Material Agreements.

“BD Consultant” means Lion State Capital Pte. Ltd., a party to the BD Agreement.

“CAD” means Canadian dollars.

“CCTV” means closed circuit television.

“CEO” means Chief Executive Officer.

“CFO” means Chief Financial Officer.

“Common Shares” means the common shares without par value of the Corporation.

“Corporation”, “we”, “us” and “our” means Orca Touchscreen Technologies Ltd. and, where applicable, includes our subsidiary Orca Mobile.

“CSE” means the Canadian Securities Exchange.

“GPS” means **“global positioning satellite”**, a navigational technology.

“Guatemala Joint Venture” has the meaning ascribed to it in Item 2.2 Our Business – Guatemala Joint Venture.

“Internet of Things” has the meaning ascribed to it in Item 2.2 Our Business.

“Invention” has the meaning ascribed to it in Item 2.2 Our Business – Asset Agreement.

“IoT” means the Internet of Things.

“IR” means investor relations.

“IR Agreement” means the agreement dated January 9, 2015, with IR Consultant, as detailed in Item 2.7 Material Agreements.

“IR Consultant” means Primoris Group Inc., a party to the IR Agreement.

“JV Letter of Intent” means the non-binding letter of intent entered into on September 30, 2014, regarding Sollen-Mobile and the Guatemala Joint Venture, as detailed in Item 2.2 Our Business – Guatemala Joint Venture.

“Korea” means the Republic of Korea, commonly known as ‘South Korea’.

“License Agreement” means the patent and technology license agreement dated May 12, 2014 with Sollensys as detailed in Item 2.2 Our Business – License Agreement.

“Licensed Patents” has the meaning ascribed to it in the License Agreement.

“Licensed Products” has the mean ascribed to it in the License Agreement.

“Licensed Technology” has the meaning ascribed to it in the License Agreement.

“Listing Date” means June 13, 2014, the date on which the Common Shares were listed for trading on the CSE.

“MD&A” means management’s discussion and analysis.

“Option Plan” means the stock option plan of the Corporation adopted July 15, 2014.

“Orca Mobile” means Orca Mobile Solutions Ltd., a private British Columbia corporation and a wholly-owned subsidiary of the Corporation.

“Plan of Arrangement” means the statutory plan of arrangement attached as Schedule A to the Arrangement Agreement.

“Products” means all products proposed to be made, sold or distributed by the Corporation and its subsidiary, including the Licensed Products.

“Pubco” means Gorilla Minerals Corp., a British Columbia corporation.

“Purchased Patent” means the patent described as a “touchscreen sensor for producing folding laminating apparatus” acquired from Sollensys by Orca Mobile (together with the Invention) under the Asset Agreement.

“R&D” means Research and Development;

“Related Person” means an **“Insider”**, which has the meaning set forth in the Securities Act (British Columbia) being:

- (a) a director or senior officer of the company that is an insider or subsidiary of the issuer;
- (b) a director or senior officer of the issuer;
- (c) a person that that beneficially owns or controls, directly or indirectly, voting share carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities

“Royalty” has the meaning ascribed to that term in the License Agreement.

“SKD” means Semi Knock Down and refers to a kit of partially-assembled components.

“SKD partner” means a company involved in an SKD project.

SKD project” means one involving SKD assembly, as opposed to conventional production methods, to produce finished goods.

“smart” means equipped with technology such as computer software programs, sensors and touchscreens.

“Sollen-Mobile” means Sollen-Mobile, S.A., a Guatemalan company in which the Corporation has negotiated an equity interest, as detailed in Item 2.2 Our Business - Guatemala Joint Venture.

“Sollensys” means Sollensys Corp., incorporated in Korea on May 27, 2010, under registration number 100111-0298541. Sollensys is the owner of the Licensed Technology and the Licensed Patents under the License Agreement, and Sollensys is the vendor of the Invention and the Purchased Patent under the Asset Agreement.

“Solucel” means Solucel, S.A., a Central American electronics distributor based in Guatemala.

“Split” means the 1:4 forward stock split of the Common Shares effected on July 9, 2014, whereby the then-existent issued and outstanding share capital of the Corporation was increased from 10,110,000 Common Shares to 40,440,000 Common Shares.

“Subscription Agreement” means the subscription agreement for Units that accompanies this Offering Memorandum.

“touchscreen” means a display screen that also serves as an input mechanism, that is sensitive to touch by such things as a finger or stylus, and that allows a user to interact with the computer embedded in a device by touching images on the touchscreen, rather than using a keyboard or a mouse.

“Unit” means each of the Units offered by this Offering Memorandum at a price of \$0.30 each. Each Unit shall consist of 1 Common Share and one half of one Warrant. Each whole Warrant shall be exercisable to purchase 1

additional Common Share at an exercise price of \$0.40 for a period of 5 years from the issuance date of such Warrant.

“USD” means U.S. dollars, the Canadian dollar equivalencies of which are based on the closing Bank of Canada currency exchange rate on the date of the transaction involving such USD.

“Warrant” means each warrant forming part of the Units.

“Warrant Shares” means the Common Shares issuable upon exercise of the Warrants.

Item 1. Use of Available Funds

1.1 Funds

Since its incorporation, the Corporation has raised \$1,710,613. As of May 30, 2015, being a date within 30 days of this Offering Memorandum, our working capital is approximately \$489,000. We have set a maximum offering of \$6,000,000.

		Assuming max. offering (\$)
A	Amount to be raised by this offering	6,000,000
B	Selling commissions and finder fees	1,200,000
C	Estimated offering costs (legal, accounting and transfer agent)	70,000
D	Available funds: $D = A - (B + C)$	4,730,000
E	Additional sources of funding required	0
F	Working capital estimate	489,000
G	Total: $G = (D + E) + F$	5,219,000

1.2 Use of Available Funds

Over the next 12 months, we plan to spend the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming max. offering (\$)
Consulting Fees for marketing and R&D	1,600,000
Payments to BD Consultant under the BD Agreement (<i>after pre-paid amounts</i>)	110,000
Payments to IR Consultant under the IR Agreement	72,000
Professionals services (legal and accounting)	480,000
Management Salaries	500,000
Advance Royalty Payments to Sollensys under the License Agreement	48,000
Conducting a promotional tour in Southeast Asia, Central America, South America, North America and Europe to secure further business partners and investors	500,000
Payments to supplier of used smartphones and tablets for refurbishment	150,000
Establish an SKD project in Southeast Asia for smartphone and tablet assembly, service and refurbishment and bring it into operation	200,000
General administrative expenses	480,000
General working capital purposes	1,079,000
Total Available Funds	5,219,000

1.3 Reallocation

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

Item 2. Business of the Corporation

2.1 Structure

We are a reporting issuer and publicly-held company that was incorporated under the *Business Corporations Act* (British Columbia) on December 31, 2013. Our fiscal year end is December 31.

We have one wholly-owned subsidiary, Orca Mobile Solutions Ltd. ("**Orca Mobile**"), a private company incorporated under the *Business Corporations Act* (British Columbia) on December 17, 2013.

As well, through the JV Letter of Intent, we have advanced funds to acquire approximately 33% of the shares of Sollen-Mobile, S.A. ("**Sollen-Mobile**"), a Guatemalan company incorporated for the purpose of the Guatemala Joint Venture. See Item 2.2 *Our Business – Guatemala Joint Venture*.

2.2 Our Business

Our business is the worldwide production and sale of touchscreen devices for the Internet of Things.

The Internet of Things ("**IoT**") is the network of physical objects or 'things' embedded with electronics, software, sensors and connectivity which allow the exchange of data among the user, manufacturer, and other connected devices. Each thing is uniquely identifiable through its embedded computing system, but is able to interoperate within the existing internet infrastructure. The interconnection of these embedded devices (including 'smart' things), is expected to usher in automation in nearly all fields. 'Things' in the IoT can refer to a wide variety of devices such as smartphones with healthcare monitoring apps, tablets with links to libraries and educational sites, retail signs with touch links to maps and merchandise descriptions, automobiles with built-in sensors and GPS navigation, and CCTV surveillance systems that manage inventory.

According to a June 2014 article at ZDNet.com, International Data Corporation ("**IDC**"), an information technology research agency, expects the global Internet of Things to be a \$7.1 trillion market by 2020, as people around the world, and particularly in developed nations develop an affinity for full-time connectivity.



The Corporation plans to participate in the Internet of Things by partnering with other companies to assemble, sell, distribute, service and refurbish smartphones and tablets.

Products

The Corporation's initial product portfolio consists of smartphones and tablets equipped with touchscreens.



In addition to new smartphones and tablets, the Corporation also plans to partner with other companies to refurbish used smartphones and tablets to near-new condition.

