FORM 51-102F3

MATERIAL CHANGE REPORT

OF ODESIA GROUP INC.

1. Reporting Issuer

Odesia Group inc. (“**Odesia**”)
1155 University, Suite 800
Montréal (Québec) H3B 3A7

2. Date of Material Change

May 26, 2010

3. Press Release

On May 27, 2010, Odesia issued a press release with respect to the material change described below.

4. Summary of Material Change

On May 27, 2010, Odesia announced the immediate nomination of Mr. Richard Batty as Director of the Corporation.

5. Full Description of Material Change

For a full description of the material change, refer to the Press Release of Odesia dated May 27,2010, attached hereunder as Schedule A.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer Knowledgeable of Material Change

For further information, please contact Nicolas Bonnafous, President and CEO at (514) 876-1155.

9. Date of Report

Montreal, this 27th day of May, 2009.

SCHEDULE A

ODESIA ANNOUNCES 2010 1st QUARTER RESULTS
Third consecutive profitable quarter achieved
ODESIA appoints a new director

Montreal (Quebec), May 27, 2010 – ODESIA Group Inc. ("Odesia") (TSX-V:ODS), an international corporation specializing in business-intelligence solutions (BI), decision processes and data warehousing, is pleased to announce its first quarter 2010 financial results.

“We are pleased to have achieved a third profitable quarter in a row. The sales increase in our Canadian operations resulting from a higher contract signing level indicates early signs of market recovery. Although French and Mexican operations are seeing a slower recovery, we are realizing an increase in requests for proposals that should translate into higher value contracts and revenues in upcoming quarters. Having adjusted cost structures to true levels of activity, ODESIA looks forward to capturing the full benefits of the implementation of our cost control and business development initiatives as the market recovers.” declared Mr. Nicolas Bonnafous, President and Chief Executive Officer of ODESIA.

2010 First Quarter Highlights:

- The Company produced a third profitable quarter in a row with net earnings of $3,782 in the first quarter of 2010 compared to a net loss of $17,144 in the first quarter of 2009;
- The Company improved its EBITDA[1] from $137,435 in the first quarter of 2009 to $186,681 in the first quarter of 2010; and
- The Company signed an extension and continuation of an existing contract worth over $1.0 million with a major Canadian telecommunication industry player.

Selected financial information

For the three-month period ended	Q1/2010 March 31, 2010 (unaudited)	Q1/2009 March 31, 2009 (unaudited)
Sales	3,346,827	3,996,600
EBITDA[1]	186,681	137,435
Net earnings (loss) and comprehensive income (loss)	3,782	(17,144)
Basic and diluted net earnings (loss) per share	$0.000	($0.001)

[1] EBITDA is defined as earnings before amortization of tangible and intangible assets, financial expenses and foreign exchange, and income taxes

ODESIA posted sales of $3.3 million for the first quarter of 2010, down 16% compared to $4.0 million in the first quarter of 2009. First quarter sales of the firm's Canadian operation increased from $1.4 million in the first quarter of 2009 to $1.6 million for the same period in 2010, representing a 17% increase. This was offset by a 28% decrease in sales of the French operations from $2.1 million in the first quarter of 2009 to $1.5 million for the first quarter of 2010, and a 62% decrease in sales of the Mexican operations from $0.5 million in the first quarter of 2009 to $0.2 million for the first quarter of 2010. The decrease in sales to clients located in France and Mexico was due primarily to the global economic crisis and generalized market downturn that prevailed in the first quarter of 2010. Similarly, the cost of services provided, operating and administrative expenses diminished from $3.9 million in the first quarter of 2009 to $3.2 million for Q1 2010, a decrease of $0.7 million or 18%. Net earnings realized for the first quarter of 2010 amounted to $3,782 or $0.000 per share compared to a net loss of $17,144 or $0.001 per share for the first quarter of 2009, representing the third profitable quarter in a row for the Company.

ODESIA also announces the nomination of Mr. Richard Batty as a new member of its Board of Directors. Mr. Batty is a general management and marketing executive with a track record of growing revenues in Fortune-50 and startup technology firms. A 25-year veteran of Silicon Valley, Mr. Batty worked in marketing and business development roles for Hewlett-Packard and Autodesk, and subsequently with a number of startup technology firms. Mr. Batty is currently an independent consultant for technology firms in the Montreal area. He also previously worked as a research engineer in the pulp & paper industry in Montreal. Mr. Batty holds a MBA from the Harvard Business School and Bachelors and Masters Degrees in mechanical engineering, respectively, from McGill and Concordia Universities.

Additional information on the three-month period ended March 31, 2010

The financial information regarding the quarter ended March 31, 2010 should be read in parallel with the Company's annual consolidated financial statements and MD&A (Management Discussion and Analysis). These documents can be found on www.sedar.com

About ODESIA Group Inc.

ODESIA is an international corporation specialized in business-intelligence (BI) solutions, decision processes and data warehousing for large corporations. The Company's goal is to provide customers with a complete solution, regardless of the technical challenges involved. For more information visit us at www.odesia.com.

Disclaimer in regards to forward-looking statements

This press release contains forward-looking statements which reflect ODESIA's current expectations regarding future events. The forward-looking statements involve risks and uncertainties. Actual results could differ materially from those projected herein.

Neither the 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.

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