

SARATOGA ELECTRONIC SOLUTIONS, INC.



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

AND

MANAGEMENT INFORMATION CIRCULAR

**IN RESPECT OF AN ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
SARATOGA ELECTRONIC SOLUTIONS INC. TO BE HELD ON MAY 4, 2015**

Dated as of April 2, 2015

These materials are important and require your immediate attention. The shareholders of Saratoga Electronic Solutions Inc. are required to make important decisions. If you have questions as to how to deal with these documents or the matters to which they refer, please contact your financial, legal or other professional advisor. If you have any questions or require further information with regard to voting your shares or completing your transmitted documentation, please contact Computershare Investor Services Inc., our transfer agent, toll free within North America at 1-800-564-6253 or by e-mail at service@computershare.com.

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**” or the “**Corporation**”) will be held at Saratoga’s head office, located at 1773 Bayly Street, Pickering, Ontario, L1W 2Y7, on May 4, 2015 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, 2014, and the report of the auditors thereon;
- (b) to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the Corporation to change its articles to increase the maximum number of directors on the Board of Directors to fifteen (15) and empower the directors to fix the number of directors from time to time (the “**Number of Directors Resolution**”).
- (c) to elect directors of the Corporation for the ensuing year;
- (d) to appoint MNP SENCRL srl as auditors of the Corporation and to authorize the Board of Directors to fix their remuneration;
- (e) to consider and, if deemed advisable, to pass, with or without variation, a special resolution ratifying, confirming and approving the change of the Corporation’s registered office to 1773 Bayly Street, Pickering, Ontario, L1W 2Y7 (the “**Office Ratification Resolution**”);
- (f) to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the Corporation to change its name to “Abba Medix Group Inc.” or such other name as the board of directors of the Corporation may determine (the “**Name Change Resolution**”), the whole as more fully described in the accompanying management information circular;
- (g) to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to amend and restate the stock option plan of the Corporation (the “**Stock Option Plan Resolution**”), the whole as more fully described in the accompanying Management Information Circular;
- (h) to consider and, if thought advisable, to adopt an ordinary 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 (the “**Financial Statement Ratification Resolution**”); and
- (i) 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 (the “**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 March 31, 2015 (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 April 30, 2015, 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

DATED at Pickering, Ontario this 2nd day of April 2015.

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

(signed) “*Ahmad Rasouli*”

Ahmad Rasouli
Chief Executive Officer

CAUTIONARY STATEMENTS REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact contained herein, the information presented in this Circular contains certain “forward-looking information” within the meaning of applicable Canadian securities Laws concerning the business, operations and financial performance and condition of Saratoga, including its wholly-owned subsidiary, Abba Medix Corp. Often, but not always, forward-looking statements and forward-looking information can be identified by words such as “plans”, “potential”, “expects”, “may”, “should”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, or variations, including negative and grammatical variations thereof, that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements and forward-looking information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Saratoga to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements or forward-looking information. Whether actual results and developments will conform to Saratoga’s expectations and predictions, is subject to a number of risks, uncertainties and assumptions, as well as those discussed in Saratoga’s Management’s Discussion and Analysis. Consequently, all of the forward-looking statements in this Circular are qualified by these cautionary statements or as to Saratoga’s ability to enhance shareholder value through this process.

Shareholders are cautioned not to place undue reliance on forward-looking statements and forward-looking information in this Circular. Saratoga undertakes no obligation to update any of the forward-looking statements or forward-looking information in this Circular, except as otherwise required by Law. All of the forward-looking statements made and forward-looking information contained in this Circular are qualified by this cautionary statement.

REPORTING CURRENCIES

All references to “\$” in this Circular refer to Canadian dollars.

**SARATOGA ELECTRONIC SOLUTIONS INC.
1773 Bayly Street
Pickering, Ontario
L1W 2Y7**

GENERAL PROXY INFORMATION

Date, Time and Place of Meeting

The Meeting will be held on May 4, 2015, at 2:00 p.m. (Eastern time), at Saratoga's head office located at 1773 Bayly Street, Pickering, Ontario, L1W 2Y7.

Record Date

Only Registered Shareholders of Saratoga as of 5:00 p.m. (Eastern time) on the Record Date of March 31, 2015 are entitled to receive notice of and to vote at the Meeting or the reconvening of any adjournment or postponement thereof. The Record Date will remain the same even if the Meeting is adjourned or postponed.

Voting of Common Shares

As of the close of business on April 2, 2015, Saratoga had 61,241,364 Common Shares outstanding, each carrying the right to one vote per share. A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote at the Meeting, except special resolutions requiring the approval by a majority of not less than two-thirds of the votes cast by Shareholders who vote in respect of the special resolution.

Solicitation of Proxies

The management of Saratoga is using this Circular to solicit proxies from Shareholders for use at the Meeting.

All solicitation costs will be borne by Saratoga. Proxies will be solicited primarily by mail, but proxies may also be solicited personally, by telephone or through electronic means (including via the internet, e-mail or facsimile) by directors, officers and employees of Saratoga.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are directors or officers of Saratoga. A Shareholder has the right to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the form of proxy provided by Saratoga. To exercise this right, the Shareholder should strike out the name of the management designees in the enclosed form of proxy and insert the name of the desired representative in the blank space provided in the form of proxy or submit another appropriate form of proxy. In order to be effective, a proxy must be received by Saratoga's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, no later than 5:00 p.m. (Eastern time) on April 30, 2015, or two Business Days prior to the time of the reconvening of any adjournment or postponement of the Meeting. The proxy must be in writing and executed by the Shareholder, or such Shareholder's attorney authorized in writing, or if such Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to Saratoga c/o Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, at any time up to and including 5:00 p.m. (Eastern time) on the last Business Day preceding the day of the Meeting or the reconvening of any adjournment or postponement of the Meeting or to the chair of the Meeting on the day of the Meeting or the reconvening of any adjournment or postponement of the Meeting. **Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf in accordance with any requirements of the Intermediaries.**

Proxy Voting

All Common Shares represented at the Meeting by properly completed and executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the proxy, Common Shares represented by the proxy will be voted in accordance with such instructions. Registered Shareholders will also be able to vote by calling a toll-free number or by using the internet, as provided for in the form of proxy. **In the absence of any such instructions, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. If any other business or amendments or variations to matters identified in the Notice of Annual Meeting of Shareholders properly come before the Meeting, then discretionary authority is conferred upon the persons appointed in the proxy to vote in the manner they see fit.**

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a number of Shareholders do not hold Common Shares in their own names. Beneficial Shareholders who do not hold Common Shares in their own names should note that only proxies deposited by Registered Shareholders whose names appear on the records of Saratoga as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of Saratoga. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of the Intermediary. In Canada, the majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms and other such Intermediaries). Common Shares held by Intermediaries or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries and their agents and nominees are prohibited from voting Common Shares for their clients. The directors and officers of Saratoga do not know for whose benefit the Common Shares registered in the name of CDS & Co., or of other Intermediaries, are held. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its Intermediary (or the agent of its Intermediary) is similar to the form of proxy provided to Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (the Intermediary or the agent of the Intermediary) how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically mails a scannable voting instruction form instead of the form of proxy. The Beneficial Shareholder is asked to complete the voting instruction form and return it to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder may call a toll-free number or use the internet to vote the Common Shares held by the Beneficial

Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the applicable meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its Intermediary (or the agent of its Intermediary), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholders for Registered Shareholders should enter their own names in the blank spaces on the instruments of proxy provided to them and return the same to their Intermediary (or the agent of their Intermediary) in accordance with the instructions provided by such Intermediary (or agent), well in advance of the Meeting.

Voting Securities and Principal Holders of Voting Securities

Saratoga is authorized to issue an unlimited number of Common Shares. As at the date hereof, there are 61,241,364 Common Shares issued and outstanding, each carrying the right to one vote on all matters to come before the Meeting.

To the knowledge of the directors and executive officers of Saratoga, the following are the only persons who beneficially own or exercise control or direction over, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to any class of outstanding securities of Saratoga entitled to vote at the Meeting:

<u>Name of Shareholder</u>	<u>Number of Common Shares held</u>	<u>Percentage of outstanding Common Shares</u>
2419104 Ontario Inc. ⁽¹⁾	19,200,000	31.4%
Ahmad Rasouli in trust for 2418659 Ontario Inc. ⁽²⁾	12,800,000	20.9%

⁽¹⁾ 2419104 Ontario Inc. is a company owned and controlled by Ahmad Rasouli and beneficially owned by Ahmad Rasouli, Sandy Han, Abolfazel Rasouli and Ovidiu Purdel.