Initially, these devices will be produced by Sollen-Mobile, S.A. ("**Sollen-Mobile**"), a Guatemalan company for which the Corporation has advanced funds to acquire an approximate 33% joint venture interest. As at the date of this Offering Memorandum, Sollen-Mobile is expected to begin producing SKD-assembled smartphones and tablets in July 2015. (For particulars, see Item 2.2 *Our Business*, Guatemala Joint Venture).

As at the date of this Offering Memorandum, the Corporation is negotiating with other prospective partners to establish similar factories for SKD assembly of smartphones and tablets in other countries in Central America, South America and Southeast Asia.

Services

The Corporation also offers expertise, advisory services and in-person training to clients around the globe regarding all aspects of touchscreen technology used for smartphone and tablet manufacture, including.

- manufacturing processes, facility layout and component sourcing
- equipment testing
- cleanroom set-up and ongoing maintenance
- production efficiencies (Lean/JIT/Six Sigma techniques)

(collectively, the "**Services**"). Currently, the Services offered by the Corporation are performed primarily by its CEO, GwanJe (Frank) Woo. As at the date of this Offering Memorandum, the Corporation has yet to earn any revenue from the sale of the Services.

Production Strategy

Using Sollen-Mobile as a template for an SKD assembly facility, the Corporation proposes to establish further SKD partnership projects in Central America, South America and Southeast Asia.

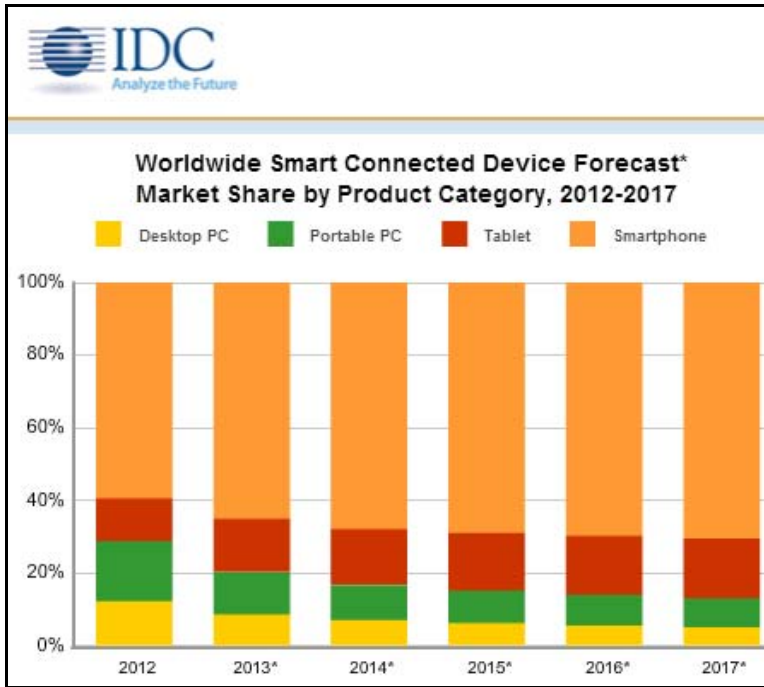
The Corporation proposes to be involved with such SKD partners in all facets of smartphone and tablet production, including:

- working with partners to design, finance, construct and equip factories to assemble, service and refurbish smartphones and tablets
- designing production lines for those partner factories
- procuring electronic components in Southeast Asia for SKD assembly in partner factories
- offering ongoing consulting services to partners on all aspects of product design and production
- marketing and distributing the finished smartphones and tablets to local and global markets
- offering ongoing consulting services to partners on providing after-sales service for products
- obtaining bulk quantities of used smartphones and tablets from suppliers
- supplying used smartphones and tablets to partners for refurbishment to near-new condition

Market

According to a September 15, 2013 report of IDC, 87% of connected device sales by 2017 will be smartphones and tablets, and specifically:

- IDC believes that tablets would outsell desktop and laptop personal computers (each, a “PC”) starting in Q4 2013. IDC also estimates that tablet sales will surpass PC sales on an annual basis by 2015.
- IDC is predicting the worldwide smart connected device market will increase above 2 billion units by the end of 2015, attaining a market value of \$735.1 billion. The total number of PCs will drop from 28.7% in 2013 to 13% in 2017. Tablets will increase from 11.8% in 2013 to 16.5% by 2017, and smartphones will increase from 59.5% to 70.5%. The following chart shows the distribution of forecasted sales by platform.



[Source: MarketingUnwired.com 16Sep2013]

- By 2017, IDC believes that 87% of the worldwide smart connected device market will be tablets and smartphone, with PCs (both desktop and laptop) being 13% of the market as shown in the table below:

Smart Connected Device Market

Product Category	2013 Unit Shipments	2013 Market Share	2017 Unit Shipments	2017 Market Share	2013–2017 Growth
Desktop PC	134.4	8.6%	123.11	5%	-8.4%
Portable PC	180.9	11.6%	196.6	8%	8.7%
Tablet	227.3	14.6%	406.8	16.5%	78.9%
Smartphone	1,013.2	65.1%	1,733.9	70.5%	71.1%
Total	1,556	100%	2,460.5	100%	58.1%

[Source: MarketingUnwired.com 16Sep2013]

Marketing Strategy

The Corporation proposes to market the smartphones and tablets produced by its SKD projects primarily within its proposed partner countries throughout Central America, South America and Southeast Asia.

Initially, our primary market includes telecommunications providers, smartphone distributors and retailers, the financial industry, and schools in those partner countries.

Initial Smartphone & Tablet Markets

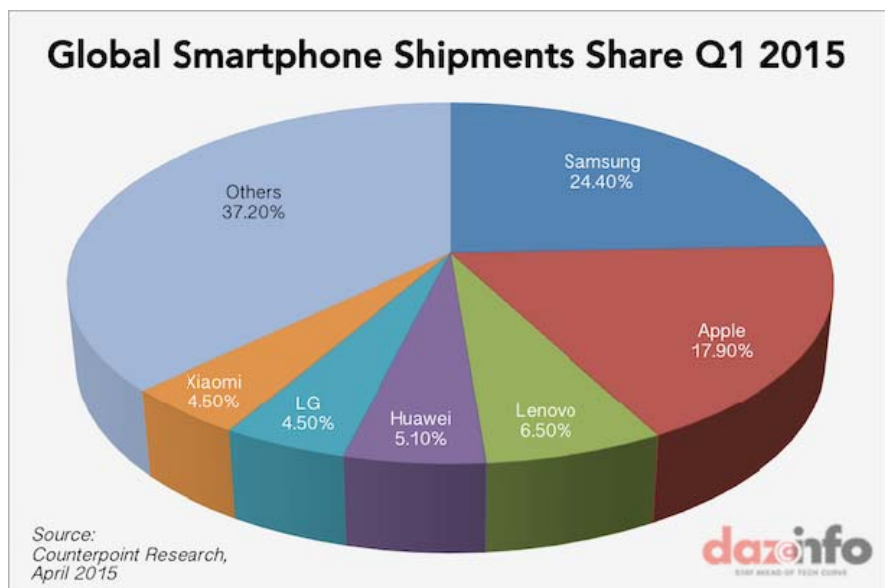


During the months of July and August 2015, the Corporation plans to launch a promotional tour of Southeast Asia, Central America, South America, North America and Europe, aimed at prospectus business partners and prospective investors.

The Corporation plans to open a marketing office in South Korea by December 2015 to assist it in procuring electronic components for SKD assembly in partner countries, and to assist in marketing finished goods in those partner countries and worldwide.

Competition

In the smartphone market, the Corporation faces competition from companies such as Apple, Huawei, Lenovo, LG, Samsung, Xiaomi and others.



In the tablet market, the Corporation faces competition from companies such as Acer, Apple, Asus, Lenovo, LG, Samsung and others.

**Top Five Tablet Vendors
First Quarter 2015 - Preliminary Results
(Shipments in millions)**

Vendor	1Q15 Unit Shipments	1Q15 Market Share	1Q14 Unit Shipments	1Q14 Market Share	Year-over-Year Growth
Apple	12.6	26.8%	16.4	32.7%	-22.9%
Samsung	9.0	19.1%	10.8	21.6%	-16.5%
Lenovo	2.5	5.3%	2.0	4.1%	23.0%
ASUS	1.8	3.8%	2.6	5.2%	-30.6%
LG Electronics	1.4	3.1%	0.1	0.2%	1423.7%
Others	19.7	41.8%	18.1	36.3%	8.6%
Total	47.1	100.0%	50.0	100.0%	-5.9%

[Source: IDC Worldwide Quarterly Tablet Tracker, April 30, 2015]

Intellectual Property

Sollensys Corp. ("**Sollensys**") is incorporated in Korea with headquarters in Seoul, Korea. Sollensys is a Related Person to the Corporation in that (a) GwanJe (Frank) Woo, the CEO and President of the Corporation is a principal shareholder, director and senior officer of Sollensys; and (b) Seong-Mo (Kevin) Jeong, a director of the Corporation, is a director and senior officer of Sollensys.

