

**ABBA MEDIX GROUP INC.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Abba Medix Group Inc. (the "**Corporation**")  
1773 Bayly Street  
Pickering, ON L1W 2Y7  
Phone: (905) 492-9420

**Item 2. Date of Material Change**

April 15, 2016

**Item 3. News Release**

A news release with respect to the material change referred to in this report was issued by the Corporation and disseminated on April 15, 2016 through Marketwired and filed on SEDAR at [www.sedar.com](http://www.sedar.com) under the Corporation's profile.

**Item 4. Summary of Material Change**

The Corporation announced the resignation of Ray Rasouli as a director and Chief Executive Officer and the appointment of Gerry Goldberg as a director, interim Chief Executive Officer and Chairman of the board.

**Item 5. Full Description of Material Change**

On April 15, 2016, Ray Rasouli informed the Corporation that he was resigning as a director and Chief Executive Officer of the Corporation. Mr. Rasouli's resignation from his role at the Corporation was effective April 15, 2016. The Corporation's board of directors has appointed Gerry Goldberg as a director of the Corporation, the interim Chief Executive Officer, and Chairman of the board.

Mr. Goldberg is a partner in a prominent Canadian accounting firm and is head of the firm's Public Company group, which specializes in servicing both domestic and foreign companies listed on the U.S. and Canadian stock exchanges. In addition to the above, Mr. Goldberg has experience in advising owner managed businesses and other clients as well as assisting them in securing both traditional and innovative forms of financing.

Mr. Goldberg also currently sits on the board of directors of a number of public companies. For some of these companies, Mr. Goldberg also serves as the Chairman of the Audit Committee.

Also, as part of the management restructuring, the current director Richard Vallée has also assumed the role of corporate secretary and George Durst is no longer Chairman, but remains a director.

**Item 5.2**      **Disclosure of Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7.**      **Omitted Information**

No significant facts remain confidential in, and no information has been omitted from, this report.

**Item 8.**      **Executive Officer**

For further information, please contact:

Gerry Goldberg, Interim Chief Executive Officer, Telephone: 1-844-696-3349

**Item 9.**      **Date of Report**

April 25, 2015