FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Saratoga Electronic Solutions Inc. (the "Company")
2975 Hochelaga
Montreal, Quebec
H1W 1G1

Item 2 Date of Material Change

May 13, 2010.

Item 3 News Release

A news release in respect of the material change was issued on May 13, 2010. A copy of the Company's May 13, 2010 news release is attached as Schedule "A".

Item 4 Summary of Material Change

The Company has announced that the TSX Venture Exchange has accepted its Notice of Intention to make a Normal Course Issuer Bid.

Item 5 Full Description of Material Change

The press release attached as Schedule "A", issued on May 13, 2010, contains a full description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Further information can be obtained from Georges Durst, President and Chief Executive Officer of the Company, at (514) 529-0663.

Item 9 Date of Report

May 25, 2010.

SCHEDULE "A"

Saratoga Electronic Solutions Inc. Announces Normal Course Issuer Bid

MONTRÉAL, QUÉBEC, May 13, 2010 – Saratoga Electronic Solutions Inc. (the "Corporation") (TSX-V: SAR) announced today the acceptance by the TSX Venture Exchange (the "TSX-V") of the Corporation's Notice of Intention to make a Normal Course Issuer Bid ("NCIB"). Pursuant to the NCIB, the Corporation proposes to purchase through the facilities of the TSX-V from time to time, if considered advisable, up to an aggregate of 932,415 of its common shares, being approximately 5% of its issued and outstanding common shares as of May 12, 2010. Purchases under the NCIB, which will be carried out on behalf of the Corporation by Norman Heimlich of Dundee Securities Corporation, may commence through the TSX-V on May 19, 2010 and will conclude on the earlier of the date on which purchases under the NCIB have been completed and May 18, 2011. No previous purchases were made by the Corporation pursuant to the NCIB.

The Corporation wishes to take advantage of the market trading prices of its common shares from time to time. It is the opinion of management that, from time to time, the market price of its common shares does not adequately reflect the value of the underlying assets of the Corporation. The Board of Directors of the Corporation believes that the proposed purchases are in the best interests of the Corporation and are a desirable use of corporate funds. All common shares purchased by the Corporation pursuant to the NCIB will be cancelled.

ABOUT SARATOGA

The Corporation has two principal lines of business: automatic teller machines ("ATMs") and prepaid products. Through its ATM division, Saratoga ATM Corporation Inc., the Corporation places and operates a network of ATMs in eastern Canada. Through is prepaid products division, Car-Tel Distributions Inc., the Corporation distributes to consumers point-of-sale activated prepaid cellular telephone PINs and long distance calling cards, and offers to retailers a variety of electronic gift card solutions.

For more information, please contact Mr. Georges Durst, President and Chief Executive Officer of Saratoga Electronic Solutions Inc., at (514) 529-0663.