Prior to May 12, 2014, Sollensys held 19 unique technology patents, of which:

- a) one Sollensys patent described as an apparatus for folding and laminating sensor panels to create touchscreens was acquired by our subsidiary Orca Mobile on May 12, 2014 (see "Asset Agreement" below); and
- b) 18 patents covering multi-gesture functionality, stylus designs, manufacturing processes and Sollensys' unique technology for interfacing with the human hand were licensed to our subsidiary, Orca Mobile, on May 12, 2014 (see "License Agreement" below).

As of the date of this Offering Memorandum, the Corporation has not itself applied for any patents, trademarks or other intellectual property rights, and has no plans to apply for any patents in the near future.

Asset Agreement

The Corporation, through its operating subsidiary, Orca Mobile, entered into an asset agreement dated May 12, 2014 (the "**Asset Agreement**") with Sollensys. Under the Asset Agreement, Orca Mobile acquired the Invention (defined below) and the Purchased Patent (defined below) from Sollensys for \$50,000 cash, which has been paid. The asset consists of a folding laminating apparatus for producing touchscreens (the "**Invention**"), for which a patent was registered in the Korean Intellectual Property Office under registration number 1013788700000 on March 21, 2014 (the "**Purchased Patent**").

The Invention can be described in simple terms as the apparatus for folding and laminating touch sensor panels to produce touchscreens. A touchscreen is comprised of two layers of sensor panels that must be laminated together during manufacture. In conventional touchscreen manufacturing, the 2 separate sensor panels are stacked together for lamination. In the Invention, on the other hand, the 2 sensor panels are 2 halves of a single panel that is folded together during lamination.

In the conventional manufacturing process (Figure 1), these two separate rectangular sensor panels (items 10 and 20) are placed one on top of the other in a stacked configuration, and then laminated together using a roller (item 40). This stack laminating method carries the risk of misaligning the edges of the 2 sensor panels and of tiny air bubbles remaining between the layers, creating defects which reduce production yield.

Figure 1 – Conventional Stacked Lamination Method

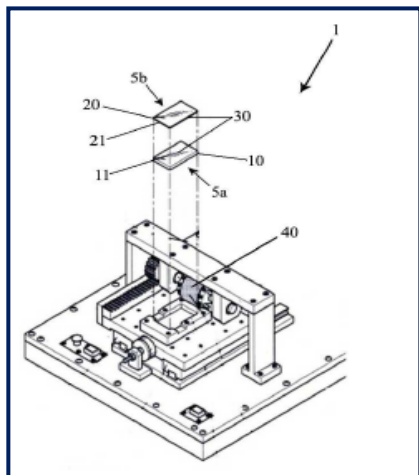
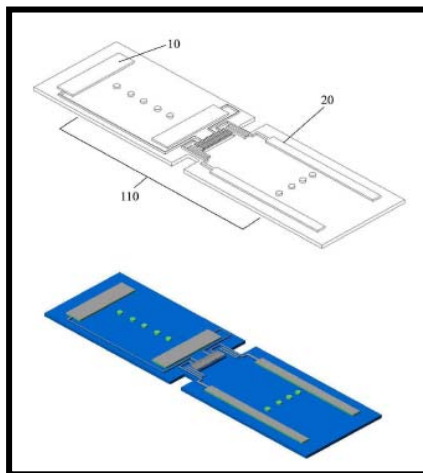
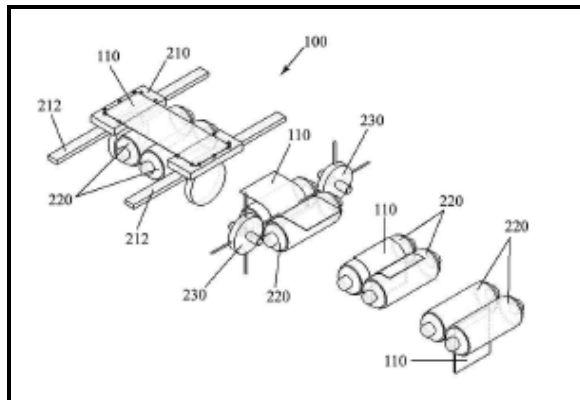


Figure 2 – Orca Touchscreen’s Linked Sensor Panels (Before Folding)



The Invention is a folding apparatus that improves the laminating procedure by improving edge alignment, reducing air bubble defects and reducing lamination processing time. Rather than starting with 2 separate sensor panels, the Invention starts with sensor panels that are 2 halves of one whole (see Figure 2), much like an open book cover that will eventually fold along its spine. During the folding lamination process (see Figure 3 below), the sensor panels are folded together, rather like a book cover closing along its spine. The Invention uses rollers to create the fold, align the sensor panel edges, and continue laminating the layers together, with better edge alignment, fewer air bubbles, and in less time than the conventional stacked lamination method. The invention is designed to produce higher-quality touchscreen sensor panels in less time by reducing misalignment, reducing air bubble defects, and reducing lamination processing time.

Figure 3 - The Invention's Folding Lamination Apparatus



While the Corporation has plans to license use of the Invention to others, as at the date of this Offering Memorandum, the Corporation has not yet licensed use of the Invention to any other party.

License Agreement

Pursuant to an agreement dated May 12, 2014 (the “**License Agreement**”), with Sollensys, Orca Mobile acquired an exclusive worldwide license (the “**License**”) for a term of six years (the “**Term**”) to use and sublicense all the Licensed Technology and the 18 Licensed Patents owned by Sollensys to make, market and sell products and services, including the Licensed Products, for which Orca Mobile will pay Sollensys:

- (a) 10% of the revenues received by Orca Mobile from the Licensed Patents; and
- (b) 80% of the net revenues received by Orca Mobile from sale of the Licensed Products sold or distributed by Orca Mobile;

(together, the “**Royalty**”), due on the last day of December of each year during the Term with the exception of any advance payments, which shall be payable during the Term as follows:

- (a) \$4,000 on the first day of each month beginning July 1, 2014, as a guaranteed advance payment of the Royalty (each an “**Advance Royalty Payment**”); and
- (b) at Orca Mobile’s option and at any point during the Term, Orca Mobile may make payments to Sollensys in addition to the Advance Royalty Payments, and these additional payments will be set off against subsequent Advanced Royalty Payments and any future Royalty owed.

While the Corporation has plans to sublicense use of the Licensed Technology and the Licensed Patents to others, as at the date of this Offering Memorandum, the Corporation has not yet sublicensed use of the same to any other party.

Also see Item 8 *Risk Factors – Licensing Risk*.

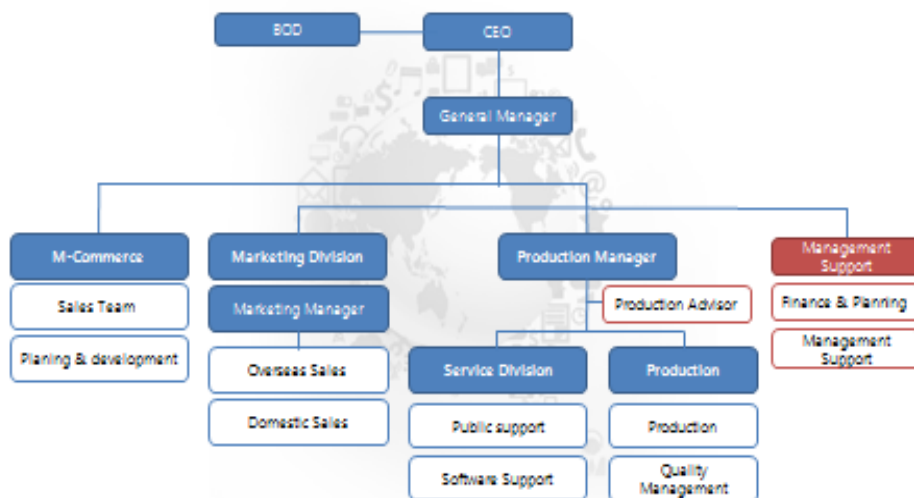
Distribution Discussions

On July 16, 2014, we entered into discussions with Solucel, S.A. (“**Solucel**”) regarding the development, assembly and manufacture in Guatemala and the sale throughout Central America of touchscreen devices including smartphones and tablets. At the date of this Offering Memorandum, we are working towards finalizing a definitive distribution agreement with Solucel.

Guatemala Joint Venture

On October 8, 2014, we entered into a non-binding letter of intent (the “**JV Letter of Intent**”) with Sollensys and Fernando Rivera Carlos Sandoval governing the incorporation of a Guatemala joint venture company, Sollen-Mobile, S.A. (“**Sollen-Mobile**”), to develop, manufacture and market smartphones, tablets and software (altogether, the “**Guatemala Joint Venture**”). In July 2014 the Corporation advanced USD \$100,000 (equivalent to approximately CAD \$112,080) for an approximate 33% interest in the Guatemala Joint Venture. The JV Letter of Intent is governed by the laws of the Republic of Guatemala. See also Item 8 *Risk Factors – Foreign Political Risk*.

