ORCA TOUCHSCREEN TECHNOLOGIES

Offering Memorandum
dated March 27, 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: info@orcatouchtech.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 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 (each, a "**Warrant Share**") at an exercise price of $0.55 for a period of 5 years from the issuance date of such warrants.
Price per Unit:	$0.44
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:	$8,800,000
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 Subscription Agreement, and (c) signed Risk Acknowledgment (page 2 of Subscription Agreement).
Proposed Closing Date:	From time to time on or before **Monday, May 11, 2015** or such other date as our Board of Directors may determine.
Selling Agent:	Yes. See Item 7 *Compensation Paid to Sellers and Finders*.

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*.

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*.

Forward Looking Statements

Certain statements contained in this offering memorandum (this "**Offering Memorandum**"), including the financial statements included herein, 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.*

*"**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.*

*"**Business Development Agreement**" means the service agreement dated March 18, 2015 with Consultant, as detailed in Item 2.7 Material Contracts.*

*"**CAD**" means Canadian dollars.*

*"**capacitive touchscreen**" means one that relies on the electrical properties of the human body to detect when and where on a display the user is touching. Capacitive displays can be controlled with very light touches of a finger (and generally cannot be used with a mechanical stylus or a gloved hand). Examples of devices with capacitive touchscreens are the Apple iPhone and the T-Mobile G1.*

*"**CELL Production**" also called "**Cellular Manufacturing**" is a model for production design that takes advantage of the similarity between parts, through use of standardization and common processing. In a CELL production line, factory-floor labor is arranged into semi-autonomous and multi-skilled teams who manufacture complete products or complex components.*

*"**CEO**" means Chief Executive Officer.*

*"**CFO**" means Chief Financial Officer.*

*"**Cleanroom Class 100 classification**" is a standard developed under the FED-STD-209E Airborne Particulate Cleanliness Classes by the US General Services Administration.*

*"**Common Shares**" means the common shares without par value of the Corporation.*

*"**Consultant**" means Lion State Capital Pte. Ltd., a party to the Business Development Agreement.*

*"**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**" means the subject matter of the JV Letter of Intent.*

*"**Invention**" means the touchscreen sensor for producing folding laminating apparatus acquired by Orca Mobile (together with the Purchased Patent) under the Asset Agreement, and includes all related extensions, continuations, provisionals, derivatives and applications.*

*"**IR Agreement**" means the agreement dated January 9, 2015 with Primoris for investor relations services.*

*"**ISO 14001 certification**" is an auditable, internationally-recognized standard for the environmental management of business. It prescribes controls for the use of natural resources, handling and treatment of waste, and energy consumption.*

*"**ISO 9001 certification**" is an auditable internationally-recognized standard developed by the International Organization for Standardization (ISO) to increase customer satisfaction through the deliverance of quality products and services.*

*"**ITO**" means "**indium tin oxide**, a transparent and colorless mineral solution that can be deposited in thin layers to acts as a metal-like mirror. ITO is one of the most widely used transparent conducting oxides because of its two chief properties, its electrical conductivity and optical transparency and ability to be deposited as a thin film. Due to*

the high cost and limited supply of indium, the fragility and breakability of ITO layers, and the layer deposition process requiring vacuum, alternative thin-film materials are being sought.

*"**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 by which Orca Mobile acquired a license to use the Licensed Technology and the Licensed Patents to make, sell and distribute products and services, including the Licensed Products.*

*"**Licensed Patents**" has the meaning ascribed to it in the License Agreement.*

*"**Licensed Products**" means the products which may sold and distributed by Orca Mobile under the License Agreement, and includes any future products developed by either Sollensys or Orca Mobile during the term of the License Agreement.*

*"**Licensed Technology**" has the meaning ascribed to it in the License Agreement.*

*"**Line Production**" means a repetitive manufacturing process in which each product passes through the same sequence of operations, and the machines and other equipment are laid-out in the order they are used. Line production is dedicated to the needs of a single or small group of products.*

*"**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.*

*"**OEM**" means original equipment manufacturer.*

*"**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.*

*"**Primoris**" means Primoris Group Inc., a party to the IR Agreement.*

*"**Products**" means all touchscreen products proposed to be made, sold or distributed by the Corporation and its subsidiary, including the Licensed Products under the License Agreement.*

*"**Pubco**" means Gorilla Minerals Corp., a British Columbia corporation and, at the time of the Plan of Arrangement, a reporting issuer in Alberta and British Columbia.*

*"**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.*

*"**Sollen-Mobile**" means Sollen-Mobile, S.A., a Guatemalan company in which the Corporation has negotiated a 30% equity interest and which is involved in the Guatemala Joint Venture.*

*"**Sollensys**" means Sollensys Corporation, a Korean corporation, owner of the Licensed Technology and the Licensed Patents under the License Agreement; and 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.*

*"**Unit**" means each of the Units offered by this Offering Memorandum at a price of $0.44 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 $0.55 for a period of 5 years from the issuance date of such warrants.*

*"**USD**" means U.S. dollars, every 1 USD being equivalent to 1.2595 CAD on March 20, 2015, the date of this Offering Memorandum, according to the noon Bank of Canada currency exchange rate.*

*"**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

We have raised $887,191 to the date of this Offering Memorandum. As of February 28, 2015, being a date within 30 days of this Offering Memorandum, our working capital is approximately is $27,044. We have set a maximum offering of $8,800,000.

		Assuming max. offering ($)
A	Amount to be raised by this offering	8,800,000
B	Selling commissions and fees	1,760,000
C	Estimated offering costs (legal, accounting and transfer agent)	80,000
D	Available funds: D = A - (B + C)	6,960,000
E	Additional sources of funding required	n/a
F	Working capital	27,044
G	**Total**: G = (D + E) + F	**6,987,044**

1.2 Use of Available Funds

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	4,000,000
Payments to Consultant under the Business Development Agreement (*after pre-paid amounts*)	30,000
Professionals services (legal and accounting)	480,000
Management Salaries	300,000
Payments to Primoris under the IR Agreement	72,000
Advance Royalty Payments to Sollensys under the License Agreement	48,000
Loan Repayment to Seong-Mo Jeong	50,000
General administrative expenses	480,000
General working capital purposes	1,527,044
Total Available Funds	**$6,987,044**

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 company which was incorporated under the *Business Corporations Act* (British Columbia) on December 17, 2013.

As well, through the JV Letter of Intent, we own a 30% equity interest in 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 sale and distribution of touchscreen panels for mobile, educational, medical, industrial and other applications.

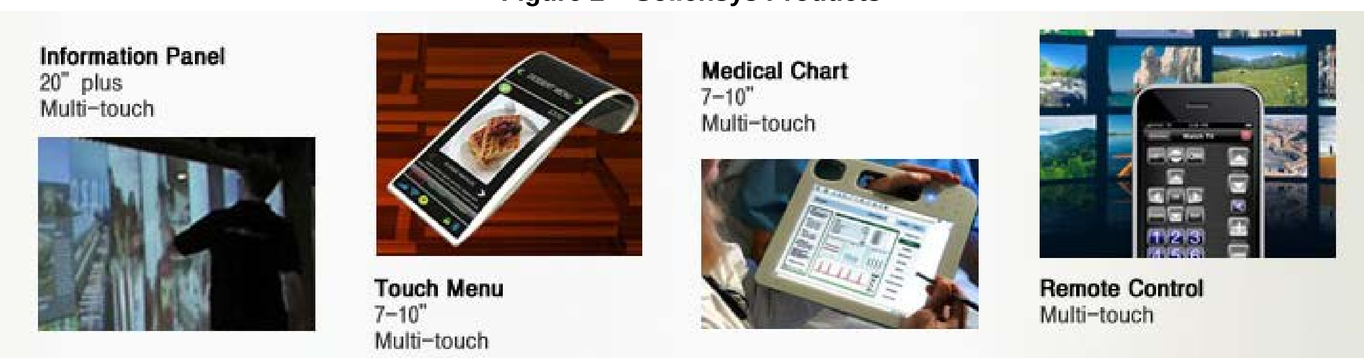
<u>Nature of Assets Acquired</u>

Our initial product portfolio consists of the touchscreen products developed and manufactured by Sollensys Corporation, a Korean corporation (“**Sollensys**”).

Sollensys is a related party to the Corporation. GwanJe (Frank) Woo, the CEO and President of the Corporation is a principal shareholder, director and senior officer of Sollensys. As well, Seong-Mo (Kevin) Jeong, a director of the Corporation is a director and senior officer of Sollensys.

The existing Licensed Products of Sollensys include single- and multi-layer touch sensor modules for special applications, as shown in Figure 2:

Figure 2 – Sollensys Products



<u>Market</u>

Major customers of touchscreens are manufacturers of smartphones, tablets, touch-based personal computers (PCs) and laptops running Windows 8, mp3 players, GPS navigation systems, car controls, exercise equipment, educational and public information kiosks, point of sale devices, e-readers, medical devices and gaming consoles.

<u>Competition</u>

We face competition from other touchscreen manufacturers such as Alps Electric Co., Ltd., Atmel Corporation, Cirque Corporation, Cypress Semiconductor Corporation, Synaptics Incorporated, 3M Company and Touch International, Inc.

<u>Intellectual Property</u>

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

a) One Sollensys patent described as a touchscreen sensor for producing folding laminating apparatus was acquired by our subsidiary Orca Mobile on May 12, 2014 (see the heading ”Asset Agreement” below).

b) 18 patents covering multi-gesture functionality, stylus designs, manufacturing processes and Sollensys' unique technology for interfacing with the human hand have been licensed to our subsidiary Orca Mobile on May 12, 2014 (see the heading "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

By an Asset Agreement dated May 12, 2014 (the "**Asset Agreement**") with Sollensys as vendor and our CEO GwanJe Woo as covenantor, our wholly-owned subsidiary 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 capacitive 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**").

