**Form 9**

**NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES**
(or securities convertible or exchangeable into listed securities[1])

Name of CSE Issuer: **Orca Touchscreen Technologies Ltd. (the "Issuer")**

Trading Symbol: **OAA**

Date: **February 15, 2016**

Is this an updating or amending Notice: ☒ **Yes** ☐ **No**

If yes provide date(s) of prior Notices: **February 12, 2016.**

Issued & Outstanding Securities of Issuer Prior to Issuance: **53,554,478 common shares**

Date of News Release Announcing Private Placement: **February 12, 2016.**

Closing Market Price on Day Preceding the Issuance of the News Release: **$0.03.**

**1. <u>Private Placement proposed to close on February 16, 2016 as determined by the directors (rather than March 28, 2016)</u>**

| **Full Name & Residential Address of Placee** (City & Province) | **No. of Securities Purchased or to be Purchased (Units)** | **Purchase price per Security (CAD)** | **Conversion Price** | **Prospectus Exemption** | **No. of Shares, directly or indirectly, Owned, Controlled or Directed** | **Payment Date[(1)]** (dd/mmm/yyyy) | **Relation-ship to Issuer[(2)]** |
|---|---|---|---|---|---|---|---|
| Andreas Braunegger<br>Denklingen, Germany | 300,000 | $0.30 | $0.40 | NI 45-106, s.2.9 | 200,000 | 08Feb2016 | None |
| Josef Montag<br>Schlenwig-Hostein, Germany | 74,190 | $0.30 | $0.40 | NI 45-106, s.2.9 | 118,494 | $17,535.39 02Mar2015<br>$4,721.71 12Mar2015 | None |
| Sabine Muench<br>Nordhausen, Germany | 150,000 | $0.30 | $0.40 | NI 45-106, s.2.9 | 350,000 | 04Feb2016 | None |
| **TOTAL:** | **524,190** | | | | | | |

*(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds, etc. Indicate if the placement funds have been placed in trust pending receipt of all necessary approvals.*

*(2) Indicate if Related Person.*

1. Total amount of funds to be raised: **$157,257.10.**

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **The proceeds will be used for general working capital purposes.**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **Of the total proceeds, it is proposed that management salaries for the next 12 months totalling $127,000 be paid, of which $114,000 shall be paid to Related**

**Persons at monthly rates of $2,500 to CEO Gwanje Woo, $4,000 to CFO Michael Malana and $1,000 to each of the three directors of the Issuer.**

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **Not applicable.**

5. Description of securities to be issued:

   (a) Class: **Units, each Unit comprised of 1 Common Share and 1/2 Warrant**

   (b) Number: **524,190 Units, comprising 524,190 Common Shares and 262,095 Warrants to Purchase up to an additional 262,095 Common Shares**

   (c) Price per security: **$0.30 per Unit**

   (d) Voting rights: **Yes, but only as to Common Shares comprising the Units and Common Shares issuable upon exercise of the Warrants**

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

   (a) Number**: 262,095 whole Warrants.**

   (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **262,095 Common Shares**

   (c) Exercise price: **$0.40.**

   (d) Expiry date: **5 years from the issuance date of Warrants.**

7. Provide the following information if debt securities are to be issued: **Not applicable.**

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **Finder's fee in cash of up to 20% of the Units purchased by Subscribers introduced by finders to the Issuer.**

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **Pacific Asia Capital Pvt. Ltd. of 60 Paya Lebar Road, #12-55 Paya Lebar Square, Singapore 409051, controlled by Benjamin Anthony.**

   (b) Cash: **$31,451.42 (being 20% of the total proceeds)**
   (c) Securities: **Nil.**
   (d) Other: **Nil.**
   (e) Expiry date of any options, warrants etc.: **Not applicable.**

   (f) Exercise price of any options, warrants etc.: **Not applicable.**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. **The Finder is not a Related Person.**

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

    **The Shares shall be subject to a special hold period of 6 months and 1 day, commencing the closing date of the Private Placement.**

11. State whether the private placement will result in a change of control. **Not applicable.**

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders: **Not applicable.**

13. Each purchaser has been advised of the applicable securities legislation restriction or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102. See Item 10

## 2. Acquisition

**Not applicable.**

## Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: **February 15, 2016**

*/s/ "Michael Malana"*

**Michael Malana**
Chief Financial Officer