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

# Name and Address of Company

Saratoga Electronic Solutions Inc. (the “**Corporation**”)

1773 Bayly Street  
Pickering, Ontario  
L1W 2Y7

# Date of Material Change

March 31, 2015

# News Release

A news release disclosing the material change was issued by the Corporation on April 6, 2015 through the facilities of Marketwired.

# Summary of Material Change

The Corporation’s wholly-owned subsidiary, Abba Medix Corp. (“**Abba Medix**”) entered into a Letter of Intent (“**LOI**”) with 9037136 Canada Inc., operating and known as Redecan Pharm (“**Redecan**”), to acquire Redecan for CAD $11,0000,000 in cash and shares. Redecan is a Health Canada licensed producer and distributor of medical marijuana.

# Full Description of Material Change

# Under the terms of the LOI, to acquire Redecan, Abba Medix shall pay to Redecan an aggregate consideration of CAD $11,000,000, payable in cash and shares of the Corporation, subject to negotiation of the definitive agreements. Redecan is focused on developing premium quality medical marijuana products and is a licensed producer and seller, able to cultivate marijuana under the Marihuana for Medical Purposes Regulations (“MMPR”) in Canada.

# The principal focus of Redecan is the production of marijuana from its fully-secured, 15,000 square foot greenhouse production facility in Niagara, Ontario. Redecan obtained a medical marijuana license to undertake the production of medical marijuana in July 2014, and in March 2015 was awarded its sales license. Abba Medix and Redecan shall review, count, and determine the value of Redecan's product inventory immediately following the Closing.

# Redecan is currently listed as one of the seventeen companies in Canada to obtain such a license to date. The Transaction is subject to regulatory approval and standard closing conditions.

# Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

# Omitted Information

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

# Executive Officer

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

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

# Date of Report

This report is dated as of the 10th day of April, 2015.