⁽²⁾ The shares are held in trust by Ahmad Rasouli for the benefit of 2418659 Ontario Inc. 2418659 Ontario Inc. is owned and controlled by Robert Sahota, Jagroop Sahota and Bhajan Sahota.

In addition to the 19,200,000 Common Shares beneficially owned or controlled by the Rasouli Family (through 2419104 Ontario Inc.), Ahmad Rasouli also controls the voting rights to the 12,800,000 Common Shares beneficially owned by the Sahota Family (through 2418659 Ontario Inc.), pursuant to the terms of a voting trust agreement.

As at the date hereof, the directors and officers of Saratoga, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, an aggregate of 35,555,513 (58.1%) Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

NUMBER OF DIRECTORS

The Articles of Saratoga provide that Saratoga shall have a minimum of three (3) directors as a reporting issuer and a maximum of nine (9) directors. Directors of Saratoga are elected at each annual general meeting and hold office until the next annual general meeting or until a person sooner ceases to be a director. It has been determined by the Board of Directors of Saratoga that it is in the best interest of the Corporation to increase the maximum number of directors of the Corporation from nine (9) to fifteen (15) and fix the current number of directors at nine (9). At the Meeting, Shareholders will be asked to approve a special resolution authorizing Saratoga to increase the maximum number of directors of the Corporation to fifteen (15) and empower the directors to fix the number of directors from time to time (the “**Number of Directors Resolution**”).

Attached to this Circular as “**Schedule A**” is the Number of Directors Resolution to be considered by Saratoga’s shareholders. The Number of Directors Resolution is a special resolution requiring the approval by a majority of not less than two-thirds of the votes cast by Shareholders who vote in respect of the resolution in person or by proxy. **The persons whose names are printed on the enclosed form of proxy intend to vote at the Meeting FOR the Number of Directors Resolution, unless the Shareholder signatory of the proxy has indicated its intention to vote against the Number of Directors Resolution.**

ELECTION OF DIRECTORS

The Board of Directors is currently composed of four (4) existing directors, all of whom are standing for re-election at the Meeting to hold office until the next annual meeting of shareholders of Saratoga, unless a director’s office is vacated earlier due to death, removal, resignation or ceasing to be duly qualified. There are an additional five (5) nominees standing for election to become directors (collectively, the “**Proposed Directors**”).

In the absence of a contrary instruction, the person(s) designated by management of Saratoga in the enclosed form of proxy intend to vote at the Meeting FOR the election as directors of the proposed nominees whose names are set forth below. Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of Saratoga in the enclosed form of proxy, in their discretion, in favour of another nominee.

In the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herein, it is intended that the discretionary power granted by the enclosed form of proxy shall be used by the persons named therein to vote at their discretion for any other person or persons as directors.

The following table and notes thereto set forth the names of all the persons proposed to be nominated for election as directors, their positions with Saratoga, their principal occupations or employments, the periods during which they have served as directors of Saratoga and the approximate number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them. The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of Saratoga, has been furnished by the respective proposed nominees individually.

Name and municipality of residence	Position with Saratoga	Principal occupation	Number of Common Shares owned, controlled or directed
PAUL ANDERSEN, CPA, CA Toronto, Ontario	Nominee	Chief Financial Officer of Minsud Resources Corp. and Director of Minsud Argentina Inc. since May 2011. Chief Financial Officer of Pele Mountain Resources Inc. since December 2011. Treasurer of Plato Gold Corp. from October 2005 to July 2013. Treasurer of Gulf & Pacific Equities Corp. since February 2007. Managing Partner of Forbes Andersen LLP since January 2007.	0
MICHAEL BOUCHER, MD Ancaster, Ontario	Nominee	Medical doctor and qualified physician licensed in Ontario and British Columbia in active practice since 2003.	0
PAUL CANCELLA⁽¹⁾ Toronto, Ontario Director since March 13, 2015	Director	Partner of Kronis, Rotsztain, Margles, Cappel (“ KRMC ”) LLP, Barristers & Solicitors from 2010 to present. Associate of KRMC LLP from 2002 until becoming partner.	128,000
DENNIS DOS SANTOS Oakville, Ontario	Nominee	President & Chief Executive Officer of Fearles Films, Inc. since March 2013. President & Chief Executive Officer of Clean Transportation Group Inc. from January 2013 to March 2014.	0
GEORGES DURST⁽¹⁾ Montreal, Québec Director since October 2000	Chairman of the Board of Directors	President & Chief Executive Officer of Saratoga from 2004 to March 2015. Founder & ex-Chief Executive Officer of SportsScene Group Inc.	3,320,825
PIERRE G. GAGNON Oakville, Ontario	Nominee	Director of Baymount Corp. since June 2008. Director of Altitude Resources Inc. (Triumph Ventures III Corp.) since January 2011. Director of The Mint Corporation since February 2014.	0
NICK MIGLIORE⁽²⁾ Toronto, Ontario Director since March 13, 2013	Director	President & owner of Reilly Security from 2003 to present. Chairman of the Toronto Association of Police and Private Security.	0

Name and municipality of residence	Position with Saratoga	Principal occupation	Number of Common Shares owned, controlled or directed
AHMAD RASOULI Toronto, Ontario Director since March 13, 2015	Chief Executive Officer and Director	Chief Executive Officer of Saratoga. Founded Abba Medix on August 21, 2013. Chief Executive Officer of Abba Medix from August 2013 until March 2015. Chief Executive Officer of Walk'N Comfort from September 2009 to November 2014.	32,000,000⁽³⁾
RICHARD VALLEE, CPA, CA Laval, Québec	Nominee and Chief Financial Officer	Chief Financial Officer of Saratoga. Acting Chief Financial Officer of Capital Pro-Égaux Inc. from 2005 to 2007. Chief Organization Officer of Groupe Granitcon Inc. from 1982 to 2003.	106,668

(1) Member of the Audit Committee and member of the Compensation Committee.

(2) Chairman of the Audit Committee and Chairman of the Compensation Committee.

(3) Representing the Common Shares owned by 2419104 Ontario Inc. and Ahmad Rasouli, in trust for 2418659 Ontario Inc. See "Voting Securities and Principal Holders of Voting Securities"

During the last five years, all of the directors have been engaged in their present principal occupations or in other executive capacities with the companies indicated opposite their names or with related or affiliated companies.

To the knowledge of Saratoga, except as described below, no director of Saratoga or any of the proposed directors is, or has been within the past 10 years, a director or officer of any corporation that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied such corporation access to any exemptions under Canadian securities legislation for a period of more than 30 consecutive days, or, while such person was acting in that capacity or within one year thereafter, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Georges Durst, and Richard Vallée, were subject to a management cease trade order imposed by the *Autorité des marchés financiers* between July 30, 2008 and January 8, 2009 due to Saratoga's failure to file its March 31, 2008 annual financial statements within the requisite delay and Saratoga's failure to file its March 31, 2008 year-end financial statements within the requisite delay. In addition, Georges Durst, held office as director of Saratoga, and Richard Vallée held office as Chief Financial Officer of Saratoga when the *Autorité des marchés financiers* issued a cease trade order in respect of the Common Shares: (i) from August 1, 2011 to August 16, 2011, due to Saratoga's failure to file its annual financial statements and related management's discussion and analysis for the year ended March 31, 2011 within the requisite delay, and (ii) from September 30, 2011 to November 7, 2011, due to Saratoga's failure to file its interim financial statements and related management's discussion and analysis for the three-month period ended June 30, 2011 within the requisite delay.

Dennis dos Santos, was the Chief Executive Officer of Digital Fairway Corporation (a private Ontario Corporation) in 2009 when it was declared bankrupt due to a dramatic decline in business as a result of the financial crisis of 2008.

