

ABBA MEDIX GROUP INC.



Abba Medix Group

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND
MANAGEMENT INFORMATION CIRCULAR**

**IN RESPECT OF AN ANNUAL MEETING OF SHAREHOLDERS OF ABBA MEDIX
GROUP INC. TO BE HELD ON JANUARY 29, 2016**

Dated as of December 23, 2015

These materials are important and require your immediate attention. The shareholders of Abba Medix Group 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.

ABBA MEDIX GROUP INC.

Notice of Annual Meeting of Shareholders

Notice is hereby given that the annual meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Abba Medix Group Inc. ("**Abba**" or the "**Corporation**") will be held at the offices of Bennett Jones, located at One First Canadian Place, Suite 3400, Toronto, Ontario, M5X 1A4, on January 29, 2016 at 1:00 p.m. (Eastern time) for the following purposes:

- (a) to receive the consolidated financial statements of the Corporation for the financial year ended July 31, 2015, and the report of the auditors thereon;
- (b) to elect directors of the Corporation for the ensuing year;
- (c) to appoint Collins Barrow Toronto LLP as auditors of the Corporation and to authorize the board of directors (the "**Board of Directors**") to fix their remuneration; and
- (d) 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 December 22, 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 the Corporation's transfer agent, Computershare Investor Services Inc., by 5:00 p.m. (Eastern time) on January 27, 2016, 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 Toronto, Ontario this 23rd day of December 2015.

**BY ORDER OF THE BOARD OF DIRECTORS
OF ABBA MEDIX GROUP 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 the Corporation, 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 the Corporation 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 the Corporation's expectations and predictions, is subject to a number of risks, uncertainties and assumptions, as well as those discussed in Abba'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 the Corporation'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. The Corporation 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.

**ABBA MEDIX GROUP INC.
1773 Bayly Street
Pickering, Ontario
L1W 2Y7**

GENERAL PROXY INFORMATION

Date, Time and Place of Meeting

The Meeting will be held on January 29, 2016, at 1:00 p.m. (Eastern time), at the offices of Bennett Jones located at One First Canadian Place, Suite 3400, Toronto, Ontario, M5X 1A4.

Record Date

Only Registered Shareholders of the Corporation as of 5:00 p.m. (Eastern time) on the Record Date of December 22, 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 December 22, 2015, the Corporation had 65,265,364 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 the Corporation is using this Circular to solicit proxies from Shareholders for use at the Meeting. All solicitation costs will be borne by the Corporation. 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 the Corporation.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are directors or officers of the Corporation. 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 the Corporation. 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 the Corporation'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 January 27, 2016, 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 the Corporation 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 Shareholders who hold Common Shares in certificate form in their name (each such Shareholder shall be hereinafter referred to as a "Registered Shareholder") have the right to revoke a proxy. Beneficial Shareholders (as defined below) 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 (each such Shareholder shall be hereinafter referred to as a "**Beneficial Shareholder**"). Beneficial Shareholders should note that only proxies deposited by Registered Shareholders whose names appear on the records of the Corporation 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 the Corporation. 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 the Corporation 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 Financial Services, Inc. ("**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 can call a toll-free telephone number or visit www.proxyvote.com 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

The Corporation is authorized to issue an unlimited number of Common Shares. As at the date hereof, there are 65,265,364 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 the Corporation, 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 the Corporation 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	29.4%
Ahmad Rasouli in trust for 2418659 Ontario Inc. ⁽²⁾	12,800,000	19.6%

Notes:

- (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 (the "**Rasouli Family**").
- (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 (the "**Sahota Family**").

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 the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of 37,347,463 (57.2%) Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited financial statements of the Corporation for the year ended July 31, 2015 and the report of the auditors thereon will be received at the Meeting. The audited financial statements of the Corporation and the report of the auditors were previously provided to each Shareholder entitled to receive a copy of the Notice of Meeting and this Information Circular and who requested a copy of the audited financial statements and the report of the auditors thereon. The financial statements are also available on SEDAR at www.sedar.com.

Election of Directors

The board of directors ("**Board of Directors**") is currently composed of nine (9) existing directors, some of whom are standing for re-election at the Meeting to hold office until the next annual meeting of shareholders of the Corporation, unless a director's office is vacated earlier due to death, removal, resignation or ceasing to be duly qualified (collectively, the "**Proposed Directors**").