In simple terms, 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 3), 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 to improve the bond and reduce air bubbles (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 3 – Conventional Stacked Lamination Method

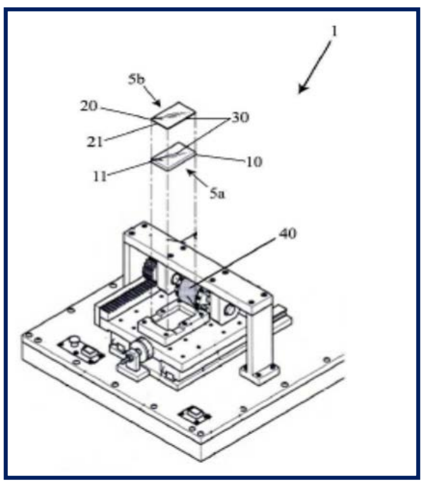
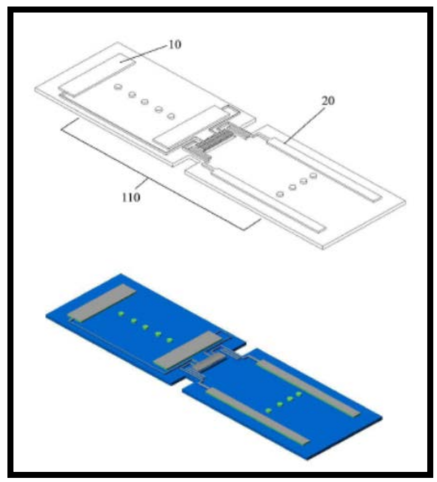
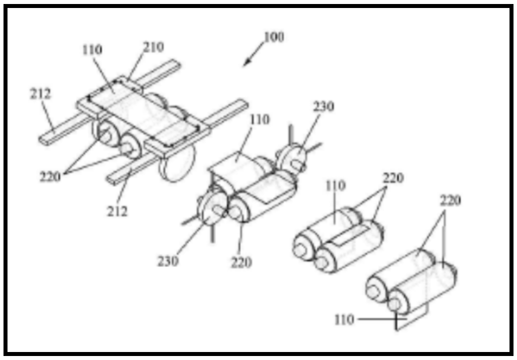


Figure 4 – Orca Touchscreen's Linked Sensor Panels (Before Folding)



The Invention is a folding apparatus that improves the laminating technique 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 4), much like an open book cover that will eventually fold along its spine. During the folding lamination process (see Figure 5), 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 5 – The Invention's Folding Lamination Method



<u>License Agreement</u>

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

1. 10% of the revenues received by Orca Mobile from the Licensed Patents; and

2. 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 and 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.

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

<u>Solucel Distribution Discussions</u>

On July 18, 2014, we announced that on July 16, 2014 we had entered into discussions with Solucel, S.A. ("**Solucel**") regarding the development, assembly and manufacture in Guatemala and the sale throughout Central America of electronic devices manufactured with touchscreen components. At the date of this Offering Memorandum, we are working towards finalizing a definitive distribution agreement with Solucel.

<u>Guatemala Joint Venture</u>

On October 8, 2014, we entered into a non-binding letter of intent (the "**JV Letter of Intent**") with Sollensys, Fernando Rivera Carlos Sandoval, Adrian Martinez Corral, Adrian Oh and GwanJe (Frank) Woo, CEO of the Corporation. The JV Letter of Intent governed 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**"). The Corporation advanced USD $100,000 (equivalent to CAD $125,950) for a 30% 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.*

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. However, no contractual orders have been placed to date.

Pursuant to the JV Letter of Intent, the head office and factory of Sollen-Mobile is under construction 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. Construction of the factory began in October 2014 and Sollen-Mobile will be responsible for obtaining the required work and safety permits. On completion of construction, Sollen-Mobile intends to begin producing high-end products to be supplied to local markets and exported to Central and South America.

At the date of this Offering Memorandum, the partners in the Guatemala Joint Venture continue to diligently work towards completing a definitive agreement.

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, we were incorporated.

On June 24, 2014, we entered into an Arrangement Agreement and including a Plan of Arrangement with Pubco and Orca Mobile. On August 13, 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 13, 2014, we announced that our Common Shares were listed for trading on the CSE, and that two shareholders acquired ownership of Common Shares, namely GwanJe Woo, our CEO, as to 2,225,500 Common Shares representing about 22% and Alastair D. Brown as to 2,000,000 Common Shares representing about 20% of the total issued and outstanding Common Shares of the Corporation at the time.

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 9, 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 granted incentive stock options to directors and officers of the Corporation exercisable to purchase of up to 600,000 Common Shares at an exercise price of $0.80 per share for 2 years.

On July 18, 2014 we announced (a) 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; and (b) our plans to ship components from Asia for assembly in Guatemala to take advantage of Guatemalan tax and import duty savings; and (c) our plans to establish a Guatemala assembly factory by fourth quarter 2014.

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

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

On October 2, 2014, we announced we have 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 8, 2014, we announced we had 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 software. (See details in Item 2.2 *Our Business – Guatemala Joint Venture*.)

On October 15, 2014, we announced we had 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. See details in Item 2.7 *Material Agreements, paragraphs (f) Loan Agreement and (g) Extension to Loan Agreement.*

On October 23, 2014 we announced an opening ceremony was held in Guatemala City for the Guatemala Joint Venture on October 15. The ceremony was attended by the Guatemalan President, Vice President and Ministers of Economy, Science and Labour. At the ceremony: (a) the Guatemala Vice President and Minister of Economy announced plans to purchase 300,000 tablets to replace school textbooks in 2015; (b) the President of San Pablo University in Guatemala announced he would work towards making the university a smart environment by distributing Sollens-Mobile products to his students and lending university cooperation to further develop the Guatemala Joint Venture; and (c) the Vice-President of Sollen-Mobile announced a 2015 business plan to produce smartphones, touch tablets, touchscreen CCTV solutions, and other devices using smart and touchscreen technology with a 2015 sales target of USD $6.5 million (equivalent to about CAD $8.19 million).

On December 12, 2014, we announced a proposed brokered private placement of up to 2,000,000 Common Shares at a price of $0.50 per share to raise up to $20,000,000 for general working capital purposes.

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. See Item 2.2 *Material Agreements, paragraph (g) Extension to Loan Agreement*.

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 30, 2015, we announced we had entered into the IR Agreement with Primoris for investor relations services at the rate of $6,000 per month, as detailed in Item 2.7 *Material Contracts*.

On February 10, 2015, we announced we were seeking to lift a trading suspension imposed by the Frankfurt Stock Exchange on February 5, 2015.

On March 9, 2015, we announced that the Frankfurt Stock Exchange had lifted its trading suspension on March 5, 2015.

On March 13, 2015, we announced we had responded to a British Columbia Securities Commission continuous disclosure review by filing that day on SEDAR various additional and amended documents, including: (a) an amended material change report in connection with the closing of the Plan of Arrangement; and (b) amended and restated financial statements for the third quarter ended September 30, 2014.

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

2.4 Long Term Objectives

The business of the Corporation is the sale and distribution of electronic devices. Our first products are the Licensed Products, being capacitive touchscreens manufactured by Sollensys. For further details, see Item 2.2 *Our Business*.

Our primary business objectives over the next 24 months are:

- launch a promotional tour to attract potential investors in North America and distribution partners and new product suppliers worldwide
- secure distribution partners and customers worldwide for the Products
- expand our product portfolio by acquiring licenses to sell and distribute touchscreen panels and related products from other manufacturers in addition to Sollensys, and to secure distribution partners and customers for these additional products worldwide
- set up one or more R&D centers in strategic countries
- establish a factory to produce touchscreen devices in a developing country (such as Guatemala)
- set up offices in strategic countries to facilitate buying, procurement, testing of touchscreen products

2.5 Short Term Objectives and How We Intend to Achieve Them

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

- complete a definitive distribution agreement with Solucel, S.A., on the basis of discussions announced July 18, 2014
- complete a definitive joint venture agreement regarding the Sollen-Mobile, S.A. on the basis of the JV Letter of Intent with a proposed closing date of April 15, 2015
- enter into consulting agreements with partners who can better showcase Orca's business on a global basis
- expand management team by hiring additional VP Products, VP Marketing and VP Finance
- secure more partners around the world for sales, R&D, and technology swapping

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

Target Date	Description	Budgeted Expenditures ($)
Apr 30, 2015	Consulting Fees for marketing, R&D and global business development	1,000,000
Apr 30, 2015	Payments to Primoris under the IR Agreement at $6,000 per month for next fiscal quarter	18,000
Apr 30, 2015	Management salaries for next fiscal quarter	50,000
Apr 30, 2015	Professional fees(1) for next fiscal quarter	120,000
Apr 30, 2015	Advance Royalty Payments from Orca Mobile to Sollensys under the License Agreement for next fiscal quarter	12,000
Apr 30, 2015	General and administrative expenses for next fiscal quarter	120,000
Jun 30, 2015	Consulting Fees for marketing, R&D and global business development	1,000,000
Jun 30, 2015	Payments to Primoris 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
Sep 30, 2015	Consulting Fees for marketing, R&D and global business development	1,000,000

Target Date	Description	Budgeted Expenditures ($)
Sep 30, 2015	Management salaries for next fiscal quarter	100,000
Sep 30, 2015	Professional fees[(1)] for next fiscal quarter	120,000
Sep 30, 2015	Payments to Primoris under the IR Agreement at $6,000 per month for next fiscal quarter	18,000
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	1,000,000
Dec 31, 2015	Payment to Consultant under the Business Development Agreement	30,000
Dec 31, 2015	Management salaries for next fiscal quarter	100,000
Dec 31, 2015	Professional fees[(1)] for next fiscal quarter	120,000
Dec 31, 2015	Payments to Primoris under the IR Agreement at $6,000 per month for next fiscal quarter	18,000
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	Loan repayment to Seong-Mo Jeong	50,000
	TOTAL	**$5,460,000**

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

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 party.

