

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**  
**UNDER NATIONAL INSTRUMENT 51-102**

**1. Name and Address of Company**

Abba Medix Group Inc. (the “**Company**”)  
1773 Bayly Street  
Pickering, Ontario  
L1W 2Y7

**2. Date of Material Change**

May 4, 2015 – Name Change and Directors

April 30, 2015 – Agreement between the Company and Redecan Pharm

**3. News Release**

A news release disclosing the name change and election of directors was issued by the Company on May 6, 2015 through the facilities of Marketwired. A news release disclosing the agreement with Redecan Pharm was issued by the Company on May 7, 2015 through the facilities of Marketwired.

**4. Summary of Material Change**

The Company held its annual and special meeting of shareholders on May 4, 2015 (the “**Meeting**”) where the shareholders approved the change of the Company’s name from “Saratoga Electronic Solutions Inc.” to “Abba Medix Group Inc.”. At the Meeting, the shareholders also elected the following nine (9) individuals as directors of the Company: Ahmad Rasouli, Georges A. Durst, Paul Cancilla, Michael Boucher, Paul Andersen, Dennis Dos Santos, Nick Migliore, Pierre G. Gagnon and Richard Vallée.

On April 30, 2015 the Company entered into a definition Share Purchase Agreement (the “**Agreement**”) to acquire all of the issued and outstanding shares of 9037136 Canada Inc., a private company operating and known as Redecan Pharm (“**Redecan**”), from Mr. Richard Redekop (“**Redekop**”). The Agreement was made following the entering into a Letter of Intent the Company reported April 6, 2015.

**5. Full Description of Material Change**

The Company held its Meeting on May 4, 2015 where the shareholders approved the change of the Company’s name from “Saratoga Electronic Solutions Inc.” to “Abba Medix Group Inc.”. At the Meeting, the shareholders also approved the resolution to increase the maximum number of directors on the Board of Directors of the Company to fifteen (15) and empower the directors to fix the number of directors from time to time. The shareholders also elected the following nine (9) individuals as directors of the Company: Ahmad Rasouli, Georges A. Durst, Paul Cancilla, Michael Boucher, Paul Andersen, Dennis Dos Santos, Nick Migliore, Pierre G. Gagnon and Richard Vallée. The Company has filed articles of amendment with Industry Canada to reflect the change of name as well as the change of the registered office to 1773 Bayly Street, Pickering, Ontario, L1W

2Y7. The resolutions to amend and restate the stock option plan of the Company and to appoint MNP SENCRL srl as auditors of the Company also passed.

The Company and Redecan have entered into the Agreement on April 30, 2015. Under the terms of the share purchase transaction (the "**Transaction**"), the Company shall pay to Redekop an aggregate consideration of approximately CDN \$11,000,000, in cash and shares of the Company. The Company agreed to acquire all of the shares of Redecan for a purchase price consisting of CDN \$8,000,000 plus 6,000,000 shares of the Company with a deemed notional value of CDN \$0.50 per share, for a total deemed value of CDN \$11,000,000. The consideration payable is subject to decrease for any liabilities and indebtedness of Redecan outstanding as of March 12, 2015, and for any decrease in Redecan's working capital as a result of medical marijuana sales after March 12, 2015. The consideration payable is subject to increase for expenses incurred by Redecan for the purpose of leasehold improvements to the production facility after January 31, 2015, and for any GST/HST input tax credits relating to the operation of the business up to January 31, 2015.

The Transaction is conditional upon regulatory approval, including approval of the transfer of the MMPR license from Redekop to Redecan and any required third party consents.

Closing of the Transaction is expected to be at a mutually agreed date no later than June 12, 2015, subject to extension if Health Canada has not approved the transfer of the MMPR license by Redekop to Redecan by that date. On closing, the Company will pay to Redekop, CDN \$3,000,000 in cash and issue a promissory note in the amount of CDN \$5,000,000 bearing interest of 4% to be paid as follows: CDN \$2,000,000 plus 4% per annum interest six months after closing; CDN \$2,000,000 plus 4% per annum interest twelve months after closing; and \$1,000,000 plus 4% per annum interest fifteen months after closing. In addition, the Company will issue to Redekop on closing 6,000,000 common shares representing 8.92% of the Company's issued and outstanding capital stock (not including any outstanding warrants or any additional shares issued after the date of the Agreement).

As of the changeover date, deemed the close of business on March 12, 2015, Redekop's licensed business has been and will continue to be operated for the benefit of the Company.

On closing the Company will also deliver a share pledge agreement as security for its promissory note and pursuant to that agreement the Company will not: a) deal with Redecan's MMPR Consent; and b) change the existing MMPR designations of Redecan's employees until all amounts owing have been paid or without written consent.

Effective March 12, 2015 and continuing post-closing, management shall continue to provide their services pursuant to employment agreements with Redecan which, inter alia, make provision for performance-based incentive bonus based on the profits earned by the existing production facilities of Redecan.

Pursuant to the Transaction, Redekop, or his designate, has been invited to have a position on the Company's Board of Directors, subject to any requirements of the CSE. In

addition, and subject to receiving any required consent from Health Canada and any other necessary consent, the new Board of Directors of Redecan will be restructured to provide for five (5) directors, three (3) of whom will be nominated by the Company and two (2) of whom will be nominated by Redekop.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

This report is not being filed on a confidential basis.

**7. Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

**8. Executive Officer**

For additional information with respect to this Material Change Report please contact:

Ahmad Rasouli, Chief Executive Officer, Telephone: (905) 492-9420

**9. Date of Report**

This report is dated as of the 11<sup>th</sup> day of May, 2015.