

**EARLY WARNING REPORT  
UNDER NATIONAL INSTRUMENT 62-103**

**(a) Name and address of the offeror.**

Belair Capital Partners Inc.  
338 Lakeshore Road East  
PO Box 52030  
Oakville, Ontario  
L6J 1J6

**(b) The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file this report, and whether it was ownership or control that was acquired in those circumstances.**

Belair Capital Partners Inc. (collectively with its sole owner, Joseph J. Duggan, referred to herein as the "offeror") acquired ownership of 3,562,289 outstanding common shares of Saratoga Electronic Solutions Inc. ("Saratoga") in private transactions at a price of \$0.01 per share on October 1, 2014. The offeror previously did not own or control any common shares of Saratoga. The acquired shares represent approximately 19.3% of the outstanding common shares of Saratoga.

The offeror understands that Saratoga has entered into a non-binding letter of intent with the shareholders of Abba Medix Corp. ("Abba") pursuant to which Saratoga would acquire all of the issued and outstanding shares of Abba Medix for expected consideration of 34,560,000 million common shares of Saratoga (the "Abba Transaction"). Upon successful completion of the Abba Transaction, the offeror, which has acted as financial advisor to Abba, will be entitled to receive options to purchase an amount of Saratoga common shares equal to 9% of the number of issued and outstanding Saratoga common shares at the time of the closing of the Abba Transaction. The options would be exercisable at a price of \$0.25 per share for 12 months. The options are expected to be exercisable for 4,771,917 shares, which would represent approximately 8.3% of the 57,793,217 Saratoga common shares that would be outstanding after exercise. Including the common shares acquired on October 1, 2014, after exercising the options the offeror would own 8,334,206 Saratoga common shares, representing approximately 14.4% of the then outstanding common shares.

**(c) The designation and number or principal amount of securities and the securityholding percentage of the offeror in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file this report.**

See (b) above.

**(d) The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) above over which**

**(i) the offeror, either alone or together with joint actors, has ownership and control,**

3,562,289 common shares (8,334,206 if the options referred to in paragraph (b) above are exercised)

**(ii) the offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

None.

**(iii) the offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership.**

None.

**(e) The name of the market in which the transaction or occurrence that gave rise to this report took place.**

The shares were acquired in private transactions.

**(e.1) The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

\$0.01 per share. (\$0.25 per share upon exercise of the options referred to in paragraph (b) above.)

**(f) The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to this report, including any future intention to acquire ownership of, or over, additional securities of the reporting issuer.**

The shares were acquired for investment purposes (as will the shares issuable upon exercise of the options). Except as described in paragraph (b) above, the offeror has no current intention of acquiring additional common shares of Saratoga, but it may make further purchases or sales of the shares in the future as circumstances may warrant.

**(g) The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any entity in connection with**

**the transaction or occurrence giving rise to this report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

See paragraph (b) above.

**(h) The names of any joint actors in connection with the disclosure required by this report.**

Belair Capital Partners Inc. is wholly owned and controlled by Joseph J. Duggan.

The October 1, 2014 purchases were made concurrently with private purchases of other outstanding common shares of Saratoga by other purchasers, with the total number of common shares purchased by all the purchasers, including the offeror, totalling 11 million shares. The offeror has no agreement or understanding with the other purchasers regarding the voting or trading of any common shares of Saratoga.

**(i) In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars, of the consideration paid by the offeror.**

\$0.01 per share in cash, for a total purchase price of \$35,622.89. The options referred to in paragraph (b) above would have an exercise price of \$0.25 per share and, if fully exercised, would be expected to result in a total purchase price of \$1,192,979.25.

**(j) If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements in respect of the reporting issuer's securities.**

Not applicable

**(i) If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

Not applicable.

DATED the 2nd day of October, 2014.

**Belair Capital Partners Inc.**

By: "Joseph J. Duggan"