	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 CEO, GwanJe Woo	July 21, 2014
(e)	Executive Consulting Agreement	the Corporation and our CFO, Jong Myung Choi	July 1, 2014
(f)	Loan Agreement	the Corporation and Seong-Mo Jeong	October 15, 2014
(g)	Agreement of Loan Extension	the Corporation and Seong-Mo Jeong	January 15, 2015
(h)	IR Agreement	the Corporation and Primoris	January 9, 2015
(i)	Business Development Agreement	the Corporation and 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	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 CEO, GwanJe Woo, dated July 21, 2014, whereby the CEO is compensated for his services at the rate of $2,000 per month.

(e) 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.

(f) Loan Agreement dated October 15, 2015 (the "**Loan Agreement**") with one of our directors, Seong-Mo Jeong, whereby Mr. Jeong loaned the Corporation the principal sum of US $42,000 (then equivalent to approximately $47,523) for a term of three months whereupon the principal amount plus interest at a rate of 8% per annum plus bank and currency exchange charges are due. See also paragraph (g) below.

(g) Agreement of Loan Extension dated January 15, 2015 (the "**Agreement of Loan Extension**") with Seong-Mo Jeong, amending the Loan Agreement by making the term indeterminate until the Corporation repays the principal amount to Mr. Jeong and providing that the interest accruing thereon is payable either monthly or quarterly.

(h) IR Agreement dated January 9, 2015 with Primoris Group Inc., an Ontario corporation, whereby Primoris 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 is renewable on a monthly basis.

(i) Business Development Agreement dated March 18, 2015 with Lion State Capital Pte. Ltd. ("**Consultant**"), a private equity and venture capital firm based in Singapore, whereby Consultant will provide business development services to the Corporation in consideration of $85,000 per month for the first 9 months and $50,000 per month thereafter; and whereby 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 Business Development Agreement is 36 months unless otherwise terminated.

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	$17,127.50 paid $NIL anticipated	8,902,000 Common Shares 300,000 optionable shares[2]	13.2% 0.4%
Jong Myung Choi North Vancouver, BC	CFO & a Director June 20, 2014	$4,500 paid $4,500 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% 0.0%

(1) based on 61,477,382 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

Mr. Woo is President, Chief Executive Officer, Chief Financial Officer, Chairman of the Board and a director of Sollensys. Mr. Woo has substantial experience as a senior executive and has been the guiding force of the Sollensys parent company since February 14, 2013. From 2010 to present, Mr. Woo has also been a key executive with the Sollensys Korean operating subsidiary and was the CEO of Blue On Business Consulting Group Ltd. from 2008 to 2010. From 2006 to 2008, Mr. Woo was CEO of Koges America Ltd and during the period from 2004 to 2006, Mr. Woo held the position of 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. and from 1994 to 1999, Mr. Woo held the position of Manager with the DAEWOO Group. Prior to that, from 2000 to 2002 he was General Manager of the Korea Institute for Electronic Commerce with the Korean Government. In 1993 Mr. Woo graduated from the Korea Aerospace University with a degree from the department of 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 a director, and Secretary & Treasurer of Sollensys since October, 2013. Mr. Jeong has an extensive career in sales & marketing and also services as Sollensys' Director of Planning & Management, a position he has held since 2011. From 2001 to 2011, Mr. Jeong was General Manager of Samsung Life Insurance Corp's Marketing and Sales Division; and prior to that position, Mr. Jeong was Manager of Samsung's Department of Education from 1996 to 2001. Mr. Jeong holds a Bachelor of Administration Degree from the Korea University of Public Administration, which he attended from 1989 to 1996; and a Master 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.

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, EXCEPT the Loan Agreement and Agreement of Loan Extension, both with a director of the Corporation, Seong-Mo Jeong. 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	-	41,477,382	61,477,382
Options(1)	10%	-	600,000	600,000
Warrants	n/a	-	0	0

(1) Options granted under the Corporation's stock option plan adopted July 15, 2014 (detailed below).

<u>Convertible Securities</u>

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 to 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 as to 25% every 3 months from the option grant date.

The Corporation has issued no warrants exercisable into Common Shares. As part of the Units comprising this Offering, the Corporation proposes to issue to the Subscribers warrants exercisable to purchase an aggregate of up to 10,000,000 Common Shares at an exercise price of $0.55 per share.

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	**$368,500**	
Total after Split(8)	Common Shares	**40,440,000**	n/a		
January 23, 2015(9)	Common Shares	1,037,382	0.50	518,691	Cash
TOTAL		**41,477,382**		**$887,191**	

(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 private placement.

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 a "**Warrant**"). Each whole Warrant shall be exercisable to purchase 1 additional Common Share at an exercise price of $0.55 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 of Directors 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

(a) To subscribe for the Units offered hereunder, you must complete and deliver to us on or before 4:30 p.m. on **Wednesday, May 6, 2015** (being two business days before the proposed Closing Date) or such other date as our Board of Directors may determine:

(i) a signed and completed Subscription Agreement;

(ii) a signed and completed Risk Acknowledgement in the form included as page 2 of the Subscription Agreement;

(iii) a wire transfer, cheque, money order or bank draft for the full amount of the subscription price payable to "**Orca Touchscreen Technologies Ltd.**"

(b) 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.

(c) 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 of Directors. 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:

(i) 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

(ii) the exemption afforded by Section 2.10 of NI 45-106 investors 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 advisers 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

Not applicable.

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 sold to subscribers introduced by the finders.

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 products 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 will be dependent upon advanced technologies which are susceptible to rapid technological change. There can be no assurance that the Products 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 could reach the market before ours, that similar products may be developed after the Products that include features more appealing to users, or that use advanced technology not incorporated in the Products. There is also a risk that consumers will not accept or adopt the Products. The occurrence of any of these events could decrease the amount of interest generated in the Products and prevent us from generating revenues or reduce the revenue generating potential of the Products.

Licensing Risk

*There are risks in our License Agreement with Sollensys in that Sollensys has experienced financial difficulties over the past 3 years. The Korean Institute for Advancement of Technology ("**KIAT**") filed a lawsuit against Sollensys for 460,000,000 Korean Won (approximately CAD $598,000 or US $412,620) to recover subsidies provided in 2011 for technology development. In January 2012, Sollensys suspended its operations due to a shortage of operating funds. As a consequence, Sollensys also suspended development and was unable to submit development status reports to KIAT. Sollensys formerly had a branch office in Shenzhen, China and a research and development center in San Jose, California. Although Sollensys is not currently operating its Korean manufacturing facility, its Chinese branch office or its San Jose research and development centre, it still owns the intellectual property. The Corporation's ability to generate revenues from the License Agreement is limited to exploitation of the intellectual property of Sollensys, such as sublicensing. The currency figures in this section are based on Bank of Canada exchange rates as at March 20, 2015, whereby 1 Korean Won equals CAD $0.001130 and USD $0.000897.*

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 touchscreens 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 begin generating revenue. We intend to offer our Products to a broad client base. We expect our products and services to compete with those of a number of well-established manufacturers and distributors of touchscreens such as Alps Electric Co., Ltd., Atmel Corporation, Cirque Corporation, Cypress Semiconductor Corporation, Synaptics Incorporated, 3M Company and Touch International, Inc.

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 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.

Even though we propose to acquire the Licensed Products from Sollensys who has protected the Licensed Products with various patents, trademarks and copyrights, there can be no assurance that other manufacturers will not develop similar technology or that Sollensys will continue to vigorously police and defend unauthorized use of the Licensed Technology and the Licensed Patents, measures which 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; (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 we intend to provide. 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.*

No Established Market for Shares Risk

There is currently no established trading market through which common shares in our authorized capital may be sold. Even if a trading market develops, there can be no assurance that such market will continue in the future. You may lose your entire investment.

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. The Corporation needs to raise $5,382,956 in further funds 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. 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. Accordingly, a substantial portion of the Corporations' business is 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 <u>6 months and 1 day</u> 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

<u>**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.**</u>

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 and MD&A for the period ended September 30, 2014;
- Schedule B our audited financial statements for the period from our incorporation on December 31, 2013 to December 31, 2013;
- 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 FINANCIALS and MD&A of
ORCA TOUCHSCREEN TECHNOLOGIES LTD.
to SEPTEMBER 30, 2014

[Inserted as the following pages]

ORCA TOUCHSCREEN TECHNOLOGIES LTD.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

PERIOD ENDED SEPTEMBER 30, 2014

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

ORCA TOUCHSCREEN TECHNOLOGIES LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

As at		September 30, 2014		December 31, 2013
ASSETS				
Current				
Cash	$	43,393	$	8,000
Receivables		5,555		-
Prepaid expenses		18,275		-
		67,223		8,000
Investment (Note 9)		112,080		-
Intangible assets (Note 4)		79,000		-
	$	258,303	$	8,000
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities (Note 6)	$	10,677	$	499
Loan payable		44,424		-
		55,101		499
Shareholders' equity				
Share capital (Note 5)		368,500		11,500
Share subscription		-		8,000
Reserve (Note 5)		104,252		-
Deficit		(269,550)		(11,999)
		203,202		7,501
	$	258,303	$	8,000

Nature of operations and going concern (Note 1)

Approved and authorized by the Board:

"/s/ Jong Myung Choi" Director
Jong Myung Choi

"/s/ Jong Hyub Choi" Director
Jong Hyub Choi

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

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ORCA TOUCHSCREEN TECHNOLOGIES LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

		For the three months ended September 30, 2014		For the nine months ended September 30, 2014
EXPENSES				
Consulting and management fees (Note 6)	$	12,000	$	36,378
Cost of going public		-		1,700
Filing and regulatory		8,012		28,152
General and administrative		6,061		11,976
Professional fees		27,568		73,843
Share-based payment (Notes 5 and 6)		104,252		104,252
Travel		1,250		1,250
Loss and comprehensive loss for the period		(159,143)	$	(257,551)
Basic and diluted loss per common share		(0.01)	$	(0.01)
Weighted average number of common shares outstanding	$	34,217,778	$	21,794,667

Comparative statements of loss and comprehensive loss for the three and nine month periods ended September 30, 2014 are not presented as the Company was incorporated on December 17, 2013.

