



## **SARATOGA ELECTRONIC SOLUTIONS INC.**

### **Notice of Annual and Special Meeting of Shareholders**

Notice is hereby given that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Saratoga Electronic Solutions Inc. (“**Saratoga**”) will be held at Saratoga’s head office, located at 2975 Hochelaga, Montreal, Québec H1W 1G1, on December 15, 2011 at 2:00 p.m. (Eastern time) for the following purposes:

- (a) to receive the consolidated financial statements of Saratoga for the financial year ended March 31, 2011, and the report of the auditors thereon;
- (b) to elect directors of Saratoga for the ensuing year;
- (c) to appoint auditors of Saratoga and to authorize the Board of Directors to fix their remuneration;
- (d) to consider and, if thought advisable, to adopt a resolution to authorize Saratoga to present to Shareholders at the Meeting, financial statements in respect of a period ended earlier than the period provided by applicable laws and regulations;
- (e) to consider, and if thought advisable, to approve the sale of all of the shares of Saratoga’s wholly-owned subsidiary, Car-Tel Distributions Inc.; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular accompanying this Notice of Meeting.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on November 10, 2011 (the “**Record Date**”). Only Shareholders whose names have been entered in the applicable register of Shareholders as of 5:00 p.m. (Eastern time) on the Record Date are entitled to receive notice of and vote at the Meeting. Those Shareholders of record will be included in the list of Shareholders prepared as at the Record Date and will be entitled to vote the Common Shares recorded therein at the Meeting.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, such proxy must be received by Saratoga’s transfer agent, Computershare Investor Services Inc., by 5:00 p.m. (Eastern**

time) on December 13, 2011, or two Business Days prior to the time of the reconvening of any adjournment or postponement of the Meeting.

If you are an unregistered holder of Common Shares and have received these materials through your broker, investment dealer, bank, trust company, trustee or other intermediary, please complete and return the form of proxy provided to you by your intermediary in accordance with the instructions provided therein.

If you require any assistance in completing your form of proxy, please contact Computershare Investor Services Inc. by calling toll free within North America at 1-800-564-6253 or by e-mail at [service@computershare.com](mailto:service@computershare.com)

DATED at Montreal, Québec this 17<sup>th</sup> day of November 2011.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF SARATOGA ELECTRONIC SOLUTIONS  
INC.**

(signed) "*Georges A. Durst*"

Georges A. Durst  
Chief Executive Officer