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote at the Meeting FOR the election as directors of the Proposed Directors whose names are set forth below. Management does not contemplate that any of the Proposed Directors 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 the Corporation 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 Proposed Directors to be nominated for election as directors, their positions with the Corporation, their principal occupations or employments, the periods during which they have served as directors of the Corporation 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 Common Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective Proposed Directors individually.

Name and municipality of residence	Position with the Corporation	Principal occupation	Number of Common Shares owned, controlled or directed
Michael Boucher ⁽¹⁾⁽²⁾ , MD Ancaster, Ontario	Director	Medical doctor and qualified physician licensed in Ontario and British Columbia in active practice since 2003.	0
Paul Andersen ⁽¹⁾⁽²⁾ CPA, CA Toronto, Ontario	Director	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
Georges Durst ⁽¹⁾ Montreal, Québec Director since October 2000	Chairman of the Board of Directors	President & Chief Executive Officer of the Corporation from 2004 to March 2015. Founder & ex-Chief Executive Officer of Sportscene Group Inc.	3,320,825
Ahmad Rasouli Toronto, Ontario Director since March 13, 2015	Chief Executive Officer and Director	Chief Executive Officer of the Corporation. Founded Abba Medix Inc. on August 21, 2013. Chief Executive Officer of Abba Medix Inc. from August 2013 until March 2015. Chief Executive Officer of Walk'N Comfort from September 2009 to November 2014.	32,000,000 ⁽³⁾
Richard Vallée ⁽²⁾ , CPA, CA Laval, Quebec	Director	Chief Financial Officer of the Corporation to November 2015. Chief Financial Officer of Saratoga Electronics Solutions Inc. from April 2007 to April 2015. Acting Chief Financial Officer of Capital Pro-Égax Inc. from 2005 to 2007. Chief Organization Officer of Groupe Granitcon Inc. from 1982 to 2003.	106,668

Notes:

- (1) Member of the Audit Committee
- (2) Member 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 Proposed 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 the Corporation, except as described below, no director of the Corporation or any of the Proposed Directors are, or have 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 Electronic Solutions Inc.'s ("**Saratoga**") 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.

To the knowledge of the Corporation, no director of the Corporation or any of the Proposed Directors are, or have 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 the Corporation 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 the Corporation, no director of the Corporation 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

In November of 2015, the audit committee (the "**Audit Committee**"), with the Board of Directors' approval, decided that it was an appropriate time to have a competitive selection process to determine the chartered professional accountants to propose to the shareholders of the Corporation as the auditor for the 2015 fiscal year. The process was conducted by management with oversight by the Audit Committee.

The determination to change the auditor of the Corporation was not as a result of any reportable event, as that term is defined in section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"). There have been no disagreements between the Corporation and MNP SENCRL srl, Chartered Accountants, ("**MNP**") and there have been no qualified opinions or denials of opinions by MNP, for the purposes of NI 51-102.

Effective November 4, 2015, MNP resigned as auditor of the Corporation and Collins Barrow Toronto LLP, Chartered Accountants ("**Collins Barrow**") was appointed as auditor of the Corporation. At the Meeting, shareholders of the Corporation will be requested to appoint Collins Barrow as auditor of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the directors to fix the auditors' remuneration. In accordance with section 4.11 of NI 51-102, the Corporation created a reporting package with respect to the termination of MNP and the proposed appointment of Collins Barrow as the auditor of the Corporation (including the Notice of Change of Auditor, a letter from MNP and a letter from Collins Barrow) (collectively, the "**Change in Auditor Reporting Package**"). A copy of which is attached hereto as Schedule "A".

Absent contrary instructions, proxies given pursuant to this solicitation by the management of the Corporation will be voted "FOR" the appointment of Collins Barrow as the auditor of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the directors to fix the remuneration of the auditor.

The fees paid to MNP during the financial years ended July 31, 2015 and March 31, 2014 were as follows:

Fees (in thousands dollars)	2015	2014
Audit fees ⁽¹⁾	Nil	\$30,000
Audit-related fees ⁽²⁾	\$Nil ⁽⁵⁾	Nil
Tax fees ⁽³⁾	\$Nil	Nil
All other fees ⁽⁴⁾	\$Nil	Nil
Total	\$Nil	\$30,000

Notes:

- (1) "**Audit fees**" include fees necessary to perform the annual audit of the Corporation'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.
- (5) While the Corporation has not paid any fees to MNP for the year ended July 31, 2015, there were fees of \$11,250 for audit related fees in Saratoga's fiscal period prior to the completion of the reverse take-over.