In the Guatemala Joint Venture, the Corporation is to provide to Sollen-Mobile all the services shown in red on the organization chart shown below.



The Corporation’s role in Sollen-Mobile is shown above in red.

Sollen-Mobile held its opening ceremony at the Barcelo Hotel in Guatemala on October 15, 2014. More than a hundred people attended the ceremony, including Guatemala’s President, Vice-President and Ministers of Economy, Science and Labour. The Vice-President and Minister of Economy announced that the Guatemalan government proposes to purchase 300,000 tablets to replace printed school textbooks in 2015. In addition, three major mobile phone service providers showed interest in Sollen-Mobile’s products. As at the date of this Offering Memorandum, no contractual orders have yet been placed.

Pursuant to the JV Letter of Intent, Sollen-Mobile began construction of its head office and factory in October 2014. The factory is located in Escuintla, Guatemala, approximately 42 miles south of Guatemala City in the industrial park called “Technopark”. Technopark is a strategically centralized hub for Central American markets, providing both logistical convenience and Guatemalan tax advantages. The Corporation expects factory construction to be complete and operations to begin in July 2015. At the date of this Offering Memorandum, the partners in the Guatemala Joint Venture are working towards completing a definitive agreement.



CFO Jong Myung (James) Choi outside the Sollen-Mobile Factory during Construction, March 2015

Trends, Commitments, Events or Uncertainties

We do not know of any other trends, commitments, events or uncertainties that are expected to materially affect our business, financial condition or results of operations other than as disclosed in this Item 2.2 *Our Business*.

2.3 Development of Business

On December 31, 2013, the Corporation was incorporated as “Orca Touchscreen Technologies Ltd.”

On January 6, 2014, we entered into an Arrangement Agreement including a Plan of Arrangement with Pubco and Orca Mobile. On March 6, 2014, the Supreme Court of British Columbia granted a final order approving the Plan of Arrangement in accordance with Part 9 of the BCBCA.

On March 6, 2014, we closed the Plan of Arrangement and became a reporting issuer in British Columbia and Alberta, and Orca Mobile became our wholly-owned subsidiary.

On June 12, 2014, we closed a non-brokered private placement of 2,000,000 Common Shares at \$0.10 for total proceeds of \$200,000.

On June 10, 2014, two shareholders acquired ownership of Common Shares; namely, GwanJe Woo, our CEO, acquired 2,225,500 Common Shares and Alastair D. Brown acquired 2,000,000 Common Shares, representing, respectively, about 22% and 20% of the total issued and outstanding Common Shares of the Corporation at the time.

On June 13, 2014, our Common Shares were listed for trading on the CSE.

On June 20, 2014, Jong Myung Choi replaced Justin Blanchet as Chief Financial Officer and a Director of the Corporation.

On June 30, 2014, we announced plans to establish a smartphone factory in Guatemala and to market Sollensys touchscreens throughout Central America to the education, financial services, industrial and healthcare sectors, and discussions with a leading Guatemalan high-technology communications manufacturer, to produce smartphones for the Central American market.

On July 14, 2014, our Common Shares were subject to a forward split by push-out method, on the basis of one (1) Common Share for four (4) new Common Shares, such that our issued and outstanding share capital increased from 10,110,000 Common Shares to 40,440,000 Common Shares.

On July 15, 2014, we adopted a stock option plan and we granted stock options to directors and officers of the Corporation exercisable to purchase up to 600,000 Common Shares at an exercise price of \$0.80 per share for 2 years.

On July 18, 2014, we announced that we had entered into discussions with Solucel, S.A. (“**Solucel**”), a Guatemalan electronics distributor, to develop an agreement by which the Corporation would supply electronic devices for distribution by Solucel throughout Central America.

On August 4, 2014, our Common Shares began trading on the Frankfurt Stock Exchange under the trading symbol “6OT”.

On August 8, 2014, we appointed Jong Hyub Choi as a Director and Audit Committee Chair of the Corporation, replacing John Bevilacqua in those capacities.

On September 30, 2014, we entered into the non-binding JV Letter of Intent governing the incorporation of Sollen-Mobile, a Guatemala joint venture company to develop, manufacture and market smartphones, tablets and other touchscreen devices. (See details in Item 2.2 *Our Business – Guatemala Joint Venture*.)

On October 2, 2014, we negotiated a loan for USD \$50,000 (then equivalent to about CAD \$55,750) from two creditors, the proceeds of which were applied to incorporation costs relating to a proposed Guatemala Joint Venture. One of the creditors was a director of the Corporation. (This loan has been repaid.)

On October 15, 2014, we negotiated a further loan for USD \$42,000 (then equivalent to about CAD \$47,523) from Seong-Mo Jeong, a director of the Corporation, with proceeds going towards the Guatemala Joint Venture. (This loan has been repaid.)

On October 15, 2014 an opening ceremony was held in Guatemala City for the Guatemala Joint Venture. The ceremony was attended by the Guatemalan President, Vice President and Ministers of Economy, Science and Labour.

On January 5, 2015, our Common Shares were listed for trading on the OTCQB marketplace (part of the OTC Markets Group) under the trading symbol "ORTFF".

On January 15, 2015, we negotiated the terms of the loan agreement for USD \$42,000 with Seong-Mo Jeong, a director of the Corporation. (This loan has been repaid.)

On January 23, 2015, we closed a private placement of 1,037,382 Common Shares at \$0.50 for gross proceeds of \$515,475.50 for general working capital purposes.

On January 29, 2015, we entered into the IR Agreement with IR Consultant for investor relations services at the rate of \$6,000 per month, as detailed in Item 2.7 *Material Contracts*.

On March 18, 2015, we entered into the BD Agreement with BD Consultant for business development services, as detailed in Item 2.7 *Material Contracts*.

On May 11, 2015, we closed a private placement and issued 1,871,413 units at \$0.44 each for proceeds of \$823,422.06 for general working capital purposes. Each unit was comprised of 1 common share and one half of one warrant. Each whole warrant is exercisable to purchase 1 additional common share of the Company at an exercise price of \$0.55 per share until May 11, 2020.

2.4 Long Term Objectives

The business of the Corporation is the design, production, sale, distribution, service and refurbishment of touchscreen devices. For further details, see Item 2.2 *Our Business*.

Our primary business objectives over the next 24 months are to:

- (a) continue to be introduced to new potential SKD project partners, suppliers, distribution partners and customers for the Products and Services worldwide by making ongoing monthly payments to consultants totaling an estimated \$3,200,000 over the next 24 months;
- (b) secure 2 SKD project partners at an estimated cost of \$400,000;
- (c) secure further suppliers, sales and distribution partners, R&D partners and technology swapping partners, all at costs that are subject to negotiation and may include royalties;
- (d) by October 31, 2016 set up an R&D center in either South Korea or San Jose, California (Silicon Valley) at an estimated cost of \$500,000; and
- (e) by October 31, 2016 set up a marketing office in South Korea at an estimated cost of \$200,000 to facilitate the (i) procurement of electronic components in Southeast Asia for SKD assembly into smartphones and tablets throughout the world, (ii) procurement of used smartphones and tablets throughout the world for refurbishment, and (iii) sale and distribution of finished and refurbished smartphones and tablets throughout the world.

2.5 Short Term Objectives and How We Intend to Achieve Them

Our short term objectives over the next 12 months are to:

- (a) by July 31, 2015 complete a definitive distribution agreement with Solucel, S.A., on the basis of discussions announced in July 2014;

- (b) by July 31, 2015 complete a definitive joint venture agreement regarding the Sollen-Mobile, S.A. on the basis of the JV Letter of Intent signed in September 2014;
- (c) during July and August 2015, conduct a promotional tour of Southeast Asia, Central America, South America, North America and Europe at an estimated cost of \$500,000 to attract new partners for our SKD projects, new suppliers for our SKD projects, new distribution partners for our Products and Services, and to attract potential investors;
- (d) by December 31, 2015 enter into an agreement at an estimated cost of \$300,000 with a partner located in Southeast Asia to supply used smartphones and tablets for refurbishment;
- (e) by December 31, 2015 enter into an agreement at an estimated cost of \$100,000 with an SKD partner to establish a smartphone and tablet factory in Southeast Asia;
- (f) by April 30, 2016 assist the SKD partner to bring the foregoing Southeast Asia factory into operation at an estimated cost of \$700,000, of which the Corporation's portion may be up to an estimated \$100,000;
- (g) enter into further partnership agreements to build SKD assembly factories to produce smartphones and tablets in other Central American, South American and Southeast Asia countries;
- (h) expand the management team by hiring additional VP Products, VP Marketing and VP Finance, each at an estimated salary of \$60,000 per year; and
- (i) secure partners around the world for supply, sales, distribution, R&D and technology swapping, all at costs that are subject to negotiation and may include royalties.

