

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

1. Name and Address of Company

Saratoga Electronic Solutions Inc. (the "**Corporation**")
1773 Bayly Street
Pickering, Ontario
L1W 2Y7

2. Date of Material Change

March 13, 2015

3. News Release

A news release disclosing the material change was issued by the Corporation on March 13, 2015 through the facilities of Marketwire. A copy of the Corporation's March 13, 2015 news release is attached as Schedule "A".

4. Summary of Material Change

The Corporation announced that on March 13, 2015, it completed its previously announced reverse takeover transaction (the "**Transaction**") with Abba Medix Corp. ("**Abba Medix**") pursuant to a share exchange agreement made as of February 24, 2015. The Corporation acquired all of the issued and outstanding securities of Abba Medix in consideration for the issuance to Abba Medix shareholders of 32 common shares of the Corporation ("**Shares**") for each Class A Common Share of Abba Medix. The Transaction resulted in the issuance of 42,780,064 Shares to shareholders of Abba Medix. Upon completion of the Transaction the Corporation has 61,241,364 issued and outstanding common shares. On closing of the Transaction, the Corporation began trading on the Canadian Securities Exchange ("**CSE**").

5. Full Description of Material Change

The Corporation completed the Transaction with Abba Medix resulting in an aggregate of 61,241,364 Shares being issued and outstanding, of which 42,780,064 Shares are held by the former shareholders of Abba Medix and 18,461,300 Shares are held by the pre-existing shareholders of the Corporation. In connection with the Transaction, the Corporation was delisted from the NEX Board of the TSX Venture Exchange on March 12, 2015 and began trading on the CSE on March 13, 2015.

In addition, immediately following the closing of the Transaction, Belair Capital Markets, who has acted as financial advisor to Abba Medix, received warrants entitling it to acquire 5,511,723 Shares at any time during the 12-month period following the closing of the Transaction at a price of \$0.25 per Share.

As described in the Corporation's listing statement dated March 6, 2015 available under the Corporation's profile on www.sedar.com (the "**Listing Statement**"), 32,000,000 Shares are subject to escrow requirements which exceed the required escrow periods under the policies of the CSE.

Also in connection with the Transaction, (i) Paul Cancilla was appointed to the Corporation's Board of Directors (the "**Board**") to fill the vacancy left by the earlier departure of Alfredo Perez; and (ii) Martin Fontaine and Donald W. Seal resigned their positions on the Board, with Nick Migliore and Ahmad Rasouli being appointed to fill the vacancies caused by such resignations. In addition, Ahmad Rasouli was appointed Chief Executive Officer of the Corporation and Richard Vallée will maintain his role as Chief Financial Officer.

Pursuant to a voting agreement dated March 13, 2015 by and among the Corporation, George Durst, 2419104 Ontario Inc. ("**241**") and Ahmad Rasouli in trust for 2418659 Ontario Inc. ("**Rasouli**"), George Durst will be entitled to propose for election two individuals to the Board for a period of 3 years. Rasouli and 241 have agreed to vote their Shares in favour of the individuals proposed by George Durst.

The Corporation has changed its financial year-end to be the same as that of Abba Medix, which is July 31. The Corporation's interim financial reports for the first financial year following the Transaction will be for the three (3) months ended October 31, 2015; six (6) months ended January 31, 2016; and nine (9) months ended April 30, 2016. The Corporation's annual financial statements will be for the year ended July 31, 2015 for the Corporation's first financial year following the Transaction. MNP LLP will continue as auditors of the Corporation.

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 the of the 20th day of March, 2015.

Schedule A

PRESS RELEASE

SARATOGA ELECTRONIC SOLUTIONS INC. ANNOUNCES CLOSING OF REVERSE TAKE-OVER WITH ABBA MEDIX CORP.

MONTREAL, QUEBEC, March 13, 2015 – Saratoga Electronic Solutions Inc. (the "Corporation") (CSE: ABA) is pleased to announce that it has completed its previously announced transaction (the "Transaction") with Abba Medix Corp. ("Abba Medix"). In connection with the Transaction, the Corporation was delisted from the TSX Venture Exchange on March 12, 2015 and will begin trading on the Canadian Securities Exchange ("CSE") as at March 13, 2015.