ORCA TOUCHSCREEN TECHNOLOGIES LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

For the nine month period ended September 30,		2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$	(257,551)
Items not affecting cash		
Share based payments		104,252
Changes in non-cash working capital items:		
Receivables		(5,555)
Prepaid expenses		(18,275)
Accounts payable and accrued liabilities		10,178
		(166,951)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placements		357,000
Loan payable		44,424
Share subscription		(8,000)
		393,424
CASH FLOWS FROM INVESTING ACTIVITIES		
Intangible assets		(50,000)
Advance royalty payment		(29,000)
Investment in joint venture		(112,080)
		(191,080)
Change in cash during the period		35,393
Cash, beginning of period		8,000
Cash, end of period	$	43,393

Comparative statements of cash flow for the nine month periods ended September 30, 2014 are not presented as the Company was incorporated on December 17, 2013.

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ORCA TOUCHSCREEN TECHNOLOGIES LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Share capital										
	Number		Amount		Reserve		Share Subscription		Deficit		Total
Balance, December 31, 2013	9,200,000	$	11,500	$	-	$	8,000	$	(11,999)	$	7,501
Shares issued for cash pursuant to private placement - $0.08 to 0.40	23,240,000		157,000		-		(8,000)		-		149,000
Shares issued for cash pursuant to a private placement - $0.025	8,000,000		200,000		-		-		-		200,000
Share-based payments (Note 5)	-		-		104,252		-		-		104,252
Loss and comprehensive loss for the period	-		-		-		-		(257,551)		(257,551)
Balance, September 30, 2014	40,440,000	$	368,500	$	104,252	$	-	$	(269,550)	$	203,202

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS

Orca Touchscreen Technologies Ltd. (the "Company" or "Orca Touchscreen") was incorporated on December 31, 2013 under the *Business Corporation Act* of British Columbia. The head office of the Company is 1361 East 24th Street, North Vancouver, British Columbia, V7J 1R4.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Consolidation and Presentation

The condensed consolidated interim financial statements have been prepared on a historical cost basis in Canadian dollars, which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which an entity operates.

These condensed consolidated interim financial statements incorporate the financial statements of the Company and its wholly controlled subsidiary Orca Mobile Solutions Ltd. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The condensed consolidated interim financial statements include the accounts of the Company and its direct wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 27, 2014.

Going Concern

These condensed consolidated interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At September 30, 2014, the Company has not achieved profitable operations has accumulated losses of $269,550 since inception and expects to incur further losses in the development of its business, all of which cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

Use of Estimates and Judgments

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements are the classification of financial instruments and the going concern assumption.

2. BASIS OF PREPARATION *(cont'd)*

New standards, interpretations and amendments adopted

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at December 31, 2013. The accompanying unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2013.

Intangible assets:

Intangible assets consist of touchscreen technology and patent acquired externally and are recorded at cost less accumulated amortization and impairment losses.

Research costs are expensed as incurred. Development costs are expensed as incurred unless they meet certain criteria for deferral and amortization. The Company assesses whether it has met the relevant criteria for deferral and amortization at each reporting date.

Impairment of tangible and intangible assets:

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Accounting standards issued but not yet applied:

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended December 31, 2014:

- IFRS 9 — New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets[i]

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

3. PLAN OF ARRANGEMENT

On January 6, 2014, the Company entered into an arrangement agreement which included a statutory plan of arrangement (the “Arrangement”) with Gorilla Minerals Corp. (“Pubco”) and Orca Mobile Solutions Ltd. (“Orca Mobile”). Pubco was a reporting issuer in the provinces of Alberta and British Columbia. On closing of the Arrangement, the following transactions took place:

a) Orca Mobile acquired all the 10,000 issued and outstanding Orca Touchscreen pre-split common shares from Pubco (the “Purchase Shares”) for $10,000;

b) Orca Mobile and Orca Touchscreen exchanged securities on 1:1 basis, such that 8,010,000 pre-split common shares of Orca Mobile were exchanged by their holders for 8,010,000 pre-split common shares of Orca Touchscreen;

c) Pubco and Orca Touchscreen exchanged securities on a 1:1,000 basis, such that Pubco issued 4 Pubco common shares to Orca Touchscreen and Orca Touchscreen issued 4,000 Orca Touchscreen pre-split common shares to Pubco (collectively, the “Exchange Shares”); and

d) the Purchase Shares and the Exchange Shares were then cancelled.

Following closing of the Arrangement, the Company became a reporting issuer in Alberta and British Columbia.

Since this transaction resulted in the shareholders of Orca Mobile owning a majority of the issued and outstanding shares of the Company, this transaction was accounted for as a reverse acquisition.

The Arrangement was approved and completed on March 6, 2014, the date of the reverse takeover transaction. Accordingly, Orca Touchscreen’s results of operations have been included from March 6, 2014.

4. INTANGIBLE ASSETS (Note 6)

On May 12, 2014, the Company entered into an agreement with Sollensys Corporation (“Sollensys”), a company based out of South Korea. The Company acquired the Sollensys’ touchscreen sensor patent for $50,000 cash (paid); and entered into a patent and technology license agreement with Sollensys whereby the Company acquired an exclusive 6-year worldwide license to use all of Sollensys’ technology and patents. In consideration, the Company has agreed to pay a royalty of 10% on gross revenues from the patents and 80% of the net revenues received by the Company from the sale of Sollensys products sold by the Company. Royalty payments are due on the last day of December each year during the term and are payable as to $4,000 per month on the first day of each month beginning July 1, 2014 as a guaranteed advance payment of the royalty. Sollensys is a related party to the Company as its principal shareholder, senior officer and a director is Gwanje (Frank) Woo, CEO and President of the Company, and another of Sollensys’ senior officers and directors is Seong-Mo (Kevin) Jeong, a director of the Company.

During the period ended September 30, 2014, the Company has made $12,000 in Royalty payments to Sollensys pursuant to the terms of the agreement and has also advanced another $17,000 in Royalty payments to be applied towards future Royalty payments.

5. SHARE CAPITAL AND RESERVES

a) Authorized share capital

Unlimited number of common and preferred shares without par value.

b) Issued share capital

During the nine months ended September 30, 2014:

i. Completed a private placement whereby the Company issued 21,200,000 common shares at a price of $0.005 per common share for gross proceeds of $106,000.
ii. Completed a private placement whereby the Company issued 40,000 common shares at a price of $0.025 per common share for gross proceeds of $1,000.
iii. Pursuant to the Arrangement, the Company issued 9,200,000 common shares with a value of $0.00125 common share for a total value of $11,500.
iv. Completed a private placement whereby the Company issued 2,000,000 common shares at a price of 0.025 per common share for a total value of $50,000.
v. Pursuant to the Arrangement, cancelled 40,000 common shares.
vi. Completed a private placement whereby 8,000,000 common shares were issued for $0.025 per share for gross proceeds of $200,000;
vii. On July 11, 2014, the Company completed a four-for-one forward stock split. The Company executed the forward split using the push-out method whereby the shareholders kept the share certificates they currently held and the shareholders on record as of July 11, 2014 were issued additional shares. All references herein to numbers of shares and per-share amounts have been retroactively restated unless stated otherwise.

c) Escrow Agreement

Pursuant to an escrow agreement, 8,902,000 common shares of the Company were placed in escrow. The escrow shares are to be released at 10% on the listing date and an additional 15% every six months thereafter with the final tranche being released on June 13, 2017. As at September 30, 2014, 8,011,800 common shares of the Company are held in escrow with the next release of 1,335,300 common shares on December 13, 2014.

d) Stock options

On July 15, 2014, the Company adopted a stock option plan under which it is authorized to grant options to officers, directors, employees and consultants enabling them to acquire, in the aggregate, up to 10% of the issued and outstanding common stock of the Company. The options can be granted for a maximum of five years and vest as determined by the Board of Directors. The exercise price of each option granted may not be less than the greater of the closing market prices of the common shares on (i) the trading day prior to the date of grant and (ii) the date of grant, pursuant to Canadian Securities Exchange Policy 6.

On July 15, 2014, the Company granted stock options to a director and officers of the Company exercisable to purchase an aggregate of up to 600,000 common shares at an exercise price of $0.80 per share expiring on July 15, 2016. These stock options vest at 25% every three months following the date of grant with the first vesting on October 15, 2014. During the period ended September 30, 2014, the Company recorded share based payment charges of $104,252 on these stock options. The fair value of the options was determined using the Black Scholes option pricing model with the following assumptions – Risk-free interest rate of 1.1% Dividend yield of NIL; Expected volatility of 100%; Expected life of 2 years. Volatility was determined based on comparison to similar companies as the Company does not have enough history.