The following table describes how we intend to meet our objectives over the next 12 months:

Target Date	Description	Budgeted Cost (\$)
Jun 30, 2015	Consulting fees for marketing, R&D and global business development for the next fiscal quarter	400,000
Jun 30, 2015	Payments to BD Consultant under the BD Agreement for the next fiscal quarter (prepaid to September 2015)	0
Jun 30, 2015	Payments to IR Consultant under the IR Agreement at \$6,000 per month for next fiscal quarter	18,000
Jun 30, 2015	Management salaries for next fiscal quarter	50,000
Jun 30, 2015	Professional fees ⁽¹⁾ for next fiscal quarter	120,000
Jun 30, 2015	Advance Royalty Payments from Orca Mobile to Sollensys under the License Agreement for next fiscal quarter	12,000
Jun 30, 2015	General and administrative expenses for next fiscal quarter	120,000
Jun 30, 2015	Prepare materials for promotional tours in July and August	50,000
July 31, 2015	Conduct a promotional tour in Southeast Asia, Central America and South America for new SKD project partners, suppliers, distributors and investors	200,000
Aug 30, 2015	Conduct a promotional tour in North America and Europe for new SKD project partners, suppliers, distributors and investors	250,000
Sep 30, 2015	Consulting fees for marketing, R&D and global business development for the next fiscal quarter	400,000
Sep 30, 2015	Payments to BD Consultant under the BD Agreement for the next fiscal quarter with rate change to \$5,000/month beginning November (October \$70,000 owing after prepaid amounts, November \$5,000, December \$5,000)	80,000
Sep 30, 2015	Payments to IR Consultant under the IR Agreement at \$6,000 per month for next fiscal quarter	18,000
Sep 30, 2015	Management salaries for next fiscal quarter	100,000
Sep 30, 2015	Professional fees ⁽¹⁾ for next fiscal quarter	120,000

Target Date	Description	Budgeted Cost (\$)
Sep 30, 2015	Advance Royalty Payments from Orca Mobile to Sollensys under the License Agreement for next fiscal quarter	12,000
Sep 30, 2015	General and administrative expenses for next fiscal quarter	120,000
Dec 31, 2015	Consulting fees for marketing, R&D and global business development for the next fiscal quarter	400,000
Dec 31, 2015	Payment to BD Consultant under the BD Agreement for the next fiscal quarter at \$5,000 per month	15,000
Dec 31, 2015	Payments to IR Consultant under the IR Agreement at \$6,000 per month for next fiscal quarter	18,000
Dec 31, 2015	Management salaries for next fiscal quarter	150,000
Dec 31, 2015	Professional fees ⁽¹⁾ for next fiscal quarter	120,000
Dec 31, 2015	Advance Royalty Payments from Orca Mobile to Sollensys under the License Agreement for next fiscal quarter	12,000
Dec 31, 2015	General and administrative expenses for next fiscal quarter	120,000
Dec 31, 2015	initial payment to supplier of used smartphones and tablets for refurbishment	50,000
Dec 31, 2015	Initial payment to proposed Southeast Asia SKD partner or partnership to begin factory construction	100,000
Mar 31, 2016	Consulting fees for marketing, R&D and global business development for the next fiscal quarter	400,000
Mar 31, 2016	Payments to BD Consultant under the BD Agreement at \$5,000 per month for the next fiscal quarter	15,000
Mar 31, 2016	Payments to IR Consultant under the IR Agreement at \$6,000 per month for next fiscal quarter	18,000
Mar 31, 2016	Management salaries for next fiscal quarter	200,000
Mar 31, 2016	Professional fees ⁽¹⁾ for next fiscal quarter	120,000
Mar 31, 2016	Advance Royalty Payments from Orca Mobile to Sollensys under the License Agreement for next fiscal quarter	12,000
Mar 31, 2016	General and administrative expenses for next fiscal quarter	120,000
Mar 31, 2016	Second payment to proposed supplier of used smartphones and tablets for refurbishment	100,000
Mar 31, 2016	Second payment to proposed Southeast Asia SKD partner or partnership to complete factory construction	100,000
	TOTAL	4,140,000

(1) professional fees are comprised of legal and accounting fee.

2.6 Insufficient Funds

The funds available as a result of this offering either may not or will not be sufficient to accomplish all of our proposed objectives and there is no assurance that alternative financing will be available.

2.7 Material Agreements

The following table summarizes all the material agreements to which the Corporation is currently a party or a Related Person.

	Agreement	Parties	Date
(a)	Asset Agreement	Orca Mobile and Sollensys	May 12, 2014
(b)	License Agreement	Orca Mobile and Sollensys	May 12, 2014
(c)	Stock Restriction Agreement	the Corporation and our CEO, GwanJe Woo	June 10, 2014
(d)	Executive Consulting Agreement	the Corporation and our CFO, Jong Myung Choi	July 1, 2014
(e)	Executive Consulting Agreement	the Corporation and our CEO, GwanJe Woo	July 21, 2014
(f)	IR Agreement	the Corporation and IR Consultant	January 9, 2015
(g)	BD Agreement	the Corporation and BD Consultant	March 18, 2015

Details of the foregoing Material Agreements are as follows:

- (a) Asset Agreement is detailed in Item 2.2 *Our Business*.
- (b) License Agreement is detailed in Item 2.2 *Our Business*.
- (c) Stock Restriction Agreement between the Corporation and our CEO, GwanJe Woo, dated June 10, 2014 (the "**Stock Restriction Agreement**"), by which GwanJe Woo has agreed not to sell his 8,902,000 post-Split (2,225,500 pre-Split) Common Shares without the Corporation's prior written consent, except that such restriction will not apply to proportions of shares vesting as follows:

Vesting Date	Proportion of Vested Shares
On the Listing Date (June 13, 2014)	1/10 of the shares
6 months after the Listing Date	1/6 of the remainder of the shares
12 months after the Listing Date	1/5 of the remainder of the shares
18 months after the Listing Date	1/4 of the remainder of the shares
24 months after the Listing Date	1/3 of the remainder of the shares
30 months after the Listing Date	1/2 of the remainder of the shares
36 months after the Listing Date	The remainder of the shares

- (d) Executive Consulting Agreement with our CFO, Jong Myung Choi, dated July 1, 2014, whereby the CFO is compensated for his services at the rate of \$1,500 per month.
- (e) Executive Consulting Agreement with our CEO, GwanJe Woo, dated July 21, 2014, whereby the CEO is compensated for his services at the rate of \$2,000 per month.
- (f) IR Agreement dated January 9, 2015, with Primoris Group Inc. ("**IR Consultant**"), an Ontario corporation, whereby IR Consultant will provide investor relations services to the Corporation in consideration of \$6,000 per month for an initial term of 1 year, unless sooner terminated, and which agreement is renewable on a monthly basis. The IR Consultant is not a Related Person to the Corporation.

- (g) BD Agreement dated March 18, 2015, with Lion State Capital Pte. Ltd. (“**BD Consultant**”), a private equity and venture capital firm based in Singapore, whereby BD Consultant will provide business development services to the Corporation in consideration of \$85,000 per month for the first 9 months and \$5,000 per month thereafter; and whereby BD Consultant has received \$750,000 from the Corporation for services (as to \$85,000 for February 2015, \$85,000 for March 2015 and \$580,000 prepaid). The term of the BD Agreement is 36 months unless otherwise terminated. The IR Consultant is not a Related Person to the Corporation.

Item 3. Directors, Management, Promoters and Principal Holders

3.1 Compensation and Securities Held

The following table sets out the compensation and Common Shares held by our directors and officers on the closing of this Offering and assuming completion of the maximum offering of the Units.

Name and municipality of principal residence	Positions held and the date of obtaining that position	Compensation paid by us in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number, type and percentage of our securities held after completion of offering ⁽¹⁾	(#)	(%)
GwanJe Woo Gwang-Ju, Korea	President & CEO April 25, 2014	\$23,127 paid \$28,000 anticipated	8,902,000 Common Shares 300,000 optionable shares ⁽²⁾		14.1% 0.5%
Jong Myung Choi North Vancouver, BC	CFO & a Director June 20, 2014	\$9,000 paid \$20,000 anticipated	0 Common Shares 200,000 optionable shares ⁽²⁾		0.0% 0.3%
Jong Hyub Choi, Seoul, Korea	Director August 8, 2014	\$Nil paid \$Nil anticipated	0 Common Shares 0 optionable shares		0.0% 0.0%
Seong-Mo Jeong, Kyunggido, Korea	Director April 25, 2014	\$Nil paid \$Nil anticipated	0 Common Shares 100,000 optionable shares ⁽²⁾		0.0% 0.1%

(1) Based on 63,348,795 Common Shares assumed to be issued and outstanding on completion of this Offering plus any optionable shares due to that individual.

(2) Common Shares issuable on exercise of options granted July 15, 2014, to purchase Common Shares at an exercise price of \$0.80 per share until July 15, 2016.