The Transaction results in the Corporation acquiring all of the issued and outstanding securities of Abba Medix in consideration for which the Corporation has issued to Abba Medix shareholders 32 shares of the Corporation ("Shares") for each Class A Common Share of Abba Medix.

As a result of the closing of the Transaction, there are currently an aggregate of 61,241,364 Shares issued and outstanding, of which 42,780,064 Shares are held by the former shareholders of Abba Medix and 18,461,300 Shares are held by the pre-existing shareholders of the Corporation.

In addition, immediately following the closing of the Transaction, Belair Capital Markets, who has acted as financial advisor to Abba Medix, received warrants entitling it to acquire 5,511,723 Shares at any time during the 12-month period following the closing of the Transaction at a price of \$0.25 per Share.

As described in the Corporation's listing statement dated March 6, 2015 available under the Corporation's profile on SEDAR at www.sedar.com (the "Listing Statement"), 32,000,000 Shares are subject to escrow requirements which exceed the required escrow periods under the policies of the CSE.

Also in connection with the Transaction, (i) Paul Cancilla was appointed to the Corporation's Board of Directors (the "Board") to fill the vacancy left by the earlier departure of Alfredo Perez; and (ii) Martin Fontaine and Donald W. Seal resigned their positions on the Board, with Nick Migliore and Ahmad Rasouli being appointed to fill the vacancies caused by such resignations. In addition, Ahmad Rasouli was appointed Chief Executive Officer of the Corporation and Richard Vallée will maintain his role as Chief Financial Officer.

Pursuant to a voting agreement dated March 13, 2015 by and among the Corporation, George Durst, 2419104 Ontario Inc. ("241") and Ahmad Rasouli in trust for 2418659 Ontario Inc. ("Rasouli"), George Durst will be entitled to propose for election two individuals to the Board for a period of 3 years. Rasouli and 241 have agreed to vote in favour of the individuals proposed by George Durst.

For further information, please see the Listing Statement, which is available on SEDAR at www.sedar.com.

About the Corporation

Saratoga Electronic Solutions Inc. carries on business through its wholly-owned subsidiary Abba Medix. Abba Medix is an Ontario corporation established in 2013 to capitalize on the dramatically changing rules governing medical marijuana production in Canada. On April 1, 2014, Health Canada eliminated the ability of the approximately 37,000 Canadians currently licensed to possess marijuana for medicinal use to grow their own marijuana or have it grown on their behalf. From this point forward, these users must purchase medical marijuana from commercial suppliers licensed by Health Canada.

Abba Medix filed an application with Health Canada in November of 2013 to obtain a license to produce and distribute marijuana under the federal Marihuana for Medical Purposes Regulations (the "License"). Abba Medix has secured a 45,000 square foot facility to support its production plan. To date, Abba Medix has spent approximately \$2,900,000 on its production facilities and other operations. Of this \$2,900,000, Abba Medix has spent approximately \$1,400,000 on rent, professional fees and other overhead expenses incurred since incorporation. Approximately \$1,500,000 of the \$2,900,000 has been spent directly on the construction of the first phase of the Abba Medix production facilities. Abba Medix will continue to build out its facilities as production demand increases.

While there can be no guarantee as to the successful outcome of Abba Medix's application for the License nor as to the timeframe within which such application will be processed by Health Canada, it is Abba Medix's goal to create one of the most technologically advanced and secure facilities in Canada in compliance with applicable rules and regulations.

Forward-Looking Information

This press release contains forward-looking information based on current expectations. The issuance of permits to Abba Medix by Health Canada and the receipt of all necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. The Corporation assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Neither the CSE nor its regulations services accepts responsibility for the adequacy or accuracy of this release.

For further information please contact:

Saratoga Electronic Solutions Inc.
Ahmad Rasouli, Chief Executive Officer
Tel: (905) 492-9420