As at September 30, 2014, the Company has 600,000 stock options outstanding exercisable at $0.80 per share expiring on July 15, 2016. The weighted average remaining life of the 600,000 stock options is 1.79 years.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL AND RESERVES (cont'd)

d) Stock options (cont'd)

Details of stock options activities for the nine months ended September 30, 2014 is as follows:

	Number of options	Weighted Average Exercise Price
Balance outstanding, December 31, 2013	-	-
Granted	600,000	$0.80
Balance outstanding, September 30, 2014	600,000	$0.80
Balance exercisable September 30, 2014	150,000	$0.80

e) Warrants

No share purchase warrants outstanding.

f) Reserve

The Company's equity reserve is entirely comprised of share-based payments.

6. RELATED PARTY TRANSACTIONS (Note 4)

Related party transactions are comprised of services rendered by directors and/or officers of the Company and a company controlled by a former officer of the Company. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management personnel are the Chief Executive Officer, Chief Financial Officer, and Directors of the Company. The remuneration of the key management personnel is as follows:

- Paid or accrued management and consulting fees of $33,878.
- Share based payments of $104,252.

Included in accounts payable and accrued liabilities at September 30, 2014 is $3,500 (December 31, 2013: $Nil) due to an officer of the company for unpaid management fees and a director of the Company for director's fees.

On September 25, 2014, a director of the Company loaned US$40,000 to the Company to fund the proposed joint venture operation in Guatemala. The term of the loan is one month from the date of advancement of funds bears interest 25% per annum and is unsecured.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables, accounts payable and accrued liabilities and loans payable approximate their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2014, the Company had a cash balance of $43,393 to settle current liabilities of $10,677.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going developments of its technology, such capital to be derived from the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future development of its technology, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and the success of its technology. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents and short-term investments. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables consist mainly of GST receivable from the Government of Canada. The Company has been successful in recovering input tax credits and believes credit risk with respect to receivables to be insignificant.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(cont'd…)*

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at September 30, 2014, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk

The majority of the Company's planned business is conducted in South Korea in United States dollars. As such, the Company is exposed to foreign currency risk in fluctuations among the Canadian dollar and the US dollar. Fluctuations in the exchange rate among the Canadian dollar and the US dollar may have a material adverse effect on the Company's business and financial condition. Fluctuations do not have a significant impact on operating results.

c) Price risk

The markets for touchscreens 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 begin generating revenue.

8. CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the sale and distribution of its Products. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

9. LETTER OF INTENT

On September 30, 2014, the Company entered into a letter of intent with Sollensys and Mr. Carlos Fernando Rivers Sandoval, governing the proposed incorporation of a Guatemala joint venture company called Sollen-Mobile SA for the purpose of developing, manufacturing and marketing computer and telecommunications hardware and software. The initial paid-in capital of Sollen-Mobile is proposed to be US$300,000, of which the Company has advanced US$100,000 for its one-third share of the investment. The Company is currently working towards a definitive agreement for the project.

ORCA TOUCHSCREEN TECHNOLOGIES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR

THE PERIOD ENDED SEPTEMBER 30, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS
Dated November 21, 2014
for the Period ended September 30, 2014

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") dated November 21, 2014 of Orca Touchscreen Technologies Ltd (the "Company" or "Orca Touchscreen") has been prepared by management in accordance with the requirements of National Instrument 51-102. This MD&A should be read in conjunction with the condensed consolidated interim financial statements for the period ended September 30, 2014 and the audited financial statements as at December 31, 2013 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained in this MD&A is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this MD&A is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to our company or our management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued development of our technological property. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

COMPANY OVERVIEW

Background

Orca Touchscreen Technologies Ltd. was incorporated under the *Business Corporations Act* (British Columbia) on December 31, 2013. The head office of the Company is 1361 East 24th Street, North Vancouver, British Columbia, V7J 1R4.

By an arrangement agreement dated January 6, 2014 which included a statutory plan of arrangement (the "Arrangement") with Orca Mobile Solutions Ltd. ("Orca Mobile") and Gorilla Minerals Corp. ("Pubco"), the following transactions took place:

a) Orca Mobile acquired all the 10,000 issued and outstanding Orca Touchscreen common shares from Pubco (the "Purchase Shares") for $10,000;

b) Orca Mobile and Orca Touchscreen exchanged securities on 1:1 basis, such that 8,010,000 pre-spit common shares of Orca Mobile were exchanged by their holders for 8,010,000 pre-split common shares of Orca Touchscreen;

c) Pubco and Orca Touchscreen exchanged securities on a 1:1,000 basis, such that Pubco issued 4 Pubco common shares to Orca Touchscreen and Orca Touchscreen issued 4,000 Orca Touchscreen pre-split common shares to Pubco (collectively, the "Exchange Shares"); and

d) The Purchase Shares and the Exchange Shares were then cancelled.

The Arrangement was approved and completed on March 6, 2014. Following closing of the Arrangement, the Company became a reporting issuer in Alberta and British Columbia.

As this transaction resulted in the shareholders of Orca Mobile owning a majority of the issued and outstanding shares of the Company, this transaction is accounted for as a reverse acquisition.

Intellectual Property Acquisition Agreement and License Agreement

On May 12, 2014, the Company entered into an asset acquisition agreement with Sollensys Corporation ("Sollensys"), a South Korean corporation, whereby the Company acquired Sollensys' touchscreen sensor patent for $50,000 cash (paid); and entered into a patent and technology license agreement with Sollensys, whereby the Company acquired an exclusive 6-year worldwide license to use all of Sollensys' technology and patents. In consideration of the license, the Company agreed to pay a royalty of 10% of the gross revenues from the patents and 80% of the net revenues received by the Company from the sale of Sollensys products sold by the Company. Royalty payments are due on the last day of December each year during the term and are payable as to $4,000 per month on the first day of each month beginning July 1, 2014 as guaranteed advance payments of the royalty. Sollensys is a related party to the Company as its principal shareholder, senior officer and a director is Gwanje (Frank) Woo, CEO and President of the Company, and another of Sollensys' senior officers and directors is Seong-Mo (Kevin) Jeong, a director of the Company.

The business of Sollensys is the worldwide sale and distribution of touchscreen panels for mobile, medical, industrial and other applications. Sollensys has its headquarters in Gwang-Ju City, Korea, a research and development centre in San Jose, California, a factory in China, and a partnership factory in Guatemala. Sollensys has spent over $5,000,000 developing its capacitive touchscreen panel technology and manufacturing facilities. Founded in May 2010, Sollensys has been developing, manufacturing and selling touchscreen technology and providing related consulting services for almost four years. Capacitive touchscreens are the core of Sollensys' technology. Capacitive touchscreens use the human body as an electrical conductor and are made of an insulator such as glass covered by a transparent conductor. Capacitive technology is widely touted as the future of the touchscreen industry. Worldwide, 80% of mobile phones in 2012 employed this technology. In addition to capacitive touchscreen technology, Sollensys continues to develop new technology such as its S-Sensor and multi-touch, which will evolve from two-finger to unlimited interactivity. Sollensys believes that with the launch of Windows 8, the use of multi-touch will become a standard component of even the most traditional computing environments. Capacitive touchscreens rely on conductors imbedded onto a sheet of glass. When the display turns on, the conductors create an electrostatic field. Since the human body naturally holds an electrical charge, touching the display distorts the electrostatic field. From the distortion of the electrostatic field, the image processor calculates where the touch occurred.

On September 30, 2014, the company entered into a letter of intent with Sollensys and Mr. Carlos Fernando Rivers Sandoval, governing the proposed incorporation of a Guatemala joint venture company called Sollen-Mobile SA for the purpose of:

- Developing, manufacturing and marketing a smart and inexpensive way of allowing access to telecommunications technology to large masses of mobile phone users;
- Developing, manufacturing and marketing an inexpensive tablet or pad, allowing a large number of customers (especially those in education and business) to enjoy increased productivity; and
- Developing and implementing programs for computers and mobile applications to provide content to the above tablet or pad hardware.

The initial paid-in capital of Sollen-Mobile is proposed to be $300,000 (U.S.), with $100,000 (U.S.) to be contributed from each of (a) Orca Touchscreen in the form of cash; (b) Mr. Rivers Sandoval in the form of know-how; and (c) a yet-to-be-determined third investor as to cash. Each of Orca Touchscreen, Mr. Rivers Sandoval and the third investor is referred to as a partner.

The initial board of directors of Sollen-Mobile is to be composed of six members and three alternatives. Each partner has the right to appoint two directors and one alternative. The officers of Sollen-Mobile are proposed to be Mr. Rivers Sandoval as the chairman of the board of directors and legal representative, and Adrian Oh as the general manager and legal representative.

The head office and plant location of Sollen-Mobile is proposed to be Escuintla, Guatemala, specifically in the industrial park called Technopark, for logistical convenience and for tax advantages.

The letter of intent is governed by the laws of the Republic of Guatemala.

As at the date of this MD&A, the partners are currently working toward a definitive agreement for the project.

RESULTS OF OPERATIONS

During the three months ended September 30, 2014

The Company has not generated revenue to date and incurred a net loss of $159,143 during the three months ended September 30, 2014. Total expenses of $159,143 related primarily to professional fees in the amount of $27,568 in connection with general matters and $104,252 representing the fair value of the 600,000 stock options granted during the period to a director and officers of the Company.

During the nine months ended September 30, 2014

The Company has not generated revenue to date and incurred a net loss of $257,551 during the nine months ended September 30, 2014. Total expenses of $257,551 related primarily to professional fees, management fees and filing and regulatory fees incurred in connection with the completion of the plan of arrangement and the acquisition of the intellectual property and license agreement. Also included in the total expenses is $104,252 representing the fair value of the 600,000 stock options granted during the period to officers and a director of the Company.