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

The Corporation's executive compensation (the "**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 the Corporation. The various components of the Corporation'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 the Corporation'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 the Corporation's executives.

Composition of the Compensation Committee

The compensation committee of the Corporation (the "**Compensation Committee**") is currently composed of the following three members: Michael Boucher, Paul Andersen, and Richard Vallée.

The Board of Directors has determined that Michael Boucher is an independent member of the Compensation Committee and that Paul Andersen and Richard Vallée 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 the Corporation's Executive Compensation Program, which is designed to follow the Corporation'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 the Corporation's executive compensation philosophy. Following an outstanding performance of the Corporation 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 July 31, 2015, no bonuses have been paid by the Corporation.

Long-Term Incentive Plan

The Corporation has adopted a share option plan (the "**Share Option Plan**") in order to encourage the achievement of the Corporation's growth objectives. Pursuant to the Share Option Plan, the directors of the Corporation may, from time to time, in their discretion, and in accordance with the requirements of securities regulations, grant non-transferable share options (the "**Options**") to the directors, executive officers, employees and consultants of the Corporation, provided that the aggregate number of Common Shares reserved for issue shall not exceed 10% of the issued and outstanding Common Shares of the Corporation as at the date of the grant (on a non-diluted basis). In addition, the aggregate number of Common Shares so reserved for issuance to one person may not exceed 5% of the issued and outstanding Common Shares. Options pursuant to the Share Option Plan are granted at the discretion of the Board of Directors, vest at schedules determined by the Board of Directors which shall not exceed five years from the date of grant. The exercise price of the Options granted under the Share Option Plan shall be fixed by the Board of Directors at the time of grant. In no event shall the price be less than, 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.

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 at any time up to and including (but not after) the earlier of the Expiry Date (as defined in the Share Option Plan) and a date that is ninety (90) days following the effective date of such termination of employment 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.

During the year ended July 31, 2015, the Corporation issued 450,000 Options to its directors. Each Option entitles the holder to acquire one Common Share of the Corporation at a price of \$0.46 for a period of five years from the date of grant. The Options vest over a period of twelve months and will expire June 5, 2020.

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 the Corporation, salaries and bonuses paid to other chief executive officers in the industry and the Chief Executive Officer's impact on the achievement of the Corporation'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 the Corporation, salaries and bonuses paid to other chief financial officers in the industry and the Chief Financial Officer's impact on the achievement of the Corporation's objectives for the previous and current financial year.

Summary Compensation Table

The following table sets out information concerning the compensation earned from the Corporation and any of the Corporation's subsidiaries during the financial years ended July 31, 2015, March 31, 2014 and March 31, 2013 by the Corporation's Chief Executive Officer, Chief Financial Officer and the other most-highly compensated executive officer of the Corporation other than the Chief Executive Officer and the Chief Financial Officer whose total salary, bonus and other annual compensation exceeded \$150,000 on July 31, 2015 (the "**Named Executive Officers**").

Abba NEO Name and Principal Position	Financial Period	Salary (\$)	Share- based Awards (\$)	Option- based Awards (\$)	Non-equity Incentive Plan Compensation			All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long- term Incentive Plans	Pension Value (\$)		
Ahmad Rasouli CEO ⁽¹⁾	2015	Nil	Nil	22,656	Nil	Nil	Nil	187,583 ⁽²⁾	210,239
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Georges Durst Former CEO ⁽¹⁾	2015	Nil	Nil	22,656	Nil	Nil	Nil	1,750 ⁽³⁾	24,406
	2014	Nil	Nil	Nil	Nil	Nil	Nil	5,197 ⁽⁴⁾	5,197
	2013	Nil	Nil	Nil	Nil	Nil	Nil	85,735 ⁽⁵⁾	85,735
Mike Johnston CFO ⁽⁶⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Richard Vallée Former CFO ⁽⁶⁾	2015	Nil	Nil	22,656	Nil	Nil	Nil	63,190 ⁽⁷⁾	85,846
	2014	Nil	Nil	Nil	Nil	Nil	Nil	29,000 ⁽⁸⁾	29,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	130,969 ⁽⁹⁾	130,969

Notes:

- (1) Mr. Durst resigned as CEO of the Corporation on May 4, 2015 and Mr. Rasouli was appointed as CEO on May 4, 2015.
- (2) Of this amount, Mr. Rasouli received compensation in the form of professional fees for consulting services provided to the Corporation in the amount of \$ 185,833 and \$ 1,750 as compensation to Mr. Rasouli in his capacity as a director of the Corporation.
- (3) This amount represents fees received in Mr. Durst's capacity as a director of the Corporation.
- (4) Of this amount, \$1,500 represents fees received in Mr. Durst's capacity as a director of the Corporation and \$3,697 represents a car allowance.
- (5) Of this amount, Mr. Durst received compensation in the form of professional fees for consulting services provided to the Corporation in the amount of \$76,200 and \$9,535 represents a car allowance.
- (6) Mr. Vallée resigned as CFO of the Corporation on November 30, 2015 and Mr. Johnston was appointed as CFO on November 30, 2015.
- (7) Of this amount, Mr. Vallée received compensation in the form of professional fees for consulting services provided to the Corporation in the amount of \$ 92,690 and \$ 500 as compensation to Mr. Vallée in his capacity as a director of the Corporation.
- (8) Of this amount, Mr. Vallée received compensation in the form of professional fees for consulting services provided to the Corporation in the amount of \$35,512, \$1,500 represents fees received in Mr. Vallée's capacity as a director of the Corporation and \$9,753 represents a car allowance.
- (9) Mr. Vallée received compensation in the form of professional fees for consulting services provided to the Corporation.

Incentive Plan Awards

Outstanding Option-Based and Share-Based Awards

The following table sets forth the option-based incentive awards outstanding at July 31, 2015 for the Named Executive Officers. The Corporation had no share-based awards outstanding at July 31, 2015.

Name	Option-based awards			Value of unexercised in-the-money options (\$)
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	
Ahmad Rasouli Chief Executive Officer	50,000	0.46	June 5, 2020	Nil
Georges Durst Former - Chief Executive Officer	50,000	0.46	June 5, 2020	Nil
Mike Johnston Chief Financial Officer	Nil	Nil	N/A	Nil
Richard Vallée Former - Chief Financial Officer	50,000	0.46	June 5, 2020	Nil

Value Vested or Earned During the Year

During the financial year ended July 31, 2015, the value of all incentive plan awards that vested or were earned by each Named Executive Officer was \$9,897.

Pension Plan Benefits

The Corporation does not have any pension plans or deferred compensation plans.

Termination and Change of Control Benefits

The Corporation 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 the Corporation.

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 July 31, 2015 to each of the directors of the Corporation, other than Ahmad Rasouli, Georges A. Durst, Ritchard Vallée, and Mike Johnston each of 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".

Name	Fees earned (\$) ⁽¹⁾	All other compensation (\$) ⁽²⁾	Total compensation (\$)
Paul Andersen	\$500	\$22,656	\$23,156
Michael Boucher	\$500	\$22,656	\$23,156
Paul Cancilla	\$1,750	\$22,656	\$24,406
Dennis Dos Santos	\$500	\$22,656	\$23,156
Pierre Gagnon	\$Nil	\$22,656	\$22,656
Nick Migliore	\$1,250	\$22,656	\$23,906

Notes:

- (1) This amount represents fees received in capacity as a director of the Corporation.
- (2) This amount represents the fair value of stock options granted to each director during the July 31, 2015 fiscal year.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth the option-based incentive awards outstanding at July 31, 2015 for each of the directors of the Corporation, other than Ahmad Rasouli, Georges A. Durst, Ritchard Vallée, and Mike Johnston, 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".

Option-based awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Paul Andersen	50,000	0.46	June 5, 2020	Nil
Michael Boucher	50,000	0.46	June 5, 2020	Nil
Paul Cancilla	50,000	0.46	June 5, 2020	Nil
Dennis Dos Santos	50,000	0.46	June 5, 2020	Nil
Pierre G. Gagnon	50,000	0.46	June 5, 2020	Nil
Nick Migliore	50,000	0.46	June 5, 2020	Nil

Value Vested or Earned During the Year

During the financial year ended July 31, 2015, the value of all incentive plan awards that vested or were earned by each director was \$19,793.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out certain details as at July 31, 2015, with respect to the Share Option Plan, being the sole compensation plan pursuant to which equity securities of the Corporation 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*".

