



## ORCA TOUCHSCREEN ENTERS INTO LETTER OF INTENT WITH CULTIVATOR CATALYST CORP.

Vancouver, B.C., December 5, 2017 – Orca Touchscreen Technologies Ltd. (CSE:OAA, FSE:6OT, OTC-Pink:ORTFF) (the “Company”) is pleased to announce that it has entered into a letter of intent dated December 4, 2017 (the “LOI”) with Cultivator Catalyst Corp. (“CCC” and together with the Company, the “Parties” and each a “Party”), a private Canadian company, regarding a proposed transaction pursuant to which the Company will acquire all of the issued and outstanding securities of CCC by way of a three cornered amalgamation transaction (the “Transaction”). The Parties will conduct due diligence with a view to negotiating the terms of a definitive agreement (the “Definitive Agreement”) by January 31, 2018 (or such other date as agreed to by the Parties) in order to complete the Transaction.

### About Cultivator Catalyst Corp.

CCC wholly owns THC Dispensaries Canada Inc. (“THC Inc”) an Authorized Licensed Producer in Nova Scotia under Canada’s Access to Cannabis for Medical Purposes Regulations. CCC plans on operating a diversified mix of low cost licensed cannabis production facilities across Canada and other jurisdictions in the coming years. These additional facilities will be achieved through a mixture of acquisitions and organic growth. Moreover, CCC will integrate a complimentary platform of technologies and services targeted at both the Canadian and international cannabis markets.

### The Transaction

Subject to the execution of a Definitive Agreement, the Company proposes to acquire all of the issued and outstanding common shares in the capital of CCC (“CCC Common Shares”) and securities of CCC convertible into CCC Common Shares in exchange for common shares in the capital of the Company (the “Payment Shares”) pursuant to an exchange ratio to be negotiated between the Parties (the “Exchange Ratio”). In addition, all of the outstanding common share purchase warrants of CCC will, subject to the rules of the Canadian Securities Exchange (the “CSE”), be exchanged for common share purchase warrants of the Company based on the Exchange Ratio to be negotiated between the Parties.

Prior to the closing of the proposed Transaction and subject to the rules of the CSE, the Company may complete a consolidation of its common shares on the basis of one (1) new common share in the capital of the Company for not more than fifty (50) old common shares (the “Consolidation”).

CCC has completed several private placement financings and has sufficient working capital to carry out its business objectives for the first 12 months after the closing of the Transaction.

The Transaction is conditional upon, among other things:

- (i) the Parties will have received all necessary regulatory and third-party consents, approvals and authorizations as may be required in respect of the Transaction, including, but not limited to, acceptance of the Transaction by CSE;
- (ii) completion of due diligence to the satisfaction of the Parties;

- (iii) approval by the board of directors of each of the Company and CCC to the final terms and conditions of the Transaction as set forth in the Definitive Agreement and all other necessary matters related thereto prior to the signing of the Definitive Agreement;
- (iv) approval by the board of directors of each of the Company and CCC of the Definitive Agreement and the execution of the Definitive Agreement, such Definitive Agreement so executed being the Definitive Agreement approved;
- (v) completion of all matters, and the satisfaction of all conditions (unless waived in writing by the applicable Party), under the Definitive Agreement and any applicable transactional agreements, required to be completed or satisfied on or before closing of the Transaction;
- (vi) the shareholders of each of the Company and CCC will have approved the Transaction and any and all matters in connection therewith pursuant to applicable laws and the rules and policies of the CSE; and
- (vii) completion by the Company of the Consolidation, if any, and any additional reorganizational transactions that may be agreed upon between the Parties acting reasonably.

In connection with the Transaction and subject to approval by the shareholders of the Company, it is intended that the Company will be re-named as the Parties may reasonably agree upon and as is acceptable to the CSE and the registrar (the “**Resulting Entity**”). Upon completion of the Transaction the Resulting Entity will carry on the business currently conducted by CCC and will cease to carry on the business currently being conducted by the Company. It is also intended that concurrent with the closing of the Transaction, the board of directors of the Company will be reconstituted.

#### **Additional Information**

Further details regarding the proposed Transaction and the Resulting Entity will be provided in a comprehensive news release if and when the Parties enter into a Definitive Agreement. If completed, the Transaction will constitute a “Fundamental Change” pursuant to CSE policies.

The Definitive Agreement will incorporate the principal terms of the Transaction described herein and in the LOI, and in addition, such other terms and provisions of a more detailed structure and nature as the Parties may agree upon after receiving further tax, legal and financial advice from their respective advisors. However, there is no assurance that the Definitive Agreement will be successfully negotiated or entered into.

#### **For further information, please contact:**

Abbey Abdiye  
CFO  
Orca Touchscreen Technologies Ltd.  
Email: [abbey@telus.net](mailto:abbey@telus.net)  
Telephone: 604.836.1955

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities law and may not be offered or sold in the “United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.*

## **Forward-Looking Information**

*None of the CSE, the Frankfurt Stock Exchange and OTC Markets have reviewed, approved or disapproved the contents of this news release.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and, if applicable, pursuant to the requirements of the CSE, shareholder approval. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Trading in the securities of the Company should be considered highly speculative.*

*All information in this news release concerning CCC has been provided for inclusion herein by CCC. Although the Company has no knowledge that would indicate that any information contained herein concerning CCC is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information. Investors are cautioned that, except as disclosed in the listing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.*

*Certain statements included in this news release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This news release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.*

*Statements about CCC's business plans, the execution of a Definitive Agreement, closing of the Transaction, expected terms of the Transaction, the number of securities of the Company that may be issued in connection with the Transaction, the ownership and the directors of the Company, the requirement to obtain shareholder approval, the Parties' ability to satisfy any and all other closing conditions, and receive necessary regulatory and CSE approvals in connection therewith and the terms associated therewith and completion of the Consolidation and any additional reorganizational transactions are all forward-looking information. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including, anticipated costs, and the ability to achieve its goals.*

*Factors that could cause the actual results to differ materially from those in the forward-looking statements include, failure to obtain regulatory approval, the continued availability of capital and financing, and general economic, market or business conditions, changes in legislation and regulations, increase in operating costs, equipment failures, failure of counterparties to perform their contractual obligations, litigation, the loss of key directors, employees, advisors or consultants and fees charged by service providers. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements. Neither the CSE nor its regulation services provider accepts responsibility for the adequacy or accuracy of this news release.*

**(Not for dissemination in the United States of America)**