To the knowledge of Saratoga, no director of Saratoga or any of the proposed directors is, or has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian

securities regulatory authority, or has entered into a settlement agreement with a Canadian securities regulatory authority, nor has any director of Saratoga or any of the proposed directors been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

To the knowledge of Saratoga, no director of Saratoga or any of the proposed directors, nor any personal holding corporation of any such person, has, within the past 10 years, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

APPOINTMENT OF AUDITORS

MNP SENCRL srl (“MNP”) are the current auditors of Saratoga. At the Meeting, the Shareholders will be requested to re-appoint MNP as auditors of Saratoga, to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the directors to fix their compensation. **The persons whose names are printed on the enclosed form of proxy intend to vote at the Meeting FOR such resolution, unless the Shareholder signatory of the proxy has indicated its intention to abstain from voting with respect to the appointment of auditors.**

The fees paid to MNP during the financial years ended March 31, 2014 and March 31, 2013 were as follows:

<u>Fees (in thousands dollars)</u>	<u>2014</u>	<u>2013</u>
Audit fees ⁽¹⁾	\$30,000	\$30,000
Audit-related fees ⁽²⁾	Nil	Nil
Tax fees ⁽³⁾	Nil	Nil
All other fees ⁽⁴⁾	\$5,725	Nil
Total	\$35,725	\$30,000

Notes:

- (1) “Audit fees” include fees necessary to perform the annual audit of the Company’s consolidated financial statements. Audit fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-related fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax fees” include fees for all tax services other than those included in Audit fees. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and request for rulings or technical advice from tax authorities.
- (4) “All other fees” include all other non-audit services.

APPROVAL AND RATIFICATION BY SHAREHOLDERS OF CHANGE OF THE REGISTERED OFFICE

The Articles of the Corporation currently provide that the province in which the registered office of the Corporation is to be situated is Québec. The Corporation wishes to change the province in which its registered office is located to Ontario in order to reflect the relocation of its head office to Pickering, Ontario in connection with the Corporation's completed reverse takeover with Abba Medix Corp. on March 13, 2015.

At the Meeting, Shareholders will be asked to approve a special resolution ratifying and authorizing Saratoga to change the registered office from 2975 Hochelaga, Montreal, Québec H1W 1G1 to 1773 Bayly Street, Pickering, Ontario, L1W 2Y7 (the "**Office Ratification Resolution**").

Attached to this Circular as "**Schedule B**" is the Office Ratification Resolution to be considered by Saratoga's shareholders. The Office Ratification Resolution is a special resolution requiring the approval by a majority of not less than two-thirds of the votes cast by Shareholders who vote in respect of the resolution in person or by proxy. **The persons whose names are printed on the enclosed form of proxy intend to vote at the Meeting FOR the Ratification Resolution, unless the Shareholder signatory of the proxy has indicated its intention to vote against the Office Ratification Resolution.**

NAME CHANGE OF THE COMPANY

As a result of Saratoga's recent reverse takeover by Abba Medix Corp., now a subsidiary of Saratoga, at the Meeting, the holders of Common Shares will first be asked to consider and, if thought advisable, pass a special resolution, the full text of which is attached to this Circular as "**Schedule C**" to change the name of Saratoga to Abba Medix Group Inc., or such other name approved by the directors and regulatory authorities including Industry Canada (the "**Name Change Resolution**"). Approval of such resolution requires the affirmative vote by a majority of not less than two-thirds of the votes cast by Shareholders who vote in respect of the resolution in person or by proxy. **The persons whose names are printed on the enclosed form of proxy intend to vote at the Meeting FOR the Name Change Resolution, unless the Shareholder signatory of the proxy has indicated its intention to abstain from voting with respect to the Name Change Resolution.**

AMEND STOCK OPTION PLAN

At the Meeting, an amended and restated stock option plan (the "**2015 Option Plan**") will be presented to the holders of Common Shares. The 2015 Option Plan is to replace the current Share Option Plan, see "*Long-Term Incentive Plan*" below, in order to encourage the achievement of Saratoga's current growth objectives. Pursuant to the 2015 Option Plan, the directors of Saratoga may, from time to time, in their discretion, and in accordance with the requirements of securities regulators, grant non-transferable stock options to the directors, executive officers, employees and consultants of Saratoga. The Shareholders will be asked to approve the 2015 Option Plan.

Reference should be made to the full text of the 2015 Option Plan attached hereto as "**Schedule D**"

At the Meeting, Shareholders will be asked to approve a resolution authorizing Saratoga to adopt the 2015 Option Plan, the full text of which is attached to this Circular as "**Schedule E**". The resolution to adopt the 2015 Option Plan requires the approval of a majority of the votes cast by Shareholders who vote in respect of the resolution. **The persons whose names are printed on the enclosed form of proxy intend to vote at the Meeting FOR the 2015 Option Plan, unless the Shareholder signatory of the proxy has indicated its intention to vote against the 2015 Option Plan.**

APPROVAL AND RATIFICATION BY SHAREHOLDERS OF PRESENTATION OF FINANCIAL STATEMENTS

At the Meeting, Shareholders will be asked to approve a ratification resolution authorizing Saratoga to present to Shareholders at the Meeting the financial statements in respect of a period ended earlier than the period provided by applicable Laws (the “**Financial Statements Ratification Resolution**”).

The Laws applicable to Saratoga require that the financial statements presented to the Shareholders at the Meeting be in respect of a period ending no more than six months prior to the date of the Meeting. However, given the date scheduled for the Meeting, the most recent annual financial statements to be presented to the Shareholders at the Meeting will cover a period that will have ended more than six months prior to the date of the Meeting.

Attached to this Circular as “**Schedule F**” is the Financial Statements Ratification Resolution to be considered by Saratoga’s shareholders. The Financial Statements Ratification Resolution requires the approval of a majority of the votes cast by Shareholders who vote in respect of the resolution. **The persons whose names are printed on the enclosed form of proxy intend to vote at the Meeting FOR the Financial Statements Ratification Resolution, unless the Shareholder signatory of the proxy has indicated its intention to vote against the Financial Statements Ratification Resolution.**

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure has been prepared in compliance with the rules under *Form 51-102F6 Statement of Executive Compensation* adopted by the Canadian Securities Administrators.

COMPENSATION DISCUSSION AND ANALYSIS

Objectives

Saratoga’s Executive Compensation Program is comprised of base salaries, short-term incentives in the form of cash bonus opportunities, and long-term incentives in the form of participation in the share option plan of Saratoga. The various components of Saratoga’s Executive Compensation Program are designed to play a role in the following objectives, notably:

- (a) providing a fair and competitive level of compensation based on the market for comparable positions;
- (b) retaining and motivating its executives who are critical to Saratoga’s short- and long-term success;
- (c) rewarding performance and contribution, both on an individual basis and with respect to the business in general; and
- (d) reinforcing the relationships between the Shareholders’ interests and the compensation and responsibility of Saratoga’s executives.

Composition of the Compensation Committee

The compensation committee of Saratoga (the “**Compensation Committee**”) is currently composed of the following three members:

The Board of Directors has determined that Nick Migliore is an independent member of the Compensation Committee and that Georges Durst and Paul Cancilla are not independent members of the Compensation Committee. See “*Report on Corporate Governance – Board of Directors*”.

Role of the Compensation Committee

The role of the Compensation Committee is one of oversight of all the various components of Saratoga's Executive Compensation Program, which is designed to follow Saratoga's objectives as set out above.

Base Salary

Individual executive salaries are normally set taking into account salaries paid in similar companies of comparable size and with the intent of attracting and retaining individuals with the appropriate skill sets and experience.

Short-Term Incentive Plan

Pay for performance is an important underlying principle of Saratoga's executive compensation philosophy. Following an outstanding performance of Saratoga for a given period, members of the management team receive a bonus or another form of specific compensation. These short-term incentives are paid shortly following the year in which they are earned. As at March 31, 2014, no bonuses have been paid by Saratoga pursuant to such employment agreement.

Long-Term Incentive Plan

Saratoga has adopted a share option plan (the "**Share Option Plan**") in order to encourage the achievement of Saratoga's growth objectives. Pursuant to the Share Option Plan, the directors of Saratoga may, from time to time, in their discretion, and in accordance with the requirements of securities regulations, grant non-transferable share options to the directors, executive officers, employees and consultants of Saratoga, provided that the aggregate number of Common Shares reserved for issue shall not exceed 855,000 Common Shares. Options granted pursuant to the Share Option Plan are exercisable for a period of up to five years from the date the option is granted. The number of Common Shares reserved for issue to any individual beneficiary under the Share Option Plan shall not exceed 5% of the aggregate number of issued and outstanding Common Shares, provided that the number of Common Shares reserved for issue to all consultants under the Share Option Plan shall not exceed 2% of the aggregate number of issued and outstanding Common Shares. Options granted pursuant to the Share Option Plan terminate on the date of termination of employment or of office, except that, subject to the prior expiry of the options, the options may be exercised within 30 days following such termination provided that it is not a termination for cause. Moreover, should the termination of employment or office occur by reason of death, the options may be exercised within one year following such death, subject to the prior expiry of the options.

The Share Option Plan stipulates that, in general, the number of options granted shall vest over an eighteen month period, in which 1/3 shall vest after six months, 1/3 shall vest after twelve months and 1/3 shall vest after eighteen months.

