

**Form 45-106F6**  
**British Columbia Report of Exempt Distribution**

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

**Orca Touchscreen Technologies Ltd.**

- the issuer's website address; and

**www.orcatouchscreen.com**

- the address, telephone number and email address of the issuer's head office.

**1500- 701 West Georgia Street, Vancouver, BC V7Y 1C6**

**Telephone: (604) 601.8504**

**Email: cfo@orcatouchtech.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The issuer is a reporting issuer in Alberta, British Columbia and Ontario.**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- |                                                         |                                                             |
|---------------------------------------------------------|-------------------------------------------------------------|
| <input type="checkbox"/> Bio-tech                       | Mining                                                      |
| Financial Services                                      | <input type="checkbox"/> exploration/development            |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                         |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and                            |
| <input type="checkbox"/> gas Forestry                   | <input type="checkbox"/> Real                               |
| estate                                                  |                                                             |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input checked="" type="checkbox"/> <b>Other (describe)</b> |
|                                                         | <b>Touchscreen components for mobile devices</b>            |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

| Information about insiders and promoters                   |                                                                                                            |                                                                                                                                                                                           |                                                                                                                                                                                                 |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Full name, municipality and country of principal residence | All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities) | Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution | Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$) |
| <b>Not applicable.</b>                                     |                                                                                                            |                                                                                                                                                                                           |                                                                                                                                                                                                 |

#### Details of distribution

##### Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**April 18, 2016**

##### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

**“Units”, each consisting of one common share and half of one warrant**

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

**1,471,150 Units consisting of 1,471,150 common shares and 735,575 whole warrants exercisable to purchase an additional 735,575 common shares at a price of \$0.40 per share for a period of 5 years until April 18, 2021.**

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

**Not applicable**

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

| Each Canadian and foreign jurisdiction where purchasers reside        | Number of purchaser | Price per security (Canadian \$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|-----------------------------------------------------------------------|---------------------|-----------------------------------------------|-----------------------------------------------------------------------------|
| Germany                                                               | 1                   | \$0.30                                        | \$441,345.00                                                                |
| Total number of Purchasers                                            | 1                   |                                               |                                                                             |
| Total dollar value of distribution in all jurisdictions (Canadian \$) |                     |                                               | <b>\$441,345.00</b>                                                         |

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

| Information about non-individual purchasers                                          |                                                                               |                                         |                                    |                     |                                   |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------|------------------------------------|---------------------|-----------------------------------|
| Full name and address of purchaser and name and telephone number of a contact person | Indicate if the purchaser is an insider (I) of the issuer or a registrant (R) | Number and type of securities purchased | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| <b>Not applicable.</b>                                                               |                                                                               |                                         |                                    |                     |                                   |

## Commissions and finder's fees

## Item 9: Commissions and finder's fees

| Full name and address of the person being compensated                                                                                   | Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R) | Compensation paid or to be paid (cash and/or securities) |                                      |                                  |                                                           |                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------|----------------------------------|-----------------------------------------------------------|--------------------------------------------------|
|                                                                                                                                         |                                                                                              | Cash (Canadian \$)                                       | Securities                           |                                  |                                                           | Total dollar value of compensation (Canadian \$) |
|                                                                                                                                         |                                                                                              |                                                          | Number and type of securities issued | Price per security (Canadian \$) | Exemption relied on and date of distribution (yyyy-mm-dd) |                                                  |
| <b>Pacific Asia Capital Pvt. Ltd.</b><br>60 Paya Lebar Road,<br>#12-55 Paya Lebar Square,<br>Singapore 409051<br>Attn: Benjamin Anthony | No.                                                                                          | \$88,269.00                                              | N/A                                  | N/A                              | N/A                                                       | \$88,269.00                                      |

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Dated: **April 18, 2016**

**Orca Touchscreen Technologies Ltd.**

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Name of issuer (please print)

**Michael Malana, Chief Financial Officer (604) 601.8504**

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Print name, title and telephone number of person signing

/s/ "Michael Malana"

X \_\_\_\_\_  
Signature

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2 Telephone:  
(604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581