3.2 Management Experience

The principal occupation and related experience of our directors and officers over at least the past five years:

GwanJe Woo – CEO & President

From 2010 to date, Mr. Woo has served as Chief Financial Officer of Sollensys Corp., a South Korean corporation, and touchscreen manufacturer. From February 2013 to July 2014, Mr. Woo was President, Chief Executive Officer, Chief Financial Officer, Chairman of the Board and a Director of Sollensys Corp., a Nevada corporation which was the parent company of Sollensys Corp., the Korean company. From 2008 to 2010, Mr. Woo was the CEO of Blue On Business Consulting Group Ltd. From 2006 to 2008, Mr. Woo was CEO of Koges America Ltd. From 2004 to 2006, Mr. Woo was Chairman of the Knowledge & Industry Institute in Seoul, Korea. From 2002 to 2004, he served as CEO of EINS S&C Company Ltd. and Koges Korea Ltd. From 1994 to 1999, Mr. Woo was Manager of the DAEWOO Group. From 2000 to 2002, Mr. Woo was General Manager of the Korea Institute for Electronic Commerce. In 1993, Mr. Woo graduated from the Korea Aerospace University with a degree in Information and Telecommunication Engineering.

Jong Myung Choi – CFO, Director

Mr. Choi has been involved in international marketing and corporate administration since 1990, when he graduated with a Bachelor’s degree in Public Administration from Yonsei University in Seoul, Korea. Mr. Choi began his

career as an Export Manager with SK Group, the fifth largest corporate group in Korea. In 1995, after 5 years with SK Group, Mr. Choi became the Overseas Marketing Manager of Hansol, the sister company of the Samsung group, the largest corporate group in Korea. While with Hansol, Mr. Choi developed new customer and business markets in Asia, the Middle East, Europe and Oceania for products in the recording media, chemical, paper and electronics industries. In 1998, Mr. Choi established his own international trading company, JMC Co., Ltd in Korea, where he served as President for 7 years. During his tenure with JMC Co., Ltd., in 2001, Mr. Choi was awarded a letter of commendation from the President of Korea for his excellence in management skill and devotion to development of Korean industry. In 2004, Mr. Choi established JIC Enterprises Ltd., an international trading and consulting company based in British Columbia, Canada. In 2005, Mr. Choi moved to Canada. From 1985 to 1988, Mr. Choi has also served with the United States Army, 8th Mechanized Infantry Division (South Korea), where he worked in Production Control for the 501 Military Intelligence Brigade, dealing with aviation electronic parts supply and service. For his military service, Mr. Choi was awarded the Army Achievement Medal.

Jong Hyub Choi – Director

Since 2012, Mr. Choi has worked as a patent attorney for Yoon & Yang, one of Korea's five largest lawfirms. From 2009 to 2012, he was President of the Korean Invention Promotion Association. From 2005 to 2008, Mr. Choi was Director General of the Korean Intellectual Property Office, where he had begun in 2004 as a Senior Judge of its Intellectual Property Tribunal. From 1994 to 2003, Mr. Choi acted as Director of Planning and Budget Division, the Trademark Examination Division and the Invention Policy Division of the Korea Intellectual Property Office. During that period, from 1998 to 2002, Mr. Choi served the Korean Embassy to the European Union as a Patent Attache. From 1987 to 1988, he studied industrial engineering and management at the Asian Institute of Technology in Bangkok, Thailand, from which he graduated with a Master's degree in engineering. From 1981 to 1986, Mr. Choi was Deputy Director of the Korean Economic Planning Board involved in industrial planning of the Korean economy and compiling the government budget. From 1975 to 1981, he served as a Platoon Leader and later as a Captain in the 33rd infantry division of the Korean Army. In 1975, Mr. Choi graduated from the Korea Military Academy with a Bachelor's degree in science.

Seong-Mo (Kevin) Jeong - Director

Mr. Jeong has been Secretary, Treasurer and a director of Sollensys Corp., the South Korean company, since October 2013. Mr. Jeong has an extensive career in sales & marketing. From 2011 to 2014, Mr. Jeong served as Director of Planning & Management for Sollensys Corp., a Nevada company which was the parent company of Sollensys Corp., the Korean company. From 2001 to 2011, Mr. Jeong was General Manager of Samsung Life Insurance Corp's Marketing and Sales Division. From 1996 to 2001, Mr. Jeong was Manager of Samsung's Department of Education. Mr. Jeong holds a Bachelor of Administration Degree from the Korea University of Public Administration, which he attended from 1989 to 1996; and a Masters Degree in Education from Incheon National University, which he attended from 2003 to 2006. From 1989 to 1992, Mr. Jeong served his country as a member of the Korean Army and he retired from the 69th Infantry Division with the rank of Sergeant.

3.3 Penalties, Sanctions and Bankruptcy

No penalties or sanctions have been in effect during the last 10 years against any of our directors, officers or control persons, or a company of which any of our directors, officers or control persons was a director, officer or control person at the time; EXCEPT that in May 2015 our CEO, GwanJe (Frank) Woo, in his position as Chief Executive Officer of Sollensys, received a suspended sentence from the Gwangju District Court of South Korea for improper allocation of funds provided by the Korean Institute for Advancement of Technology ("KIAT") to Sollensys for technology development work. If, at the end of the two-year suspended sentence, Mr. Woo has not committed any further offences, the sentence will be dismissed. (Also see Item 8 *Risk Factors, Licensing Risk.*)

None of our directors, officers or control persons, or a company of which any of our directors, officers or control persons was a director, officer or control person at the time, has ever declared bankruptcy or been involved in a voluntary assignment in bankruptcy, a proposal under any bankruptcy or insolvency legislation, any proceeding, arrangement or compromise with creditors, or the appointment of a receiver, receiver manager or trustee to hold assets during the last 10 years.

3.4 Loans

No debenture or loan is due to or from the directors, management, promoters and principal holders as at a date not more than 30 days prior to the date of this Offering Memorandum. See Item 2.7 *Material Agreements, paragraphs (f) Loan Agreement and (g) Loan Extension*, respectively.

Item 4. Capital Structure

4.1 Share Capital

Description of security	Number authorized to be issued	Price Per Security (\$)	Number outstanding as at the date of this Offering Memorandum	Number outstanding assuming completion of Offering
Common Shares	No maximum	-	43,348,795	63,348,795
Options ⁽¹⁾	n/a	-	600,000 ⁽²⁾	600,000 ⁽²⁾
Warrants ⁽¹⁾	n/a	-	935,708 ⁽²⁾	10,935,708 ⁽²⁾

(1) For particulars of options and warrants, see "Convertible Securities" below.

(2) Number of underlying Common Share issuable on exercise.

Convertible Securities

Options

The Corporation adopted a stock option plan (the "**Option Plan**") on July 15, 2014, by which the Corporation may grant options to directors, officers, employees and consultants, exercisable to purchase, in the aggregate, no more than 10% of the total number of Common Shares issued and outstanding at the time of grant. (The full text of the Option Plan is available at www.sedar.com under the Corporation's profile where it was filed as a Material Document on July 17, 2014.)

By agreements dated July 15, 2014, the Corporation granted directors and officers of the Corporation incentive options exercisable to purchase an aggregate of 600,000 Common Shares at an exercise price of \$0.80 per share until July 15, 2016, all of which options vest at a rate of 25% every 3 months beginning on July 15, 2014.

Warrants

As part of a non-brokered private placement of units that closed on May 11, 2015, the Corporation issued warrants exercisable to purchase an aggregate of up to 935,708 Common Shares at an exercise price of \$0.55 per share for a period of 5 years until May 11, 2020.

As part of this Offering of units expected to close about July 27, 2015, the Corporation proposes to issue Warrants exercisable to purchase an aggregate of up to 3,000,000 Common Shares at an exercise price of \$0.40 per share for a period of 5 years from the issuance date of the Warrants.

Other than as disclosed above, the Corporation has issued no other securities convertible, exchangeable or exercisable into Common Shares.

4.2 Long Term Debt Securities

Description of long term debt (including whether secured)	Interest rate	Repayment terms	Amount outstanding at December 31, 2014 (\$)
Not applicable.			

4.3 Prior Sales

The table below sets out details regarding the issuance of securities of the class being offered under this Offering Memorandum during the last 12 months.