Options granted pursuant to the Share Option Plan shall have an exercise price no less than the market price of the Common Shares at the close of business on the day prior to the date of grant, less the maximum discount allowed under the policies of the TSXV.

No options have been granted by Saratoga pursuant to the Share Option Plan since December 12, 2007. Saratoga intends to amend the Share Option Plan and introduce the 2015 Option Plan see "*Amend Stock Option Plan*" above.

Compensation of the Chief Executive Officer and the Chief Financial Officer

In setting the Chief Executive Officer’s salary and bonus, the Compensation Committee reviews salaries paid to the executive officers of Saratoga, salaries and bonuses paid to other chief executive officers in the industry and the Chief Executive Officer’s impact on the achievement of Saratoga’s objectives for the previous and current financial year.

In setting the Chief Financial Officer’s salary, the Compensation Committee reviews salaries paid to the executive officers of Saratoga, salaries and bonuses paid to other chief financial officers in the industry and the Chief Financial Officer’s impact on the achievement of Saratoga’s objectives for the previous and current financial year.

SUMMARY COMPENSATION TABLE

The following table set out information concerning the compensation earned from Saratoga and any of Saratoga’s subsidiaries during the financial years ended March 31, 2014, 2013 and 2012 by Saratoga’s Chief Executive Officer, Chief Financial Officer and the other most-highly compensated executive officer of Saratoga other than the Chief Executive Officer and the Chief Financial Officer whose total salary, bonus and other annual compensation exceeded \$150,000 on March 31, 2014 (the “**Named Executive Officers**”).

Saratoga NEO Name and Principal Position	Financial Period	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Georges Durst CEO	2014	Nil	Nil	Nil	Nil	Nil	Nil	5,197 ⁽¹⁾	5,197
	2013	Nil	Nil	Nil	Nil	Nil	Nil	85,735 ⁽²⁾	85,735
	2012	Nil	Nil	Nil	Nil	Nil	Nil	46,765 ⁽³⁾	46,765
Richard Vallée CFO	2014	Nil	Nil	Nil	Nil	Nil	Nil	29,000 ⁽⁴⁾	29,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	130,969 ⁽⁴⁾	130,969
	2012	Nil	Nil	Nil	Nil	Nil	Nil	165,357 ⁽⁴⁾	165,357

- (1) Of this amount, \$1,500 represents fees received in Mr. Durst’s capacity as a director of Saratoga and \$3,697 represents a car allowance.
- (2) Of this amount, Mr. Durst received compensation in the form of professional fees for consulting services provided to the Company in the amount of \$76,200 and \$9,535 represents a car allowance.
- (3) Of this amount, Mr. Durst received compensation in the form of professional fees for consulting services provided to the Company in the amount of \$35,512, \$1,500 represents fees received in Mr. Durst’s capacity as a director of Saratoga and \$9,753 represents a car allowance.
- (4) Mr. Vallée received compensation in the form of professional fees for consulting services provided to Saratoga.

INCENTIVE PLAN AWARDS

Outstanding Option-Based and Share-Based Awards

The following table sets forth the option-based incentive awards outstanding at March 31, 2014 for the Named Executive Officers. Saratoga had no share-based awards outstanding at March 31, 2014.

Name	Option-based awards			Value of unexercised in-the-money options (\$)
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	
GEORGES DURST Chief Executive Officer	Nil	Nil	Nil	Nil
RICHARD VALLÉE Chief Financial Officer	Nil	Nil	Nil	Nil

Value Vested or Earned During the Year

During the financial year ended March 31, 2014, the value of all incentive plan awards that vested or were earned by each Named Executive Officer was nil.

PENSION PLAN BENEFITS

Saratoga does not have any pension plans or deferred compensation plans.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Saratoga does not have any compensatory plan or arrangement in respect of compensation received or that may be received by any of the Named Executive Officers to compensate them in the event of the termination of their employment by way of resignation, retirement or change of control or in the event of a change in their responsibilities following a change of control of Saratoga.

DIRECTOR COMPENSATION

Overview

The Board of Directors is responsible for developing and implementing the directors' compensation plan. The main objectives of the directors' compensation plan are (a) to attract and retain the services of the most qualified individuals, (b) to compensate the directors in a manner that is commensurate with the risks and responsibilities assumed in board and board committee membership, and is competitive with other comparable public issuers, and (c) to align the interests of the directors with those of the long-term Shareholders.

The Board of Directors has adopted a policy of remunerating its members through the payment of a fee of \$500 for each meeting of (a) the Board of Directors attended; and (b) a committee of the Board of Directors attended.

Director Compensation Table

The following table summarizes the compensation paid, payable, awarded or granted for the financial year ended March 31, 2014 to each of the directors of Saratoga, other than Georges A. Durst whom is a Named Executive Officer and whose compensation is disclosed earlier in this Circular under the heading "*Statement of Executive Compensation – Summary Compensation Table*". The directors of Saratoga did not receive any grants of shares, grants of options, non-equity incentive plan compensation or pension benefits.

<u>Name</u>	<u>Fees earned (\$)</u>	<u>All other compensation (\$)</u>	<u>Total compensation (\$)</u>
DONALD W. SEAL, Q.C.	1,500 ⁽¹⁾	Nil	1,500
ALFREDO PÉREZ	1,000 ⁽¹⁾	Nil	1,000
MARTIN FONTAINE	1,500 ⁽¹⁾	Nil	1,500

(1) This amount represents fees received in capacity as a director of Saratoga.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth the option-based incentive awards outstanding at March 31, 2014 for each of the directors of Saratoga, other than Georges A. Durst, each of whom is a Named Executive Officer and whose option-based incentive awards are disclosed earlier in this Circular under the heading “*Statement of Executive Compensation – Incentive Plan Awards*”. Saratoga had no share-based awards outstanding at March 31, 2014.

Value Vested or Earned During the Year

During the financial year ended March 31, 2014, the value of all incentive plan awards that vested or were earned by each director was nil.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at March 31, 2014, with respect to the Share Option Plan, being the sole compensation plan pursuant to which equity securities of Saratoga are authorized for issuance. A description of the Share Option Plan may be found earlier in this Circular under the heading “*Statement of Executive Compensation – Compensation Discussion and Analysis*”.

<u>Plan</u>	<u>Number of securities to be issued upon exercise of outstanding options</u>	<u>Weighted average exercise price of outstanding options</u>	<u>Number of Common Shares remaining available for future issuance under the Share Option Plan</u>
Share Option Plan	Nil	Nil	855,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, none of the executive officers, directors, employees or former executive officers, directors or employees of Saratoga or any of its subsidiaries was indebted to Saratoga or any of its subsidiaries and, as at the date hereof, the indebtedness, if any, of such persons to other entities was not the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by Saratoga or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management services for Saratoga are not, to any substantial degree, performed by persons other than the executive officers of Saratoga. Saratoga was not subject to any management agreement for the financial year ended March 31, 2014.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purpose of this Circular, an “**Informed Person**” of Saratoga means: (a) a director or executive officer of Saratoga; (b) a director or executive officer of a person or corporation that is itself an Informed Person or subsidiary of Saratoga; (c) any person or corporation who beneficially owns, directly or indirectly, voting securities of Saratoga or who exercises control or direction over voting securities of Saratoga or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of Saratoga, other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (d) Saratoga, if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

To the knowledge of Saratoga, no Informed Person of Saratoga, and no associate or affiliate of any such person, at any time, has or had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction that has materially affected Saratoga, in any proposed transaction that could materially affect Saratoga, or in any matter to be acted upon at the Meeting, except as disclosed below.

From time to time since September 13, 2013, Saratoga received advances from Georges Durst, then President, Chief Executive Officer and principal shareholder of Saratoga, and now a director of Saratoga, as well as loans from various companies controlled by Mr. Durst. These advances were both non-interest bearing loans and loans bearing interest of no more than 18% annually. As at April 2, 2015, the net balance of these advances was nil.

REPORT ON CORPORATE GOVERNANCE

National Policy 58-201 - Corporate Governance Guidelines and *National Instrument 58-101 - Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators set out a series of guidelines for effective corporate governance. The guidelines address such matters as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as Saratoga, must disclose on an annual basis and in prescribed form, the corporate practices that it has adopted. The following is Saratoga’s required disclosure of its corporate governance practices.

Board of Directors

For the next financial year, Saratoga proposes that its Board of Directors be composed of nine directors, four of whom shall be independent directors within the meaning of *National Instrument 58-101 - Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators.