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under the Share Option Plan
Share Option Plan	450,000	0.46	5,776,536

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 the Corporation or any of its subsidiaries was indebted to the Corporation 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 the Corporation or any of its subsidiaries.

Management Contracts

Management services for the Corporation are not, to any substantial degree, performed by persons other than the executive officers of the Corporation. The Corporation was not subject to any management agreement for the financial year ended July 31, 2015.

Interests of Informed Persons in Material Transactions

For the purpose of this Circular, an "**Informed Person**" of the Corporation means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or corporation that is itself an Informed Person or subsidiary of the Corporation; (c) any person or corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (d) the Corporation, 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 the Corporation, no Informed Person of the Corporation, 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 the Corporation, in any proposed transaction that could materially affect the Corporation, or in any matter to be acted upon at the Meeting, except as disclosed below.

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 the Corporation, must disclose on an annual basis and in prescribed form, the corporate practices that it has adopted. The following is the Corporation's required disclosure of its corporate governance practices.

Board of Directors

For the next financial year, the Corporation proposes that its Board of Directors be composed of five directors, one of whom shall be an independent director 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 to be independent. The Board of Directors considers that George Durst, Ahmad Rasouli, Paul Andersen and Richard Vallée are not independent. The Board of Directors considers that George Durst and Ahmad Rasouli, are not independent, as they are the former and current Chief Executive Officers of Abba. The Board of Directors considers that Richard Vallée, is not independent, as he is the former Chief Financial Officer of the Corporation. The Board of

Directors considers that Paul Andersen, is not independent, as he is a Partner at Forbes Andersen LLP, Forbes Andersen LLP were formerly auditors of the Corporation's wholly owned subsidiary Abba Medix Corp.

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

Directorships

None of the current directors of the Corporation, except Georges Durst and Pierre Gagnon, currently serve 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. Pierre Gagnon is currently a director of Baymount Inc.(a reporting issuer on the TSX Venture), Altitude Resources Inc. (a reporting issuer on the TSX Venture) and Spruce Ridge Resources Limited (a reporting issuer on the TSX Venture).

Orientation and Continuing Education

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

Ethical Business Conduct

In light of the Corporation'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. The Corporation does take measures to ensure that the directors do not trade in the Corporation's Common 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

The Corporation 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*".

The Corporation'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 the Corporation. The details of such remuneration are set out earlier in this Circular under the heading "*Statement of Executive Compensation*".

Other Board Committees

The Corporation 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. The Corporation's aim is to have a broad range of approaches, backgrounds, skills and experience represented on the Board of Directors and to make appointments on merit and against objective criteria, including diversity. The Board of Directors 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 of Directors 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 of the Corporation is currently composed of the following three members: Michael Boucher (Chairman), Richard Vallée and Georges Durst. Michael Boucher has been determined by the Board of Directors to be independent. Georges Durst and Richard Vallée, 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.

Michael Boucher is a qualified physician licensed to practice in Ontario, British Columbia and Alberta, Canada. He has been in active practice since 2003. He obtained both a Bachelor of Kinesiology and Doctor of Medicine from the University of McMaster. He then completed 2-years of residency training in orthopaedic surgery followed by a postgraduate program in family medicine. He continues to be affiliated with McMaster University as an Assistant Clinical Professor teaching medical students, residents, and primary care physician's chronic pain management. He is an assessor with

the College of Physicians and Surgeons of Ontario (CPSO), Out of Hospital Assessment Program. The CPSO has granted Dr. Boucher the authority to focus his practice in chronic pain management. He currently sees over 100 chronic pain patients per week. He was previously an emergency physician working in the Niagara, Burlington, and Muskoka Regions. He is experienced in the management of poly-trauma having previously been employed as a trauma team leader at the Hamilton General Hospital for over 7 years. He is the medical director of Burlington Pain Care, a Level II OHP Facility where he coordinates the efforts of a multidisciplinary team in the treatment of chronic pain. Concomitant with this role he is also the Medical Director of Wellbeings Dependancy Clinic. The Canadian Academy of Pain Management has granted Dr. Boucher Diplomate status with Advanced Credentialing in Interventional Chronic Pain Medicine. He has worked as a consultant for the Workplace Safety and Insurance Board for chronic pain related issues. He has completed Independent Medical Evaluations for the Insurance Industry and undertaken to perform both defence and plaintiff Chronic Pain Medical Legal Examinations. He is a member of the Canadian Society of Medical Evaluators. Dr. Boucher is under contract with the City's of Hamilton, Richmond Hill, Markham, Vaughan, Whitchurch-Stouffville, and Georgina as the Medical Director for Emergency Services-Fire.