On May 12, 2014, the Company entered into an asset acquisition agreement with Sollensys and acquired the Sollensys' touchscreen sensor patent for $50,000 cash, and entered into a patent and technology license agreement with Sollensys whereby the Company acquired a 6 year worldwide license to use all of Sollensys' technology and patents. In consideration for the license, the Company agreed to pay a royalty of 10% of gross revenues from the patents and 80% of the net revenues received by the Company from the sale of Sollensys products sold by the Company. Royalty payments are due on the last day of December each year during the term. and are payable as to 4,000 per month on the first day of each month beginning July 1, 2014 as guaranteed advance payments of the royalty.

During the period ended September 30, 2014, the Company has made $12,000 in royalty payments to Sollensys pursuant to the terms of the agreement and has also advanced another $17,000 to be applied towards future royalty payments.

There are no comparative figures for the three and nine months ended September 30, 2014 as the Company was incorporated on December 17, 2013.

SUMMARY OF QUARTERLY RESULTS

Results for the most recent completed financial quarter are summarized in the table below:

	2014 Q3	2014 Q2	2014 Q1	2013 Q4
Net Loss	$ 159,143	$ 71,051	$ 27,357	$ 11,999
Loss per Share	$ 0.01	$ 0.01	$ 0.01	$ 0.01
Total Assets	$ 258,303	$ 269,221	$ 91,321	$ 8,000
Working Capital (Deficit)	$ 12,122	$ 208,093	$ 87,144	$ 7,501

The 2013 Q4 has been restated to that of Orca Mobile.

LIQUIDTY AND CAPITAL RESOURCES

The Company had total assets of $258,303 as at September 30, 2014. The primary assets of the Company are cash of $43,393, investment of $112,080 towards a joint venture in Guatemala and intellectual property and license agreement carried at $79,000. As at September 30, 2014, the Company had working capital of $12,122.

On September 25, 2014, a director of the Company loaned US$40,000 to the Company to fund the proposed joint venture operation in Guatemala. The term of the loan is one month from the date of advancement of funds bears interest 25% per annum and is unsecured.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes that the Company will require additional working capital to meet its primary business objectives over the next 12 months.

Even though we plan to raise capital through equity or debt financing, we believe that the latter may not be a viable alternative for funding our operations as we do not have sufficient assets to secure any such debt financing. We anticipate that any additional funding will be in the form of equity financing from the sale of our common shares. However, we do not have any financing arranged and we cannot provide any assurance that we will be able to raise sufficient funds from the sale of our common shares to fund our operations or planned business development activities. In the absence of such financing, we will not be able to acquire further technology product interests. Even if we are successful in obtaining equity financing to expand our operations and to fund our business development activities, there is no assurance that we will obtain the funding necessary to acquire any additional further technology product interests. If we do not continue to obtain additional financing, we may be forced to abandon our business plan or technology product interests.

Modifications to our plans will be based on many factors, including the results of our new product acquisition plan, marketing plan and financing plan; negotiations with potential product suppliers and distribution partners;

the demand for touchscreen products worldwide; and the amount of available capital. Further, the extent to which we carry out our business plan is dependent upon the amount of financing available to us.

During the period ended September 30, 2014 the Company completed a private placement whereby 2,000,000 common shares were issued for $0.10 per share for gross proceeds of $200,000.

CAPITAL MANAGEMENT

The Company considers capital to be the elements of shareholders' equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the sale and distribution of its technology products. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

CONTINGENCIES

There are no contingent liabilities.

OFF-BALANCE SHEET ARRANGMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are comprised of services rendered by directors and/or officers of the Company and a company controlled by a former officer of the Company. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management personnel are the Chief Executive Officer, Chief Financial Officer, and Directors of the Company. The remuneration of the key management personnel is as follows:

- Paid or accrued management and consulting fees of $33,878.
- Share-based payments of $104,252.

Included in accounts payable and accrued liabilities at September 30, 2014 is $3,500 (December 31, 2013: $Nil) due to an officer of the company for unpaid management fees and a director of the Company for director's fees.

On September 25, 2014, a director of the Company loaned US$40,000 to the Company to fund the proposed joint venture operation in Guatemala. The term of the loan is one month from the date of advancement of funds bears interest 25% per annum and is unsecured.

SIGNIFICANT ACCOUNTING POLICIES

New accounting policies that the Company has adopted or expects to adopt are noted below (also disclosed in the annual December 31, 2013 financial statements):

Intangible assets:

Intangible assets consist of touchscreen technology and patent acquired externally and are recorded at cost less accumulated amortization and impairment losses.

Research costs are expensed as incurred. Development costs are expensed as incurred unless they meet certain criteria for deferral and amortization. The Company assesses whether it has met the relevant criteria for deferral and amortization at each reporting date.

Impairment of tangible and intangible assets:

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

<u>Accounting standards issued but not yet applied:</u>

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended December 31, 2014:

- IFRS 9 New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets(i)

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

RISKS AND UNCERTAINTIES

The Company's future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional costs, including the Company's ability to (i) create brand recognition for the Products; (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 the Company's business in the future, or will generate awareness of the Company's technologies or services. In addition, no assurance can be given that the Company will be able to manage the Company's advertising and promotional costs on a cost-effective basis.

Uninsured or Uninsurable Risk

Orca Touchscreen may become subject to liability for risks against which Orca Touchscreen cannot insure or against which the Company 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 the Company's usual business activities. Payment of liabilities for which Orca Touchscreen does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Conflicts of Interest Risk

Certain of the Company's 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 that Orca Touchscreen intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's 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 the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to Orca Touchscreen. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable Company's able to us.

Key Personnel Risk

The Company's success will depend on its directors and officers to develop the Company's business and manage its operations, and on the Company'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 the Company's 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 Orca Touchscreen will be able to attract or retain key personnel in the future, which may adversely impact the Company's operations.

Speculative Nature of Investment Risk

An investment in the Company's common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. Orca Touchscreen has 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. Orca Touchscreen is in the development and planning phases of its business and has not started commercialization of the Company's products and services. The Company's operations are not yet sufficiently established such that Orca Touchscreen can mitigate the risks associated with its planned activities.

No Established Market for Shares Risk

There is currently no established trading market through which common shares in the Company's authorized capital may be sold. Even if a trading market develops, there can be no assurance that such market will continue in the future. As a result, investors in the Company may lose their entire investment.

Liquidity and Future Financing Risk

Orca Touchscreen is in the development stage, has not started operating and has not generated any revenue. Orca Touchscreen will likely operate at a loss until the Company's business becomes established and Orca Touchscreen may require additional financing to fund future operations and expansion plans. Orca Touchscreen needs to raise further funds to carry out the Company's business plan, but Orca Touchscreen do not yet have a commitment from anyone to invest the funds. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that Orca Touchscreen will be successful in the Company's efforts to secure any additional financing or additional financing on terms satisfactory to the Company's management. If additional financing is raised by issuing common shares in the Company's authorized capital, control of the Company's company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, Orca Touchscreen may be required to scale back its business plan or cease operating.

Going-Concern Risk

Orca Touchscreen's financial statements 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. The Company's 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 Orca Touchscreen will be successful in completing 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 Orca Touchscreen 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. Orca Touchscreen will be dependent upon the capital markets to raise additional financing in the future, while Orca Touchscreen establish a user base for the Products. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, Orca Touchscreen is subject to liquidity risks in meeting the Company's 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 the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's common shares on the Canadian Securities Exchange (the "Exchange").

Dividend Risk

Orca Touchscreen has not paid dividends in the past and does not anticipate paying dividends in the near future. Orca Touchscreen expect to retain the Company's earnings to finance further growth and, when appropriate, retire debt.

Share Price Volatility Risk

It is anticipated that the Company's common shares will be listed for trading on the Exchange. As such, external factors outside of the Company's 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 the Company's common shares. Global stock markets, including the Exchange, 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.

Increased Costs of Being a Publicly Traded Company

As a company with publicly-traded securities, Orca Touchscreen will incur significant legal, accounting and filing fees not presently incurred. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase the Company's legal and financial compliance costs.

FINANCIAL INSTRUMENTS

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximates their fair value because of the short-term nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2014, the Company had a cash balance of $43,393 to settle current liabilities of $55,101.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future sale and distribution of its Products, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents and short-term investments. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables consist mainly of GST receivable from the Government of Canada. The Company has been successful in recovering input tax credits and believes credit risk with respect to receivables to be insignificant.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at September 30, 2014, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk

The majority of the Company's planned business is conducted in South Korea in United States dollars. As such, the Company is exposed to foreign currency risk in fluctuations among the Canadian dollar and the US dollar. Fluctuations in the exchange rate among the Canadian dollar and the US dollar may have a material adverse effect on the Company's business and financial condition. Fluctuations do not have a significant impact on operating results.

c) Price risk

The markets for touchscreens 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 begin generating revenue.

PROPOSED TRANSACTION

On September 30, 2014, the Company entered into a letter of intent with Sollensys and Mr. Carlos Fernando Rivers Sandoval, governing the proposed incorporation of a Guatemala joint venture company called Sollen-Mobile SA for the purpose of developing, manufacturing and marketing computer and telecommunications hardware and software. The initial paid-in capital of Sollen-Mobile is proposed to be US$300,000, of which the Company has advanced US$100,000 for its one-third share of the investment. The Company is currently working towards a definitive agreement for the project.

OTHER MD&A REQUIREMENTS

a) Additional information relating to the Company is on SEDAR at www.sedar.com.

b) Disclosure of Outstanding Share Data

   As at September 30, 2014 and as at the date of the MD&A the Company had 40,440,000 issued and outstanding common shares.

c) Share Purchase Options:

   As at September 30, 2014 and the date of the MD&A there are share purchase options outstanding to acquire up to 600,000 common shares at an exercise price of $0.80 per share expiring on July 15, 2016. These stock options vest at 25% every three months following the date of grant.