The Board of Directors considers Michael Boucher, Dennis dos Santos, Pierre G. Gagnon and Nick Migliore to be independent. The Board of Directors considers that Georges Durst, Ahmad Rasouli, and Richard Vallée are not independent as the former and current Chief Executive Officer and acting Chief Financial Officer of Saratoga. The Board of Directors considers that Paul Cancilla, a director and member of the audit committee of the Corporation, is not independent, as he has provided and will continue to provide legal services to Saratoga and its wholly owned subsidiary Abba Medix Corp., through the law firm KRMC LLP, a firm of which Mr. Cancilla is a partner. The Board of Directors considers that Paul Andersen, is not independent, as he is a Partner at Forbes, Andersen LLP, Forbes Andersen were the former auditors of Saratoga’s wholly owned subsidiary Abba Medix Corp.

If necessary, the independent members of the Board of Directors are able to meet without the non-independent directors being present.

Directorships

None of the current directors of Saratoga, except Georges Durst, currently serves as a director of any other reporting issuer. Georges Durst is currently a director of Golden Tag Resources Ltd. a reporting issuer on the TSX Venture Exchange.

Orientation and Continuing Education

Saratoga does not currently have a formal orientation program for new directors.

Ethical Business Conduct

In light of Saratoga's stage of development and its limited number of employees, the Board of Directors has not taken formal steps, other than through discussions among its members, to encourage and promote a culture of ethical business conduct. Saratoga does take measures to ensure that the directors do not trade in Saratoga's shares at a time when disclosure of material information is pending.

Nomination of Directors

The Compensation Committee is responsible for recommending potential new directors.

Compensation

Saratoga has adopted a policy of paying to the director's fees for participating in meetings of the Board of Directors and in meetings of its various committees. The details of the remuneration are set out earlier in this Circular under the heading "Statement of Executive Compensation – Director Compensation".

Saratoga's Executive Compensation Program is administered by the Compensation Committee. The Compensation Committee has, as part of its mandate, primary responsibility for making recommendations for approval by the Board of Directors with respect to the appointment and remuneration of executive officers of Saratoga. The details of such remuneration are set out earlier in this Circular under the heading "Statement of Executive Compensation".

Other Board Committees

Saratoga does not have any standing committees other than the Audit Committee and the Compensation Committee.

Assessments

The Compensation Committee is responsible for assessing the effectiveness of the Board of Directors, its committees and individual directors.

Policies Regarding the Representation of Women on the Board

The Board of Directors strongly supports the principle of boardroom and executive diversity, of which gender is one important aspect. Saratoga's aim is to have a broad range of approaches, backgrounds, skills and experience represented on the Board and to make appointments on merit and against objective criteria, including diversity. Board and committee members engaged in nominations are to conduct searches for potential nominees so as to put forward a diverse range of candidates, including women candidates. The Board has not set specific targets as to the number of women board members it will maintain or the number of women executive positions it will maintain given the relatively small number of directors it currently has and the infrequent turnover of directors and executive officers.

AUDIT COMMITTEE INFORMATION

Composition of the Audit Committee

The audit committee (the “**Audit Committee**”) of Saratoga is currently composed of the following three members: Nick Migliore (Chairman), Paul Cancilla and Georges Durst. Nick Migliore has been determined by the Board of Directors to be independent. Georges Durst and Paul Cancilla, each of whom, has been determined by the Board of Directors to not be independent. Based on the education and breadth and depth of experience of each member of the Audit Committee, the Board of Directors has determined each such member to be financially literate.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee:

Paul Cancilla has a B.A. Economics from Queen’s University, Kingston, Ontario and an LL.B./M.B.A. from the University of Toronto, Ontario. He is a Partner, Corporate/Commercial Department, of KRM LLP in Toronto, Ontario. Mr. Cancilla has acted in a number of strategic mergers and reorganizations for a number of companies and has acted in loan and credit offerings.

Georges Durst is the former President and Chief Executive Officer of Saratoga from 2004 to March 2015. He has over fifty years’ experience in the restaurant business as founder of House of Jazz Montreal Inc. and House of Jazz Laval Inc. and is also founder & ex-Chief Executive Officer of SportsScene Group Inc. a public company on the TSX Venture Exchange. Through these years, he has compiled financial literacy and developed his business strategy knowledge. Additionally, Mr. Durst has served on different public companies as a director and committee member.

Nick Migliore has a B.A. of Arts from York University, Toronto, Ontario and a M.B.A. from Queens University, Kingston, Ontario. Mr. Migliore is the President and owner of Reilly Security in Toronto, Ontario. He was executive director, building operations & security where he managed operating and capital budgets. Mr. Migliore has compiled financial literacy and developed is business strategy knowledge.

Audit Committee Charter

The responsibilities and duties of the Audit Committee are set out in the Audit Committee’s Charter, the text of which is attached as “**Schedule G**” to this Circular. The Charter was adopted on August 20, 2007.

Reliance on Certain Exemptions

Saratoga is relying upon the exemption in Section 6.1 of *National Instrument 52-110 - Audit Committees* in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110 for the year ended March 31, 2014. This exemption exempts a Venture issuer from the requirement to have 100% of its member’s independent, as would be required by NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services.

AVAILABLE INFORMATION

Additional information relating to Saratoga is available on SEDAR at www.sedar.com. Financial information about Saratoga is provided in Saratoga's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year.

Shareholders may request copies of Saratoga's financial statements and management's discussion and analysis by contacting Saratoga at 1-844-696-3349 or in person at 1773 Bayly Street, Pickering, Ontario, L1W 2Y7.

SHAREHOLDER PROPOSALS

Persons entitled to vote at the next annual meeting of Saratoga who wish to submit a proposal for consideration at the meeting, must submit their proposal to Saratoga by April 24, 2015.

OTHER MATTERS

Management of Saratoga is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Annual and Special Meeting of Shareholders. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of Saratoga.

DATED: April 2, 2015

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

(signed) "*Ahmad Rasouli*"

Ahmad Rasouli
Chief Executive Officer

SCHEDULE A

NUMBER OF DIRECTORS RESOLUTION

SPECIAL RESOLUTION OF SHAREHOLDERS OF SARATOGA ELECTRONIC SOLUTIONS INC. (the "Corporation")

Change the Number of Directors on the Board of Directors

BE IT RESOLVED THAT:

1. in accordance with section 112(1) of the *Canada Business Corporations Act*, the Articles of the Corporation be amended from a minimum of one (1) and a maximum of nine (9) directors, to a minimum of one (1) and a maximum of fifteen (15) directors;
2. the Articles of the Corporation be amended so that the number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation;
3. the Articles of the Corporation be amended to empower the directors of the Corporation so the directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders;
4. the precise number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the Articles of the Corporation is hereby determined to be nine (9);
5. hereafter, the board of directors of the Corporation is empowered to determine from time to time the number of directors of the Corporation within the minimum and maximum numbers provided for in the Articles of the Corporation, as the same may be amended from time to time
6. any increase or decrease in the number of directors of the Corporation and/or the number of directors of the Corporation to be elected at the annual meeting of the shareholders of the Corporation since incorporation to the date hereof as the same are referred to in the minute books of the Corporation or are otherwise within the knowledge of the shareholders of the Corporation, be and the same are hereby approved, ratified, sanctioned and confirmed in all respects; and
7. any director or officer of the Corporation is hereby authorized and directed for and on behalf of Saratoga to execute or cause to be executed and to deliver or cause to be delivered, all such other documents, agreements and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

SCHEDULE B

OFFICE RATIFICATION RESOLUTION

**SPECIAL RESOLUTION OF SHAREHOLDERS
OF
SARATOGA ELECTRONIC SOLUTIONS INC.
(the "Corporation")**

Change the Corporation's Registered Office

BE IT RESOLVED THAT:

1. the Corporation is authorized to apply to the *Director* under the *Canada Business Corporations Act* for a certificate of amendment amending the articles of the Corporation to change the province in Canada where its registered office is to situated from Québec to Ontario;
2. the change of location of the Corporation's registered office to 1773 Bayly Street, Pickering, Ontario, L1W 2Y7 is hereby ratified, authorized and approved; and
3. any director or officer of the Corporation is hereby authorized and directed for and on behalf of Saratoga to execute or cause to be executed and to deliver or cause to be delivered, all such other documents, agreements and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

SCHEDULE C

NAME CHANGE RESOLUTION

**SPECIAL RESOLUTION OF SHAREHOLDERS
OF
SARATOGA ELECTRONIC SOLUTIONS INC.
(the "Corporation")**

Change the Corporation's Name

BE IT RESOLVED THAT:

1. the Corporation is hereby authorized and directed to proceed with a name change from Saratoga Electronic Solutions Inc. to "Abba Medix Group Inc." or such other name as the Corporation's board of directors (the "**Board**") may, in their sole discretion, determine, and as may be approved by the regulatory authorities (including Industry Canada and the Canadian Securities Exchange), and that the constating documents of the Corporation be amended to change the name of the Corporation to "Abba Medix Group Inc." or such other name as the Board may, in their sole discretion, determine; and
2. any director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal or otherwise, all such deeds, documents, instruments and insurances as such director or officer shall deem necessary to give full force and effect to these resolutions.