Georges Durst is the former President and Chief Executive Officer of the Corporation 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 Sportscene 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.

Richard Vallée is the former Chief Financial Officer of the Corporation. From 2007 to 2015, Mr. Vallée was the Chief Financial officer of Saratoga Electronic Solutions. Prior to these roles, Mr. Vallée has acted in the capacity of a Chief Financial Officer, Chief Organizational Officer and President of other private and public companies. He has experience in developing internal controls and procedures on an ongoing process due to changing regulations. Through his experience, Mr. Vallée has gained significant knowledge in preparing consolidated financial statements, management's discussion and analysis, information disclosure, and other communications with shareholders.

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 B" to this Circular. The Charter was adopted on August 20, 2007.

Reliance on Certain Exemptions

The Corporation 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 July 31, 2015.

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

Shareholders may request copies of the Corporation's financial statements and management's discussion and analysis by contacting the Corporation 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 the Corporation who wish to submit a proposal for consideration at the meeting, must submit their proposal to the Corporation by June 23, 2016.

OTHER MATTERS

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Annual 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 the Corporation.

DATED: December 23, 2015

**BY ORDER OF THE BOARD OF DIRECTORS
OF ABBA MEDIX GROUP INC.**

(signed) "*Ahmad Rasouli*"

Ahmad Rasouli
Chief Executive Officer

SCHEDULE "A"

CHANGE IN AUDITOR REPORTING PACKAGE

(PLEASE SEE ATTACHED)

ABBA MEDIX GROUP INC.

NOTICE OF CHANGE OF AUDITOR

TO: MNP SENCRL srl, Chartered Accountants

AND TO: Collins Barrow Toronto LLP, Chartered Accountants

TAKE NOTICE THAT:

- (a) MNP SENCRL srl, Chartered Accountants, the former auditors of **ABBA MEDIX GROUP INC.** (the "**Corporation**") tendered their resignation effective November 4, 2015 and the directors of the Corporation on November 4, 2015 have appointed Collins Barrow Toronto LLP, Chartered Accountants, as successor auditors in their place;
- (b) the former auditors of the Corporation were requested to resign at the request of the Corporation;
- (c) the resignation of MNP SENCRL srl, Chartered Accountants and the appointment of Collins Barrow Toronto LLP, Chartered Accountants in their place have been approved by the board of directors of the Corporation;
- (d) there were no modified opinions expressed in the former auditors' reports on any of the financial statements of the Corporation commencing at the beginning of the two most recently completed fiscal years and ending on November 4, 2015; and
- (e) there are no reportable events (as defined in section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations*).

DATED this 4th day of November, 2015.

BY ORDER OF THE BOARD

(signed) Ray Ahmad Rasouli
Ray Ahmad Rasouli
President and Chief Executive Officer

November 16, 2015

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Autorité des marchés financiers du Québec

**Re : Change of Auditor Notice
Abba Medix Group Inc.**

Dear Sir or Madam :

As required by subparagraph (6)(a)(ii) of section 4.11 of National Instrument 51-102, we have reviewed the change of auditor notice of Abba Medix Group Inc., dated November 4, 2015 (the "Notice") and, based on our knowledge of such information at this time, we agree with each statement contained in the Notice as it relates to MNP as predecessor auditor.

Yours truly,

MNP SENCRL, srl
MNP SENCRL, srl / LLP

November 11, 2015

To: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Autorité des Marchés Financiers

Dear Sirs/Mesdames:

Re: ABBA MEDIX GROUP INC. – Notice of Change of Auditor

We have reviewed the information contained in the Change of Auditor Notice of Abba Medix Group Inc., dated November 4, 2015 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

Based on our knowledge of such information at this time, we agree with the statements made in the Notice, except that we are not in a position to agree or disagree with the statement that there are no reportable events (as defined by National Instrument 51-102).

Yours very truly,

Collins Barrow Toronto LLP

Chartered Professional Accountants
Licensed Public Accountants

SCHEDULE "B"

AUDIT COMMITTEE'S CHARTER

(PLEASE SEE ATTACHED)

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