Schedule B

AUDITED FINANCIAL STATEMENTS of
ORCA TOUCHSCREEN TECHNOLOGIES LTD.
to DECEMBER 31, 2013

[Inserted as the following pages]

ORCA TOUCHSCREEN TECHNOLOGIES LTD.

FINANCIAL STATEMENTS

December 31, 2013

(Expressed in Canadian Dollars)

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Directors of:
Orca Touchscreen Technologies Ltd.

We have audited the accompanying financial statements of Orca Touchscreen Technologies Ltd., which comprise the statements of financial position as at December 31, 2013, the statements of loss and comprehensive loss, the statement of changes in shareholders' deficiency and the statement of cash flows for the period ended December 31, 2013, and a summary of significant accounting policies and other explanatory information for the period then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Orca Touchscreen Technologies Ltd. as at December 31, 2013, and the results of its operations and cash flows for the period ended December 31, 2013 in accordance with International Financial Reporting Standards.

Emphasis of Matters

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that Orca Touchscreen Technologies Ltd. is dependent on continued financing in order to fund its operations. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Charlton & Company"

CHARTERED ACCOUNTANTS

Vancouver, BC
March 6, 2014

ORCA TOUCHSCREEN TECHNOLOGIES LTD.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	December 31, 2013
ASSETS	
Current	
Cash	$ 1
	$ 1
LIABILITIES	
Current	
Accrued liabilities	$ 1,700
	1,700
SHAREHOLDERS' DEFICIENCY	
Share capital (Note 5)	1
Deficit	(1,700)
	(1,699)
	$ 1

Nature and Continuance of Operations (Note 1)
Subsequent Event (Note 7)

Approved and authorized for issue on behalf of the Board on March 6, 2014:

"John Bevilacqua"
Director

"Jacques Martel"
Director

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

ORCA TOUCHSCREEN TECHNOLOGIES LTD.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
For the period ended December 31, 2013 (Date of Incorporation)
(Expressed in Canadian Dollars)

	For the period ended December 31, 2013
Administrative expense	
Accounting and audit fees	$ 1,700
Net loss and comprehensive loss for the period	$ (1,700)
Basic and diluted loss per share	$ (0.17)
Weighted average number of common shares outstanding	-

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

ORCA TOUCHSCREEN TECHNOLOGIES LTD.
STATEMENT OF CASH FLOWS
For the period ended December 31, 2013 (Date of Incorporation)
(Expressed in Canadian Dollars)

	For the period ended December 31, 2013
Operating Activities	
Net loss for the period	$ (1,700)
Changes in non-cash working capital item related to operations:	
Accrued liabilities	1,700
Cash used in operating activities	-
Financing Activity	
Shares issued for cash	1
Increase in cash during the period	1
Cash, beginning of the period	-
Cash, end of the period	$ 1
Supplemental Disclosure of Cash Flow Information:	
Cash paid during the period:	
Interest	$ -
Income taxes	$ -

ORCA TOUCHSCREEN TECHNOLOGIES LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
For the period ended December 31, 2013 (Date of Incorporation)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Total
Shares issued for cash at $0.0001	10,000	$ 1	$ -	$ 1
Loss for the period	-	-	(1,700)	(1,700)
Balance, December 31, 2013 (date of incorporation)	10,000	$ 1	$ (1,700)	$ (1,699)

1. Nature and Continuance of Operations

Orca Touchscreen Technologies Ltd. (the "Company") was incorporated on December 31, 2013 under the Business Corporation Act of British Columbia. The head office of the Company is Suite 1820 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

The Company is a wholly-owned subsidiary of Gorilla Minerals Corp ("Gorilla") and was formed for the purpose of an arrangement agreement (the "Arrangement Agreement") among the Company, Orca Mobile Solutions Ltd. ("Orca Mobile") and Gorilla. See subsequent event Note 8.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2013, the Company has not generated any revenues from operations, and has a working capital deficit of $1,699, and an accumulated deficit of $1,700. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

2. Basis of Preparation

Statement of Compliance

These financial statements for the period ended December 31, 2013, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

The financial statements have been prepared on an accrual basis and are based on historical costs.

The financial statements are presented in Canadian dollars which is also the Company's functional currency.

2. Basis of Preparation–(cont'd)

Significant Estimates and Assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant Judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment in applying the Company's financial statements is the classification of financial instruments and the going concern assumption.

3. Significant Accounting Policies

The significant accounting policies used in the preparation of these financial statements set out below have been applied consistently in all material respects.

Basic and Diluted Loss Per Share

Basic losses per share are computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted losses per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. No potentially dilutive securities were issued during the period. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

3. Significant Accounting Policies – (cont'd)

Financial Instruments – (cont'd)

At initial recognition, the Company classifies its financial assets in the following three categories depending on the purpose for which the instruments were acquired: Financial assets at fair value through profit or loss ("FVTPL"), available for sale ("AFS") financial assets or loans and receivable.

The Company has classified its cash as loans and receivable.

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. Financial assets are impaired when one or more events that occurred after the initial recognition of the financial asset have been impacted.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at FVTPL or other financial liabilities, as appropriate.

The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value.

The Company's financial liabilities include accrued liabilities. Subsequent to initial recognition, accrued financial liabilities are measured at amortized cost using the effective interest method. All are classified as other financial liabilities.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of the available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen.

The Company does not have any derivative financial assets or liabilities.

Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

3. Significant Accounting Policies – (cont'd)

Income taxes – (cont'd)

Deferred income tax

Deferred income tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Accounting standards issued but not yet applied

The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new standards and does not anticipate any material changes to the financial statements upon adoption of these new and revised accounting pronouncements.

- IAS 32 – *Offsetting financial assets and financial liabilities* (effective January 1, 2014) has been amended to clarify the conditions under which an entity may offset financial assets and financial liabilities.

- IFRS 9 – *Financial Instruments* (effective January 1, 2015) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.

4. Share Capital

a) Authorized

Unlimited common shares, without par value.

b) Issued

On December 31, 2013, the Company issued 10,000 common shares at a price of $0.0001 per share for a total of $1 to Gorilla Minerals Corp. (Note 1).

5. Financial Instruments

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Fair value

The carrying value of cash amounts, and accrued liabilities approximated their fair value because of the relatively short-term nature of these instruments.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

5. Financial Instruments– (cont'd)

The Company intends to meet its current obligations in the following year with funds to be raised through private placements, shares for debt, loans and related party loans.

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

Fair value through profit and loss:	**December 31, 2013**
Cash	$ 1

Financial liabilities included in the statement of financial position are as follows:

	December 31, 2013
Non-derivative financial liabilities:	
Accrued liabilities	$ 1,700
	$ 1,700

Fair value

The fair value of the cash and accrued liabilities approximates their carrying amounts, due to the short-term maturities of these instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at December 31, 2013:

	Level 1	**Level 2**	**Level 3**
Cash	$ 1	$ -	$ -

(Expressed in Canadian Dollars) – Page 7

6. Capital risk management

The Company defines its capital as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the development stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

The Company expects its capital resources, which include a share offering, will be sufficient to carry its research and development plans and operations through its current operating period.

The Company is not subject to externally imposed capital requirements.

7. Income Taxes

(a) Current Income Taxes

A reconciliation of income taxes at statutory rates is as follows:

		December 31, 2013
Net loss for the period	$	(1,700)
Expected tax recovery at a combined federal and provincial rate of 25.00%		(425)
Tax benefit not recognized		425
Deferred income tax recovery	$	–

(b) Deferred Taxes

Significant components of the Company's deferred income tax assets (not recognized) after applying enacted corporate income tax rates are as follows:

		December 31, 2013
Non-capital loss carry forwards	$	425
Net deferred income tax asset not recognized	$	425

7. Income Taxes

At December 31, 2013, management considers that it is not “more likely than not” that these losses will be utilized and accordingly a full valuation allowance has been recognized against these losses.

At December 31, 2013, the Company has Canadian non-capital losses of $1,700 which, if not utilized to reduce income in future periods, expire through 2033.

8. Subsequent Event

a) On January 6, 2014, the Company entered into an Arrangement Agreement with Gorilla and Orca Mobile. Gorilla is a reporting issuer in the provinces of Alberta and British Columbia.

The parties have agreed to reorganize their business by way of a plan of arrangement to be carried out under the provisions of the Business Corporations Act (British Columbia). As a part of the Arrangement Agreement, the following transactions took place:

i. Orca Mobile acquired all the 10,000 issued and outstanding Orca Touchscreen common shares from Gorilla (the “Purchase Shares”) for $10,000,

ii. Orca Mobile and Orca Touchscreen exchanged securities on 1:1 basis, such that 8,010,000 common shares of Orca Mobile were exchanged by their holders for 8,010,000 common shares of Orca Touchscreen;

iii. Gorilla and Orca Touchscreen exchanged securities on a 1:1,000 basis, such that Gorilla issued 4 Gorilla common shares to Orca Touchscreen and Orca Touchscreen issued 4,000 Orca Touchscreen common shares to Gorilla (collectively, the “Exchange Shares”); and

iv. The Purchase Shares and the Exchange Shares were then cancelled.

Following closing of the Arrangement, the Company became a reporting issuer in Alberta and British Columbia.

Since this transaction resulted in the shareholders of Orca Mobile owning a majority of the issued and outstanding shares of the Company, this transaction will be accounted for as a reverse acquisition.

The above transaction was approved and completed on March 6, 2014.

b) On February 28, 2014, the Company closed a non-brokered private placement of 5,700,000 shares at $0.02 per share for gross proceeds of $114,000.

c) On March 3, 2014, the Company closed a non-brokered private placement of 10,000 shares at $0.10 per share for gross proceeds of $1,000.