SCHEDULE D

2015 OPTION PLAN

See attached Stock Option Plan

SARATOGA ELECTRONIC SOLUTIONS INC.

AMENDED AND RESTATED STOCK OPTION PLAN

Effective Date: February 29, 2000 and amended and restated on April 2, 2015.

1. Purpose of the Plan

The purpose of the Plan is to provide the Participants with an opportunity to purchase Common Shares and benefit from the appreciation thereof. This proprietary interest in the Corporation will provide an increased incentive for the Participants to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Corporation and its Subsidiaries to attract and retain individuals of exceptional skill.

2. Defined Terms

2.1 Where used herein, the following terms shall have the following meanings:

- (a) "Acceleration Right" means the Participant's right, in certain circumstances, to exercise their outstanding Option as to all or any of the Common Shares in respect of which such Option has not previously been exercised and which the Participant is entitled to exercise, including in respect of Common Shares not otherwise vested at such time;
- (b) "Board" means the board of directors of the Corporation;
- (c) "Common Shares" means the Common Shares of the Corporation or, in the event of an adjustment contemplated by Article 8 hereof, such shares to which a Participant may be entitled upon the exercise of an Option as a result of such adjustment;
- (d) "Corporation" means Saratoga Electronic Solutions Inc., and includes any successor corporation thereof;
- (e) "Exchange" means the Canadian Securities Exchange or, if the Common Shares are not then listed and posted for trading on the Canadian Securities Stock Exchange, then on any stock exchange in Canada on which such shares are listed and posted for trading or any other regulatory body having jurisdiction as may be selected for such purpose by the Board;
- (f) "Exercise Notice" means the notice in writing signed by the Participant or the Participant's legal personal representatives addressed to the Corporation specifying an intention to exercise all or a portion of the Option;
- (g) "Expiry Time" means the time at which the Options will expire, being 4:00 p.m. (Toronto time) on a date to be fixed by the Board at the time the Option is granted, which date will not be more than five years from the date of grant;
- (h) "Investor Relations Activities" has the meaning ascribed thereto in National Instrument 45-106 *Prospectus and Registration Exemptions*;

- (i) "Market Price" means the market price permitted as an Option Price under the policies of the Exchange;
- (j) "Option" means an option to purchase Common Shares from treasury granted by the Corporation to a Participant, subject to the provisions contained herein;
- (k) "Option Price" means the price per share at which Common Shares may be purchased under the Option, as the same may be adjusted herein;
- (l) "Participants" means the directors, officers and employees of, and consultants to, the Corporation or its Subsidiaries (provided such consultants have performed and/or continue to perform services for the Corporation on an ongoing basis or are expected to provide a service of value to the Corporation, in either case pursuant to a written contract requiring the consultant to spend a significant amount of time and attention on the business of the Corporation or its Subsidiaries), as defined by the relevant Exchange and, subject to compliance with the applicable requirements of the Exchange, the Personal Holding Companies of such persons, to whom an Option has been granted by the Board pursuant to the Plan and which Option or a portion thereof remains unexercised;
- (m) "Personal Holding Company" means a company of which all of the voting shares are beneficially owned, directly or indirectly, by a director, officer or employee of, or consultant to, the Corporation or its Subsidiaries, and such entity shall be bound by the Plan in the same manner as if the Options were held directly;
- (n) "Plan" means this Stock Option Plan of the Corporation, as the same may be amended or varied from time to time;
- (o) "Related Person" has the meaning ascribed thereto in National Instrument 45-106 *Prospectus and Registration Exemptions*;
- (p) "Subsidiary" means any corporation that is a subsidiary of the Corporation, as such term is defined under the *Canada Business Corporations Act*, as such provision is from time to time amended, varied or re-enacted; and
- (q) "Take-Over Bid" has the meaning ascribed thereto in the Securities Act (Ontario), as such provision is from time to time amended, varied or re-enacted.

3. Administration of the Plan

3.1 The Board shall administer this Plan. Options granted under the Plan shall be granted in accordance with determinations made by the Board pursuant to the provisions of the Plan as to: the Participants to whom and the time or times at which the Options will be granted; the number of Common Shares which shall be the subject of each Option; any vesting provisions attaching to the Option; and, the terms and provisions of the respective stock option agreements, provided however, that each director, officer, employee or consultant shall have the right not to participate in the Plan and any decision not to participate therein shall not affect the employment by or engagement with the Corporation. The Board shall ensure that Participants under the Plan are eligible to participate under the Plan, and, for Options granted to employees, consultants or management company employees, shall represent and confirm that

the Optionee is a bona fide employee, consultant or management company employee (as defined in the policies of the Exchange).

3.2 The Board may, from time to time, adopt such rules and regulations for administering the Plan as it may deem proper and in the best interests of the Corporation and may, subject to applicable law, delegate its powers hereunder to administer the Plan to a committee of the Board (the "Committee"). Such committee shall be comprised of two or more members of the Board who shall serve at the pleasure of the Board. Vacancies occurring on the Committee shall be filled by the Board.

3.3 The Committee (or the Board where the Committee has not been constituted) shall have the power to delegate to any member of the Board or officer so designated (the "Administrator"), with the power to determine which Participants are to be granted Options and to grant such Options, the number of Common Shares purchasable under each Option, the Option Price and the time or times when and the manner in which Options are exercisable, and the Administrator shall make such determinations in accordance with the provisions of this Plan and with applicable securities and stock exchange regulatory requirements, subject to final approval by the Committee or Board.

4. Granting of Option

4.1 Participants may be granted Options from time to time. The grant of Options will be subject to the conditions contained herein and may be subject to additional conditions determined by the Board from time to time. Each Option granted hereunder shall be evidenced by an agreement in writing, signed on behalf of the Corporation and by the Participant, in such form as the Board shall approve from time to time. Each such agreement shall recite that it is subject to the provisions of this Plan.

4.2 The aggregate number of Common Shares of the Corporation allocated and made available to be granted to Participants under the Plan shall not exceed 10% of the issued and outstanding Common Shares of the Corporation as at the date of grant (on a non-diluted basis). Common Shares in respect of which Options are cancelled or not exercised prior to expiry, for any reason, shall be available for subsequent Option grants under the Plan. No fractional shares may be purchased or issued hereunder.

4.3 The Corporation shall at all times, during the term of the Plan, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of the Plan.

4.4 Any grant of Options under the Plan shall be subject to the following restrictions:

- (a) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to Related Persons may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis) unless disinterested shareholder approval is obtained;
 - (b) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to a Related Person may not exceed 5% of the issued and outstanding Common Shares (on a non-diluted basis) unless disinterested shareholder approval is obtained;
 - (c) the aggregate number of securities, calculated on a fully diluted basis, issued within 12 months to Related Persons may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis) unless disinterested shareholder approval is obtained;
- and

- (d) the aggregate number of securities, calculated on a fully diluted basis, issued within 12 months to a Related Person and the associates of the Related Person, may not exceed 5% of the issued and outstanding securities of the issuer (on a non-diluted basis) unless disinterested shareholder approval is obtained.

4.5 All Options granted pursuant to this Plan shall be subject to rules and policies of the Exchange and any other regulatory body having jurisdiction.

4.6 A Participant who has been granted an Option may, if otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional Option if the Board so determines.

5. Option Price

5.1 Subject to applicable Exchange approval, the Option Price shall be fixed by the Board at the time the Option is granted to a Participant. In no event shall the price be less than the Market Price. The Market Price is the greater of the closing price per Common Share on the Exchange on (a) the last trading day preceding the date of grant, and (b) the date of grant; or if the Common Shares are not listed on any stock exchange, a price determined by the Board; provided that, if the Board, in its sole discretion, determines that the closing price on the last trading day preceding the date of grant would not be representative of the market price of the Common Shares, then the Board may base the price on the greater of the closing price and the weighted average price per share for the Common Shares for five (5) consecutive trading days ending on the last trading day preceding the date of grant on which there was a closing price on the Exchange; the weighted average price shall be determined by dividing the aggregate sale price of all Common Shares sold on the Exchange during the said five (5) consecutive trading days, by the total number of Common Shares so sold.