Date of issuance	Type of security issued	Number of securities issued	Price per security (\$)	Value received (\$)	Type of consideration
December 31, 2013 ⁽¹⁾	Common Shares	100 -100	0.0001	0	n/a
December 31, 2013 ⁽²⁾	Common Shares	10,000 -10,000	0.0001	0	Cash
February 28, 2014 ⁽³⁾	Common Shares	5,700,000	0.02	114,000	Cash
March 3, 2014 ⁽⁴⁾	Common Shares	10,000	0.10	1,000	Cash
March 6, 2014 ⁽⁵⁾	Common Shares	2,300,000	0.005	11,500	Cash
April 11, 2014 ⁽⁶⁾	Common Shares	500,000	0.10	50,000	Cash
April 28, 2014 ⁽⁷⁾	Common Shares	-400,000	0.02	-8,000	Cash
June 10, 2014 ⁽⁶⁾	Common Shares	2,000,000	0.10	200,000	Cash
Total before Split⁽⁸⁾	Common Shares	10,110,000	n/a	0	
Total after Split⁽⁸⁾	Common Shares	40,440,000	n/a	0	
January 23, 2015 ⁽⁶⁾	Common Shares	1,037,382	0.50	518,691	Cash
May 11, 2015 ⁽⁹⁾	Common Shares	1,871,413	0.44	823,422	Cash
TOTAL		43,348,795		\$1,710,613	

(1) Incorporator's shares in Orca Mobile that were repurchased and cancelled that same day.

(2) Shares issued by Orca Mobile to Pubco by private placement and cancelled pursuant to the Plan of Arrangement on March 6, 2014.

(3) Shares issued by Orca Mobile to various investors by private placement.

(4) Shares issued by Orca Mobile to an investor by private placement.

(5) Shares issued by the Corporation to Orca Mobile shareholders pursuant to the 1:1 share exchange under the Plan of Arrangement.

(6) Shares issued by the Corporation to accredited investors by private placement.

(7) Shares cancelled and returned to treasury, and payment returned to subscriber, upon rescission of subscription agreement by a single subscriber to the February 28, 2014 private placement in Orca Mobile.

(8) Forward stock split of the Corporation's Common Shares on a 1:4 basis, effective July 9, 2014, as detailed in Item 2.3 Development of Business.

(9) Shares issued by the Corporation to various investors by way of a private placement of units, which units included warrants exercisable to purchase up to an aggregate of 935,708 Common Shares.

Item 5. Securities Offered

5.1 Terms of Securities

The securities being offered by this Offering Memorandum are a maximum of up to 20,000,000 Units. Each Unit shall consist of 1 Common Share and one-half of one warrant. Each whole warrant (each, a "**Warrant**") shall be

exercisable to purchase 1 additional Common Share at an exercise price of \$0.40 for a period of 5 years from the issuance date of the Warrants.

Meeting Attendance and Voting Rights

The holders of our Shares are entitled to receive notice of, attend and vote at all meetings of shareholders. Each Share entitles the holder to one vote.

Redemption and Retraction Rights

There are no redemption or retraction rights attached to our Shares.

Dividends

Our Board may declare dividends on our Shares in such amounts, at such times and in such a manner as the directors may determine in their absolute discretion, subject to the provisions of the *Business Corporations Act* (British Columbia).

5.2 Subscription Procedure

To subscribe for the Units offered hereunder, you must complete and deliver to us on or before 5:00 p.m. (Pacific Standard Time) on **Wednesday, July 22, 2015** (being two full business days before the proposed Closing Date), or such other date as our Board may determine:

- (a) a signed and completed page 1 of the Subscription Agreement;
- (b) a signed and completed page 2 of the Subscription Agreement (being the Risk Acknowledgement); and
- (c) a wire transfer*, cheque, money order or bank draft for the full amount of the subscription price payable to **"Orca Touchscreen Technologies Ltd."**

* *Funds delivered by wire transfer will be accounted for as the net amount actually deposited into our bank account, after adjustment for currency exchange and bank charges, if any. Accordingly, the number of Units purchased will be subject to adjustment to correspond with the net funds actually deposited into our bank account.*

Funds delivered to us for purchase of the Units will be held in trust by us for a period of two days from the date that we receive the Subscription Agreement and payment from you.

Subscriptions for Units will be received, subject to rejection and allotment, in whole or in part, and subject to our right to close the subscription books at any time without notice. We reserve the right to reject any subscription for Units in whole or in part. If a subscription for Units is not accepted, we will promptly return all subscription proceeds to the purchaser without interest.

Closings may occur periodically as determined by our Board. It is expected that certificates representing the Units will be available for delivery within a reasonable period of time after the relevant closing date.

Distribution

This offering is being conducted in all provinces and territories of Canada pursuant to exemptions from the prospectus requirements. We are relying on the following exemptions and any others that may be available:

- (a) the exemption afforded by Section 2.9 of National Instrument 45-106 *Prospectus and Registration Exemptions* (“NI 45-106”) for investors (other than residents of Ontario) who purchase as principals and receive this Offering Memorandum prior to signing any of the documents in the Appendices; and
- (b) the exemption afforded by Section 2.10 of NI 45-106 investors who are not individuals, who purchase as principal and invest at least \$150,000 to purchase Units.

The foregoing exemptions relieve us from the obligation under applicable securities legislation to file and obtain a receipt for a prospectus. Accordingly, prospective investors will not receive the benefits associated with a subscription for securities issued pursuant to a filed prospectus, including the review of material by securities regulatory authorities.

Item 6. Income Tax Consequences and RRSP Eligibility

6.1 Independent Professional Adviser

You should consult your own professional advisors to obtain advice on the income tax consequences that apply to you.

6.2 Income Tax Consequences

Tax consequences are not a material aspect of the securities being offered.

6.3 RRSP Eligibility

The securities offered hereunder may or may not be eligible for inclusion in a Registered Retirement Savings Plan (RRSP). You should consult your own professional advisors to obtain advice on the possible RRSP eligibility of the securities.

Item 7. Compensation Paid to Sellers and Finders

The Corporation intends to pay compensation to finders in connection with this Offering equal to up to 20% of the gross proceeds of the Units purchased by subscribers introduced to the Corporation by such finders, payable in cash.

Item 8. Risk Factors

This offering and any investment in the Units involves a high degree of risk. You should carefully consider the risks described below and all of the information contained in this Offering Memorandum before deciding whether to purchase any Units. If any of the following risks actually occur, our business, financial condition and results of operations could be harmed and you may lose all or part of your investment.

We lack an operating history and have not yet completed either a definitive agreement with Solucel as to distribution or a definitive agreement based on the JV Letter of Intent as to Sollen-Mobile and the Guatemala Joint Venture. There is no assurance that our future operations will result in revenues or profits. If we cannot generate sufficient revenues to operate profitably, we may suspend or cease our operations.

The following are certain factors relating to our business which prospective investors should carefully consider before deciding whether to purchase any Units. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Offering Memorandum. These risks and uncertainties are not the only ones we are facing. Additional risk and uncertainties not presently known to us, or that we currently deem immaterial, may also

impair our operations. If any such risks actually occur, the business, financial condition, liquidity and results of our operations could be materially adversely affected.

Forward Looking Information

Certain information set out in this Offering Memorandum includes or is based upon expectations, estimates, projections or other "forward looking information". Such forward looking information includes projections or estimates made by the Corporation and its management about the Corporation's future business operations. While such forward looking statements and the assumptions underlying them are made in good faith and reflect the Corporation's current judgment regarding the direction of their business, actual results will almost certainly vary (sometimes materially) from any estimates, predictions, projections, assumptions or other type of performance suggested here.

Market Risk for Securities

The Common Shares are listed for trading on the CSE, the Frankfurt Stock Exchange and the OTCQB marketplace (part of OTC Markets Group). There can be no assurance that an active trading market for the Common Shares will be established and sustained. The market price of the Common Shares can be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the Corporation's peers and competitors, as well as overall market movements, may have a significant impact on the market price of our securities. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the technology sector, which have often been unrelated to the operating performance of particular companies.

Technology Risk

Our proposed Products and Services are dependent upon advanced technologies which are susceptible to rapid technological change. There can be no assurance that the Products or Services will not be seriously affected by, or become obsolete as a result of, such technological changes.

There is a risk that technologies similar to our Products and Services could reach the market before ours, that similar products and services may be developed after the Products that include features more appealing to users, or that use advanced technology not incorporated in the Products or the Services. There is also a risk that consumers will not accept or adopt the Products or the Services. The occurrence of any of these events could decrease the amount of interest generated in the Products and the Services, and prevent us from generating revenues or reduce the revenue generating potential of the Products and the Services.

Licensing Risk

There are risks related to the License Agreement between the Corporation and Sollensys, in that Sollensys suspended its operations in January 2012 due to a shortage of operating funds. As a consequence, Sollensys also suspended development and was unable to submit development status reports to the Korean Institute for Advancement of Technology ("KIAT"). In December 2012, KIAT filed a lawsuit against Sollensys to recover subsidies it provided to Sollensys in 2011 for technology development. In May 2015, KIAT settled the lawsuit against Sollensys. Although it no longer operates its manufacturing facility, Sollensys still owns its intellectual property. The Corporation's ability to generate revenues from the License Agreement is limited to exploitation of Sollensys' intellectual property by such means as sublicensing.