Schedule C

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

[Inserted as the following pages]

ORCA MOBILE SOLUTIONS LTD.

FINANCIAL STATEMENTS

December 31, 2013

(Stated in Canadian Dollars)

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Directors of:
Orca Mobile Solutions Ltd.

We have audited the accompanying financial statements of Orca Mobile Solutions Ltd., which comprise the statements of financial position as at December 31, 2013, the statements of loss and comprehensive loss, the statement of changes in shareholders' deficiency and the statement of cash flows for the period from date of incorporation December 17, 2013 to December 31, 2013, and a summary of significant accounting policies and other explanatory information for the period then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Orca Mobile Solutions Ltd. as at December 31, 2013, and the results of its operations and cash flows for the period from date of incorporation December 17, 2013 to December 31, 2013 in accordance with International Financial Reporting Standards.

Emphasis of Matters

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that Orca Mobile Solutions Ltd. is dependent on continued financing in order to fund its operations. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Charlton & Company"

CHARTERED ACCOUNTANTS

Vancouver, BC
March 13, 2015

ORCA MOBILE SOLUTIONS LTD.
STATEMENT OF FINANCIAL POSITION
December 31, 2013
(Stated in Canadian Dollars)

	2013
ASSETS	
Current	
Cash	$ 8,000
	$ 8,000
LIABILITIES	
Current	
Accounts payable	$ 499
	499
SHAREHOLDER'S EQUITY	
Share capital (Note 4)	11,500
Share subscription (Note 4)	8,000
Deficit	(11,999)
	7,501
	$ 8,000

Nature and Continuance of Operations (Note 1)
Subsequent Event (Note 8)

Approved and authorized for issue on behalf of the Board on March 13, 2015:

"/s/ Jong Myung Choi"

Jong Myung Choi, sole director

ORCA MOBILE SOLUTIONS LTD.

STATEMENT OF LOSS AND COMPREHENSIVE LOSS

For the period ended from December 17, 2013 (Date of Incorporation) to December 31, 2013

(Stated in Canadian Dollars)

	2013
Administrative expense	
Professional fees	$ 11,999
Net loss and comprehensive loss for the period	$ 11,999
Basic and diluted loss per share	$ (0.01)
Weighted average number of common shares outstanding	2,300,000

ORCA MOBILE SOLUTIONS LTD.
STATEMENT OF CASH FLOWS
For the period ended from December 17, 2013 (Date of Incorporation) to December 31, 2013
(Stated in Canadian Dollars)

	2013
Operating Activities	
Net loss for the period	$ (11,999)
Changes in non-cash working capital item related to operations:	
Accounts payable	499
Cash used in operating activities	(11,500)
Financing Activities	
Shares issued for cash	11,500
Share subscription	8,000
Cash provided by financing activities	19,500
Increase in cash during the period	8,000
Cash, beginning of the period	-
Cash, end of the period	$ 8,000
Supplemental Disclosure of Cash Flow Information:	
Cash paid during the period:	
Interest	$ -
Income taxes	$ -

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

ORCA MOBILE SOLUTIONS LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
For the period ended from December 17, 2013 (Date of Incorporation) to December 31, 2013
(Stated in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscription	Deficit	Total
Shares issued for cash at $0.005	2,300,000	$ 11,500	$ -	$ -	$ 11,500
Share subscription received	-	-	8,000	-	8,000
Loss for the period	-	-	-	(11,999)	(11,999)
Balance, December 31, 2013	2,300,000	$ 11,500	$ 8,000	$ (11,999)	$ 7,501

1. Nature and Continuance of Operations

Orca Mobile Solutions Ltd. (the "Company" or "Orca Mobile") was incorporated on December 17, 2013 under the Business Corporation Act of British Columbia. The head office of the Company is Suite 2101 – 1455 Howe Street, Vancouver, British Columbia, V6Z 1C2.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2013, the Company has not generated any revenues from operations, and an accumulated deficit of $11,999. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

2. Basis of Preparation

Statement of Compliance

These financial statements for the period ended December 31, 2013, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

The financial statements have been prepared on an accrual basis and are based on historical costs.

The financial statements are presented in Canadian dollars which is also the Company's functional currency.

Significant Estimates and Assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

2. Basis of Preparation–(cont'd)

Significant Estimates and Assumptions – (cont'd)

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant Judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements is the classification of financial instruments and the going concern assumption.

3. Significant Accounting Policies

The significant accounting policies used in the preparation of these financial statements set out below have been applied consistently in all material respects.

Cash

The Company's cash consists of amounts held in trust.

Basic and Diluted Loss Per Share

Basic losses per share are computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted losses per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. No potentially dilutive securities were issued during the period. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial assets in the following three categories depending on the purpose for which the instruments were acquired: Financial assets at fair value through profit or loss ("FVTPL"), available for sale ("AFS") financial assets or loans and receivable.

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. Financial assets are impaired when one or more events that occurred after the initial recognition of the financial asset have been impacted.

3. Significant Accounting Policies – (cont'd)

Financial Instruments – (cont'd)

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The Company's financial assets include cash and is classified as loans and receivable.

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at FVTPL or other financial liabilities, as appropriate.

The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value.

The Company's financial liabilities include accounts payable. Subsequent to initial recognition, accrued financial liabilities are measured at amortized cost using the effective interest method. All are classified as other financial liabilities.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of the available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen.

The Company does not have any derivative financial assets or liabilities.

Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

3. Significant Accounting Policies – (cont'd)

Income taxes – (cont'd)

Deferred income tax

Deferred income tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Accounting standards issued but not yet applied

The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new standards and does not anticipate any material changes to the financial statements upon adoption of these new and revised accounting pronouncements.

- IAS 32 – *Offsetting financial assets and financial liabilities* (effective January 1, 2014) has been amended to clarify the conditions under which an entity may offset financial assets and financial liabilities.

- IFRS 9 – *Financial Instruments* (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.

4. Share Capital

a) Authorized

Unlimited common shares, without par value.

b) Issued

On December 17, 2013, the Company issued 2,300,000 common shares at a price of $0.005 per share for a total of $11,500.

4. Share Capital – (cont'd)

c) Share subscription

As at December 31, 2013, the Company received $8,000 towards a private placement of $0.02 per share which was completed on February 28, 2014.

5. Financial Instruments

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Fair value

The carrying value of cash and accounts payable approximated their fair value because of the relatively short-term nature of these instruments.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The Company intends to meet its current obligations in the following year with funds to be raised through private placements, shares for debt, loans and related party loans.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

6. Capital risk management

The Company defines its capital as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its technologies and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the development stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

The Company expects its capital resources, which include a share offering, will be sufficient to carry its research and development plans and operations through its current operating period.

The Company is not subject to externally imposed capital requirements.

7. Income Taxes

The difference between tax expense for the periods and the expected income taxes based on the statutory tax rate arises as follows:

		December 31, 2013
Net loss for the period	$	(11,999)
Expected tax recovery at a combined federal and provincial rate of 25.00%		(3,000)
Tax benefit not recognized		3,000
Deferred income tax recovery	$	–

Effective December 1, 2013, the British Columbia provincial tax rate and the Canadian Federal corporate tax rate remained at 11% and 15% respectively.

(Stated in Canadian Dollars) – Page 7

7. Income Taxes – cont'd

No deferred tax asset has been recognized in respect of the following losses and temporary differences as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered:

		December 31, 2013
Non-capital loss carry forwards	$	3,000
Unrecognized deferred tax assets		(3,000)
Net deferred income tax asset not recognized	$	-

Management had determined that the realization of the potential income tax benefits related to the non-capital losses is uncertain at this time, and cannot be viewed as more likely than not. Accordingly, the Company has recorded the potential deferred income tax asset.

At December 31, 2013, the Company has Canadian non-capital losses of $11,999 which, if not utilized to reduce income in future periods, expire through 2033.

8. Subsequent Event

On January 6, 2014, Orca Mobile entered into an arrangement agreement which included a statutory plan of arrangement (the "Arrangement") with Gorilla Minerals Corp. ("Pubco") and Orca Touchscreen Technologies Ltd. ("Orca Touchscreen"). Pubco was a reporting issuer in the provinces of Alberta and British Columbia. On closing of the Arrangement, the following transactions took place:

a) Orca Mobile acquired all the 10,000 issued and outstanding Orca Touchscreen pre-split common shares from Pubco (the "Purchase Shares") for $10,000;

b) Orca Mobile and Orca Touchscreen exchanged securities on 1:1 basis, such that 8,010,000 pre-split common shares of Orca Mobile were exchanged by their holders for 8,010,000 pre-split common shares of Orca Touchscreen;

c) Pubco and Orca Touchscreen exchanged securities on a 1:1,000 basis, such that Pubco issued 4 Pubco common shares to Orca Touchscreen and Orca Touchscreen issued 4,000 Orca Touchscreen pre-split common shares to Pubco (collectively, the "Exchange Shares"); and

d) the Purchase Shares and the Exchange Shares were then cancelled.

Following closing of the Arrangement, Orca Touchscreen became a reporting issuer.

On March 6, 2014, the transaction was approved and completed. 8,010,000 common shares, which included 5,710,000 common shares issued subsequent to the year end were exchanged to Orca Touchscreen shares on a 1:1 basis.

Item 13. Date and Certificate

Dated: March 27, 2015

This Offering Memorandum does not contain a misrepresentation.

"/s/ GwanJe Woo"

GwanJe Woo
President and Chief Executive Officer

"/s/ Jong Myung Choi"

Jong Myung Choi
Chief Financial Officer and a Director

"/s/ Jong Hyub Choi"

Jong Hyub Choi
Director

"/s/ Seong-Mo Jeong"

Seong-Mo Jeong
Director