6. Term of Option

6.1 The term of the Option shall be a period of time fixed by the Board, not to exceed five years from the date of grant, and unless the Board determines otherwise, Options shall be exercisable in whole or in part at any time during this period in accordance with such vesting provisions, conditions or limitations (including applicable hold periods) as are herein contained or as the Board may from time to time impose or, as may be required by the Exchange, or under applicable securities law.

6.2 Each Option and all rights thereunder shall be expressed to expire at the Expiry Time, but shall be subject to earlier termination in accordance with Section 11 hereof.

6.3 Subject to any specific requirements of the Exchange, the Board shall determine the vesting period or periods within the Option term, during which a Participant may exercise an Option or a portion thereof.

6.4 An Option and any Common Shares issuable upon the exercise thereof may be subject to resale restrictions under securities laws.

7. Exercise of Option

7.1 Subject to the provisions of the Plan and the terms of any stock option agreement, an Option or a portion thereof may be exercised, from time to time, by delivery to the Corporation's principal office in Toronto, Ontario of the Exercise Notice. The Exercise Notice shall state the intention of the Participant or the Participant's legal personal representative to exercise the said Option or a portion thereof, and specify

the number of Common Shares in respect of which the Option is then being exercised, and shall be accompanied by the full purchase price of the Common Shares which are the subject of the exercise. Such Exercise Notice shall contain the Participant's undertaking to comply, to the satisfaction of the Corporation, with all applicable requirements of the Exchange and any applicable regulatory authorities.

8. Adjustments in Shares

8.1 If the outstanding shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation through a re-organization, plan of arrangement, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board, in its discretion, in the number or kind of shares optioned and the exercise price per share, as regards previously granted and unexercised Options or portions thereof, and as regards Options which may be granted subsequent to any such change in the Corporation's capital.

8.2 Determinations by the Board as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. The Corporation shall not be obligated to issue fractional securities in satisfaction of any of its obligations hereunder.

9. Accelerated Vesting

9.1 In the event that certain events such as a liquidation or dissolution of the Corporation or a re-organization, plan of arrangement, merger or consolidation of the Corporation with one or more corporations, as a result of which the Corporation is not the surviving corporation, or the sale by the Corporation of all or substantially all of the property and assets of the Corporation to another corporation prior to the Expiry Time, are proposed or contemplated, the Board may, notwithstanding the terms of this Plan or any stock option agreements issued hereunder, exercise its discretion, by way of resolution, to permit accelerated vesting of Options on such terms as the Board sees fit at that time. If the Board, in its sole discretion, determines that the Common Shares subject to any Option granted hereunder shall vest on an accelerated basis, all Participants entitled to exercise an unexercised portion of Options then outstanding shall have the right at such time, upon written notice being given by the Corporation, to exercise such Options to the extent specified and permitted by the Board, and within the time period specified by the Board, which shall not extend past the Expiry Time.

9.2 An Option may provide that whenever the Corporation's shareholders receive a Take-Over Bid, and the Corporation supports this bid, pursuant to which the "offeror" would, as a result of such Take-Over Bid being successful, beneficially own in excess of 50% of the outstanding Common Shares of the Corporation, the Participant may exercise the Acceleration Right. The Acceleration Right shall commence on the date of the mailing of the Board circular recommending acceptance of the Take-over Bid and end on the earlier of:

- (a) the Expiry Time; and
- (b) (i) in the event the Take-Over Bid is unsuccessful, on the expiry date of the Take-Over Bid; and (ii) in the event the Take-Over Bid is successful, on the tenth (10th) day following the expiry date of the Take-over Bid.

9.3 At the time of the termination of the Acceleration Right, the original vesting terms of the Options shall be reinstated with respect to the Common Shares issuable thereunder which were not acquired by

the holders of such Options pursuant to the terms thereof. Notwithstanding the foregoing, the Acceleration Right may be extended for such longer period as the Board may resolve.

10. Decisions of the Board

All decisions and interpretations of the Board respecting the Plan or Options granted thereunder shall be conclusive and binding on the Corporation and the Participants and their respective legal personal representatives and on all directors, officers, employees and consultants of the Corporation who are eligible to participate under the Plan.

11. Ceasing to be a Director, Officer, Employee or Consultant

11.1 Subject to the terms of the applicable stock option agreements and subject to sections 11.4 hereof, in the event of the Participant ceasing to be a director, officer, employee, consultant or management company employee (as defined in the policies of the Exchange) of the Corporation or a Subsidiary for any reason other than death, including the resignation or retirement of the Participant or the termination by the Corporation or a Subsidiary of the employment of the Participant, prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) may be exercised as to such of the Common Shares in respect of which the Option has not previously been exercised (and as the Participant would have been entitled to exercise) at any time up to and including (but not after) the earlier of the Expiry Time and a date that is ninety (90) days following the effective date of such resignation or retirement or a date that is ninety (90) days following the date notice of termination of employment is given by the Corporation or a Subsidiary, whether such termination is with or without reasonable notice, and subject to such shorter period as may be otherwise specified in the stock option agreement, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.

11.2 In consideration of the Option hereby granted, in the event of the resignation or retirement of the Participant or the termination of employment by the Corporation without cause, the Participant hereby covenants not to sue the Corporation for damages arising from the loss of rights granted hereunder and releases the Corporation from any damages.

11.3 Notwithstanding the foregoing, in the event of termination for cause, such Option (including an Option held by a Participant's Personal Holding Company) shall expire and terminate immediately at the time of delivery of notice of termination of employment for cause is given to the Participant by the Corporation or a Subsidiary and shall be of no further force or effect whatsoever as to the Common Shares in respect of which an Option has not previously been exercised.

11.4 In the event the Participant is engaged in Investor Relations Activities and ceases to provide such Investor Relations Activities to the Corporation or a Subsidiary for any reason, including the termination by the Corporation, a Subsidiary or the Participant of such services, prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) shall cease and terminate on the thirtieth (30th) day following the date notice of termination of such Investor Relations Activities is given by the Corporation, a Subsidiary or the Participant, and subject to such shorter period as may be otherwise specified in the stock option agreement, or at the Expiry Time, whichever occurs first, and shall be of no further force or effect whatsoever as to the Common Shares in respect of which an Option has not previously been exercised.

11.5 In the event of the death of a Participant on or prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) may be exercised as to such of the Common

Shares in respect of which such Option has not previously been exercised (and as the Participant would have been entitled to purchase), by the legal personal representatives of the Participant at any time up to and including (but not after) a date one (1) year from the date of death of the Participant, unless otherwise specified in the stock option agreement or up to the Expiry Time, whichever occurs first, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.

11.6 Options shall not be affected by any change of employment of the Participant where the Participant continues to be employed by the Corporation or any of its Subsidiaries.

12. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or to the extent, if any, permitted by the Exchange.

13. Amendment or Discontinuance of Plan

The Board may amend or discontinue the Plan at any time without the consent of the Participants, provided that such amendment shall not alter or impair any Option previously granted under the Plan except as permitted herein, and that such amendment or discontinuance has been approved by the Exchange, and where necessary, by the shareholders.

14. Participants' Rights

14.1 A Participant shall not have any rights as a shareholder of the Corporation until the issuance of a certificate for Common Shares, upon the exercise of an Option or a portion thereof, and then only with respect to the Common Shares represented by such certificate or certificates.

14.2 Nothing in the Plan or any Option shall confer upon any Participant any rights to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any such Subsidiary to terminate the employment of the Participant at any time; nor shall anything in the Plan or any option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any such Subsidiary to extend the employment of any Participant beyond the time such Participant would normally retire pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any contract of employment with the Corporation or any Subsidiary.

15. Approvals

15.1 The Plan shall be subject, if applicable, to the approval of the Exchange or other regulatory body having jurisdiction at that time and, if so required thereby, to the approval of the shareholders of the Corporation.

15.2 Any Options granted prior to such approval and acceptance shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.

16. Government Regulation

16.1 The Corporation's obligation to issue and deliver Common Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
- (b) the admission of such Common Shares to listing on any stock exchange on which such Common Shares may then be listed; and
- (c) the receipt from the Participant of such representations, warranties, agreements and undertakings as to future dealings in such Common Shares as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

16.2 In this regard, the Corporation shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Common Shares and for the listing of such Common Shares on the Exchange, in compliance with applicable securities laws. If any shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such shares shall terminate and the Option Price paid to the Corporation will be returned to the Participant.