No Operating History Risk

We are a start-up company with no operating history. We have acquired the License for the Licensed Technology and the Licensed Products from Sollensys, but have not yet entered any definitive agreements for the manufacture, assembly, sales or distribution of the Products. We will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risks that we will be unable to acquire and distribute our proposed Products, establish a market for the Products, achieve our growth objectives or become profitable. We anticipate that it may take several years to achieve positive cash flow from operations. There can be no assurance that there will be consumer demand for the Products or that we will become profitable.

Competitive and Pricing Risk

The markets for touchscreen-equipped products are fragmented, highly competitive and rapidly changing. With the introduction of technological advances and new entrants into these markets at a rapid pace, we expect competition to intensify in the future, which could harm our ability to develop a customer base for the Products and Services, and to begin generating revenue. We intend to offer our Products and Services to a broad client base. We expect our Products to compete with those of a number of well-established manufacturers and distributors of smartphones, tablets and CCTV surveillance systems.

Our potential competitors may have significantly greater financial, technical, marketing and other resources, may be able to devote greater resources to the development, promotion, sale and support of their products and services, may have more extensive customer bases and broader customer relationships and may have longer operating histories and more brand recognition. In some cases, these companies may choose to offer their technology at lower prices or rates in response to new competitors entering the market. If we are unable to compete with such companies, we may be unable to establish demand for the Products and Services which could adversely affect the establishment of our operations and our ability to begin generating revenues.

Intellectual Property Risk

The success of our business depends in part on our ability to protect the intellectual property rights associated with the Products. We have not acquired the intellectual property rights relating to any of the Products, except the Purchased Patent relating to the Invention. We propose to use the Licensed Technology and Licensed Patents owned by Sollensys and while Sollensys has protected its technology with various patents, trademarks and copyrights, there can be no assurance that other manufacturers will not develop similar technology or that Sollensys will vigorously police and defend unauthorized use of the Licensed Technology and the Licensed Patents, measures that can be difficult and costly. Foreign countries may not protect intellectual property rights to the same extent as Canada. To protect intellectual property rights in the future, we may take further precautions and may pursue litigation, which may result in substantial expenses, divert the attention of management, cause significant delays, materially disrupt the conduct of our business or adversely affect our revenues, financial condition and results of operation.

Advertising and Promotional Risk

Our future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including our ability to (i) create brand recognition for the Products and the Services; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for our business in the future, or will generate awareness of our technologies or services. In addition, no assurance can be given that we will be able to manage our advertising and promotional costs on a cost-effective basis.

Uninsured or Uninsurable Risk

We may become subject to liability for risks against which we cannot insure or against which we may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for our usual business activities. Payment of liabilities for which we do not carry insurance may have a material adverse effect on our financial position and operations.

Conflicts of Interest Risk

Certain of our directors and officers are, and may continue to be, involved in other business ventures in the technology industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the Products and the Services. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from our interests. In accordance with the BCBCA, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to our best interests. However, in conflict of interest situations, our directors and officers may owe the same duty to another company and will need to

balance their competing interests with their duties to the Corporation. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to us.

Key Personnel Risk

Our success will depend on our directors and officers to develop our business and manage our operations, and on the Corporation's ability to attract and retain key technical, sales and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on our business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future, which may adversely impact our operations.

Speculative Nature of Investment Risk

An investment in our common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. We have no history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the development and planning phases of our business and have not started commercialization of our products and services. Our operations are not yet sufficiently established such that we can mitigate the risks associated with our planned activities.

Liquidity and Future Financing Risk

We are in the development stage, have not started operating and have not generated any revenue. We will likely operate at a loss until our business becomes established and we may require additional financing in order to fund future operations and expansion plans. Given our current working capital estimated at \$489,000 and our \$4,140,000 business plan, the Corporation needs to raise net proceeds of approximately \$3,651,000 to carry out its business plan, but the Corporation does not yet have a commitment from anyone to invest the funds. Our ability to secure any future financing that may be required to sustain our operations will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to our management. If additional financing is raised by issuing common shares in our authorized capital, control of our company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may be required to scale back our business plan or cease operating.

Going-Concern Risk

The financial statements of the Corporation have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. Our future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Corporation will be successful in completing an equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should we be unable to continue as a going concern.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. We will be dependent upon the capital markets to raise additional financing in the future, while we establish a user base for the Products and the Services. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, we are subject to liquidity risks in meeting our development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact our ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to us and our management. If uncertain market conditions persist, our ability to raise capital could be jeopardized, which could have an adverse impact on our operations and the trading price of our common shares on the CSE.

Dividend Risk

The Corporation has not paid dividends in the past and does not anticipate paying dividends in the near future. We expect to retain our earnings to finance further growth and, when appropriate, retire debt.

Share Price Volatility Risk

Our Common Shares are listed for trading on the CSE, the Frankfurt Stock Exchange and the OTCQB marketplace (part of OTC Markets Group). As such, external factors outside of our control such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward technology sector stocks may have a significant impact on the market price of our common shares. Global stock markets (including the CSE, the Frankfurt Stock Exchange and the OTCQB) have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the technology sector. There can be no assurance that an active or liquid market will develop or be sustained for the common shares.

Foreign Political Risk

The operations of the Guatemala Joint Venture take place in a factory located in Guatemala. The JV Letter of Intent governing the Guatemala Joint Venture is governed by the laws of Guatemala. As well, the Corporation plans to establish business partnerships and marketing and R&D offices in other Central and South American countries and in Southeast Asia. Accordingly, a substantial portion of the Corporations' business may be exposed to various degrees of political, economic and other risks and uncertainties. The Corporation's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of governmental orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on foreign ownership, inability to obtain or delays in obtaining necessary production permits, opposition to production operations from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Item 9. Reporting Obligations

As a reporting issuer, we are required to comply with the provisions of National Instrument 51-102 *Continuous Disclosure Obligations*, which includes the periodic filing of our financial statements and reporting all material information.

As our Common Shares are quoted on the CSE, we are required to comply with the provisions of CSE Policy 6 *Timely Disclosure, Trading Halts and Posting Requirements*.

For our Frankfurt Stock Exchange listing, we have no reporting obligations.

For our OTCQB listing, we are obliged to file continuous disclosure documents, being all documents except news releases that we file under National Instrument 51-102 and with the CSE.

Item 10. Resale Restrictions

10.1 Trade Restriction

These securities will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities in Canada unless you comply with an exemption from the prospectus and registration requirements under securities legislation.

Unless permitted under securities legislation, you cannot trade the securities before the date that is four months and a day after the distribution date.

As well, pursuant to the terms and conditions in section 8(j)(iv) of the accompanying Subscription Agreement, you are restricted from selling your securities before the date that is 6 months and 1 day after the date on which they are issued.

10.2 Restricted Period

See section 10.1 above.

10.3 Manitoba Resale Restrictions

Not applicable.

Item 11. Purchasers' Rights

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.

11.1 Two Day Cancellation Right

You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the second business day after you sign the agreement to buy the securities.

11.2 Statutory Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Memorandum, you have a statutory right to sue:

- (a) us to cancel your agreement to buy these securities, or
- (b) for damages against us.

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defences available to the persons or companies that you have a right to sue. In particular, they have a defence if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within 180 days after the purchase of the Shares. You must commence an action for damages within the earlier of 180 days after you have knowledge of the facts giving rise to the cause of action and three years after the purchase of the Shares.

11.3 Contractual Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Memorandum, you have a contractual right to sue us:

- (a) to cancel your agreement to buy these securities, or
- (b) for damages.

This contractual right to sue is available to you whether or not you relied on the misrepresentation. However, in an action for damages, the amount you may recover will not exceed the price that you paid for your securities and will not include any part of the damages that we prove does not represent the depreciation in value of the securities resulting from the misrepresentation. We have a defence if we prove that you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within 180 days after you signed the agreement to purchase the Shares. You must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and three years after you signed the agreement to purchase the Shares.

Item 12. Financial Statements

Attached to this Offering Memorandum as Schedules are:

- Schedule A our unaudited financial statements for the first quarter ended March 31, 2015;
- Schedule B our audited financial statements for the year ended December 31, 2014; and
- Schedule C audited financial statements of Orca Mobile for the period from its incorporation on December 17, 2013 to December 31, 2013.

Schedule A
UNAUDITED INTERIM FINANCIAL STATEMENTS
as at March 31, 2015

[Inserted as the following pages]

Schedule B

**AUDITED FINANCIAL STATEMENTS
to DECEMBER 31, 2014**

[Inserted as the following pages]

Schedule C

**AUDITED FINANCIAL STATEMENTS OF
ORCA MOBILE SOLUTIONS LTD.
TO DECEMBER 31, 2013**

[Inserted as the following pages]

Item 13. Date and Certificate

Dated: June 12, 2015

This Offering Memorandum does not contain a misrepresentation.

GwanJe Woo
President and Chief Executive Officer

Jong Myung Choi
Chief Financial Officer and a Director

Jong Hyub Choi
Director

Seong-Mo Jeong
Director