

INDICATIVE TERM SHEET
CULTIVATOR CATALYST CORP.
PRIVATE PLACEMENT OF COMMON SHARES

- Issuer:** Cultivator Catalyst Corp. (dba. Biome Grow) (the “**Corporation**”).
- Offering:** Common shares (each a “**Common Share**”) to be issued on a commercially-reasonable best-efforts basis pursuant to applicable private placement exemptions.
- Size:** Aggregate gross proceeds of up to \$15,000,000 (all figures in Canadian dollars) or such other amount, as may be determined by the Corporation and the Agent.
- Issue Price:** \$5.00 per Common Share.
- Use of Proceeds:** The net proceeds from the Offering will be used for the expansion of the Corporation’s ACMPR production facility in Nova Scotia, construction of production facilities in two other locations and for general and working capital purposes.
- Distribution:** The Common Shares will be offered for sale by way of private placement exemptions in all of the provinces of Canada and such other jurisdictions within and outside of Canada as are agreed to by the Corporation and the Agent.
- Eligibility:** The Common Shares will be eligible investments for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans and tax-free savings accounts under *the Income Tax Act* (Canada).
- Closing Date:** Closing on or about June 29, 2018 or such other date as the Corporation and Agent may agree (the “**Closing Date**”). The Corporation and the Agent reserve the right to close the Offering in multiple tranches, so that one or more closings may occur after the Closing Date; for greater certainty, the date upon which each such additional closing takes place will also be considered a Closing Date.
- Agent:** Echelon Wealth Partners Inc.
- Agent’s Commission:** The Agent, in connection with the Offering, will be entitled to receive, subject to certain exceptions (including those listed below):

- (a) a cash commission from the Corporation in the amount of 7% of the aggregate gross subscription proceeds from the sale of the Common Shares sold under the Offering; and
- (b) that number of common share purchase warrants (“**Broker Warrants**”) equal to 7% of the aggregate number of Common Shares sold under the Offering, with each Broker Warrant entitling the holder to purchase one Common Share at a price of \$5.00 per Common Share for a period of 24 months from the Closing Date (collectively, the “**Agent’s Commission**”).

The Corporation shall be entitled to list certain subscribers (“**President’s List Subscribers**”) and certain registered dealers of President’s List Subscribers (“**President’s List Brokers**”) on a “president’s list” up to and until the Closing Date.

In the case of a President’s List Subscriber who participates in the Offering, the Agent’s Commission shall be as follows:

- (c) a cash commission from the Corporation in the amount of 2% of the aggregate gross subscription proceeds from the sale of the Common Shares sold under the Offering to the President’s List Subscribers; and
- (d) that number of Broker Warrants equal to 2% of the aggregate number of Common Shares sold under the Offering to the President’s List Subscribers, with each Broker Warrant entitling the holder to purchase one Common Share at a price of \$5.00 per Common Share for a period of 24 months from the Closing Date.

Where an order is submitted by a President’s List Broker for a President’s List Subscriber to participate in the Offering, the President’s List Broker shall be afforded a special selling concession out of the Agent’s Commission as follows:

- (e) a cash commission from the Corporation in the amount of 5% of the aggregate gross subscription proceeds from the sale of the Common Shares under the Offering to the President’s List Subscribers as a result of the President’s List Broker’s orders; and
- (f) that number of Broker Warrants equal to 5% of the aggregate number of Common Shares under the Offering sold to the President’s List Subscribers as a result of the President’s List Broker’s orders, with each Broker Warrant

entitling the holder to purchase one Common Share at a price of \$5.00 per Common Share for a period of 24 months from the Closing Date.

with the Agent receiving the remaining 2% in each case.

Resale:

The Common Shares are not listed for trading on any stock exchange and there is no assurance that the Common Shares of the Corporation will be listed on any stock exchange or there will be any market for the Common Shares. As the Offering is being made on a private placement basis exempt from prospectus requirements under applicable securities laws, the Common Shares will be subject to resale restrictions including restricted periods, and can only be resold by purchasers through the use of a prospectus or further prospectus exemptions under applicable securities laws. The Corporation is not a reporting issuer in any jurisdiction in Canada and not a registrant in the United States and therefore the hold period or restricted period may never expire. In addition, the Common Shares offered in connection with the Offering will include the following legend:

“Unless permitted under securities legislation, the holder of this security must not trade the security before the date that is 4 months and a day after the later of (i) [the Closing Date], and (ii) the date the issuer became a reporting issuer in any province or territory.”

Future Transactions:

The Corporation has entered into an amalgamation agreement dated April 25, 2018 (the “**Amalgamation Agreement**”) with Orca Touchscreen Technologies Ltd. (“**Orca**”) (CSE:OAA), a reporting issuer in the provinces of British Columbia, Alberta and Ontario, and a wholly-owned subsidiary of Orca, pursuant to which Orca agrees, *inter alia*, to acquire all the issued and outstanding securities in the capital of the Corporation, including the Common Shares issued pursuant to the Offering in exchange for securities in the capital of Orca on the basis of an exchange ratio (the “**Exchange Ratio**”) as negotiated among the parties to the Amalgamation Agreement (the “**Transaction**”).

At a meeting anticipated to occur on or about June 28, 2018 (the “**Meeting**”), the holders of Common Shares on the record date of the Meeting (the “**Record Date**”) will consider a special resolution approving the Transaction (the “**Special Resolution**”). If the Special Resolution is approved and all other terms and conditions of the Amalgamation Agreement are met or waived, including but limited to, approval of the Transaction by Orca’s shareholders, receipt by the Corporation and Orca of all regulatory approvals including the approval of the Canadian Securities Exchange and the board of

directors of the Corporation determine that it is in the best interests of the Corporation to implement and effect the Transaction, the holders of Common Shares will receive shares in Orca pursuant to the Exchange Ratio. The above is intended to be a summary of the Transaction only and is qualified in its entirety by the complete terms of the Amalgamation Agreement a copy of which, along with a press release announcing the Transaction, can be found on SEDAR at www.sedar.com under the electronic profile of Orca.

Only holders of Common Shares of record at the close of business on the Record Date will be entitled to receive notice of and vote their Common Shares at the Meeting. Purchasers under the Offering will not be holders of Common Shares of record at the close of business on the Record Date.

The Agent will provide notice prior to closing of the Offering, if, and only if, either the Special Resolution is not approved at the Meeting or the shareholders of Orca fail to approve the Transaction, and upon such notice being provided, a potential purchaser of Common Shares under the Offering will have the option to cancel its subscription for the purchase of Common Shares.