17. Costs

The Corporation shall pay all costs of administering the Plan.

18. Interpretation

This Plan shall be governed by and construed in accordance with the laws of the Province of Ontario.

19. Compliance with Applicable Law

If any provision of the Plan or any Option contravenes any law or any order, policy, by-law or regulation of any regulatory body or the Exchange, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

SCHEDULE E

STOCK OPTION PLAN RESOLUTION

**RESOLUTION OF SHAREHOLDERS
OF
SARATOGA ELECTRONIC SOLUTIONS INC.
(the "Corporation")**

Adoption of 2015 Stock Option Plan

BE IT RESOLVED THAT:

1. the amended and restated stock option plan (the "**2015 Option Plan**"), in the form attached as Schedule D to the Corporation's Management Information Circular dated April 2, 2015 be and is hereby ratified, confirmed and approved with such modifications as may be required by the Canadian Securities Exchange;
2. the Corporation be authorized to grant stock options for up to 10% of the common shares of the Corporation issued and outstanding from time to time pursuant and subject to the terms and conditions of the 2015 Option Plan;
3. the board of directors of the Corporation be authorized on behalf of the Corporation to make any amendments to the 2015 Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Corporation, in order to obtain regulatory approval of the 2015 Option Plan; and
4. any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver, under seal or otherwise, all such documents and instruments and to do all such other acts and things as in the opinion of such director or officer of the Corporation may be necessary or desirable to give effect to this resolution.

SCHEDULE F

FINANCIAL STATEMENTS RATIFICATION RESOLUTION

**RESOLUTION OF SHAREHOLDERS
OF
SARATOGA ELECTRONIC SOLUTIONS INC.
(the "Corporation")**

Financial Statements of the Corporation

BE IT RESOLVED THAT:

1. the Corporation be authorized to present to its shareholders at the its annual meeting in respect of which a notice of meeting dated March 16, 2015 was delivered to shareholders, financial statements in respect of a period ended earlier than the period provided by applicable laws and regulations, and that any past irregularities that may have occurred in this regard be and are hereby ratified; and
2. any director or officer of the Corporation is hereby authorized and directed for and on behalf of Saratoga to execute or cause to be executed and to deliver or cause to be delivered, all such other documents, agreements and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

SCHEDULE G

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The mandate, the functions and the responsibilities of the Audit Committee, are the following:

I. PURPOSE

1. The Audit Committee provides recommendations to the Board of Directors of the Company. Its primary function is to assist the Board in fulfilling its responsibilities towards the shareholders of the Company and the financial community with respect to financial disclosure and controls.
2. The external auditors report to the Audit Committee.

II. DUTIES AND RESPONSIBILITIES

1. The Audit Committee oversees the integrity of the financial statements and review the financial reports and other financial disclosure of the Company which the Company may provide to any government, regulatory authority, or the public.
2. The Audit Committee recommends the appointment of the external auditors, review and assess their performance, ascertain their qualifications and independence, and maintain open communication lines between the external auditors, financial management, the executive officers and the directors of the Company.
3. The Audit Committee oversees the methods used for preparation of financial information, the application of internal controls and the rules for management of the business and financial risk, as well as compliance with the requirements of the Canadian Securities Exchange (Regulations).

III. STRUCTURE AND ORGANIZATION

1. The Audit Committee shall be composed of at least three directors of the Company, the majority of whom shall not be employees, “control persons”, officers of the Company or a person that is connected with any of the foregoing.

The Committee members and the president of the Committee are appointed by the Board of Directors. The Board of Directors may at any time, in its discretion, remove a member from the Audit Committee by resolution.

All the members of the Audit Committee must be “financially literate”, that is, must have knowledge in financial matters to the satisfaction of the Board of Directors. The president of the Audit Committee must be an independent director.

2. The Committee shall meet at least four times a year and may convene additional meetings if circumstances require. All Audit Committee members are expected to attend each meeting, in person or via telephone or video-conference. The Committee may invite members of management, auditors or others to attend the meetings and provide pertinent information, if necessary. The quorum is a majority of the Committee.
3. The Committee must maintain open means of communication with the external auditors, financial management, the executive officers and the directors of the Company.

4. The Committee is empowered to investigate all questions that are brought to its attention and to consult advisors if, in its opinion, it is necessary.

5. The Committee shall be responsible for reviewing and recommending the following for approval by the Board:

- (a) The financial statements (annual and quarterly), the management's discussion and analysis and all other documents relating to the financial results of the Company to be filed with regulatory authorities such as securities commissions, prior to their filing or disclosure;
- (b) All documents containing or incorporating by reference the annual audited financial statements or the unaudited interim results (such as prospectuses or press releases announcing financial results) prior to their disclosure.

IV. GENERAL

1. Meet regularly with the external auditor, management and internal accountants in separate meetings to discuss questions raised by the Committee or others.

2. Keep minutes of all meetings. Report these proceedings and all recommendations to the Board of Directors at its next meeting.

3. Review this Charter annually and recommend such amendments to the Board of Directors as it may deem advisable.

4. Be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from financial statements and periodically assess the adequacy of these procedures.

V. RECRUITMENT OF EXTERNAL AUDITOR

1. Recommend the selection of the external auditors to the Board of Directors, assess their independence and performance, and approve the audit fees and any other remuneration to be paid to them.

2. Study the independence of the external auditor. To this end, the Committee must look into the nature of the services furnished by the external auditor and the remuneration charged and all other questions that the Committee deems appropriate.

3. The external auditor is to be at the disposal of the Board of Directors at least once a year.

4. Pre-approve all permitted non-audit services provided to the Company or its affiliates by the external auditor.

VI. SUPERVISION OF THE QUALITY AND INTEGRITY OF THE PRACTICES REGARDING ACCOUNTING, AUDIT AND PUBLICATION OF FINANCIAL INFORMATION OF THE COMPANY

1. Review the hiring policies regarding partners, associates and employees, past and present, of the present or former external auditors.

2. Oversee the work of the external auditor in the preparation and issuing of the auditor's report and other audit services. The Audit Committee will be responsible for the resolution of disagreements between management and the external auditors on financial reporting.
3. Review the financial statements, the management reports and the annual and interim earnings press releases concerning the results of the Company in cooperation with the management and the external auditor before the Company publicly discloses this information. The Committee should consider the quality of financial information and all other questions that it deems valid.
4. Review, in cooperation with the external auditors and management, the auditing objective, scope and limitations of the external auditors for the present and following year.
5. Review the annual report of the external auditor on the quality and effectiveness of the accounting controls, internal controls and controls of the computerized systems of the Company.
6. Establish procedures for the receipt, retention and treatment of complaints by employees, or other internal or external sources, concerning questionable accounting, internal accounting controls or auditing. These complaints must be treated in a confidential and anonymous way.
7. Review and approve all related party transactions entered into.

VII. PUNCTUALITY

1. Punctually review, in cooperation with management, all legal and statutory questions that could have an important effect on the financial statements and conformity policies or programs.
2. Review, in cooperation with management, and approve the operations by which members of management or the Board of Directors make disclosure in accordance with the requirements of the Regulation.
3. Supervise the compliance program and analyze periodically the relevance of making improvements to it and make suggestions in this respect to management.
4. Ensure that all other functions prescribed by law, statutes or internal regulations of the Company or by the Board of Directors are followed.
5. Review the fees for services rendered and related expenses and for any newly approved services since the preceding meeting and analyze updated account projections.
6. Review the insurance coverage of the Company annually to ensure that assets are properly covered, including, and without limitation, the liability insurance of senior executives and directors.

VIII. EMPOWERMENT

The Committee is empowered to:

1. Communicate directly with the external auditors.
2. Engage independent attorneys or other counselors that it deems necessary to the exercise of its functions and notify the Board on the range of the financing required for the remuneration of these counselors.

IX. DEFINITIONS

In accordance with National Instrument 52-110-*Audit Committees*:

Financially literate:

Refers to an individual who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be expected to be raised by the Company's financial statements.

Control Person:

Means any person that holds or is one of combination of persons that hold a sufficient number of any of the securities of the Company so as to affect materially the control of the Company or more than 20% of the outstanding voting securities of the Company, except where there is evidence showing that the holding of those securities does not affect materially the control of the Company.

Amended and ratified by the Board of Directors on April 2, 2015