MARTIN HEALTH GROUP INC.
754 Falconbridge Rd., Unit #5
Sudbury, Ontario
E3A 5X5

THE ALBERTA SECURITIES COMMISSION
21st Floor
10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5
Attention: Market Surveillance

THE BRITISH COLUMBIA SECURITIES COMMISSION
Suite 200, 865 Hornby Street
Vancouver, British Columbia
V6Z 2H4
Attention: Continuous Disclosure Department

THE ONTARIO SECURITIES COMMISSION
Suite 800, Box 55
20 Queen Street
Toronto, Ontario
M5H 3S8
Attention: Disclosure Section

Dear Sir/Madams:

Re: MARTIN HEALTH GROUP INC.
FORM 27 MATERIAL CHANGE REPORT UNDER Section 146 of the Securities Act (Alberta) and Section 75(2) of the Securities Act (Ontario)

-and-

BC FORM 53-901F Under Section 85(1) of the Act and Section 151 of the Securities Rules.

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Martin Health Group Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the Securities Act (Alberta and Ontario) and BC Form 53-901F.

Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Martin Health Group Inc.
754 Falconbridge Rd., Unit #5
Sudbury, Ontario
E3A 5X5

Item 2 - Date of Material Change

The material change occurred on or about September 3, 2002

Item 3 - Publication of Material Change

A Press Release was issued on September 3, 2002

Item 4 - Summary of Material Change

See press release attached hereto.

Item 5 - Full Description of Material Change

Same as above

Item 6

Not applicable

Item 7

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is Anthony W. Martin, President and Director at (888) 867-9673.

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 4th day of September, 2002.

Yours truly,

MARTIN HEALTH GROUP INC.

Per: *(Signed) "A.W. Martin"*
A.W. Martin
President and Director

cc: **TSX Venture Exchange**

SCHEDULE “A” TO FORM 27

MARTIN HEALTH GROUP INC.
NEWS RELEASE
MD CLOSES PRIVATE PLACEMENT

TSX Venture Exchange
Trading Symbol: MD
September 3, 2002
(For Immediate Release)

Sudbury, Ontario – Martin Health Group Inc. (“MD” or the “Corporation”) is pleased to announce the closing of its non-brokered private placement announced June 27, 2002. A total of 3,147,382 Units were subscribed for by one of the Corporation’s directors. Each Unit is comprised of one common share and one common share purchase warrant, with each full warrant entitling the holder to acquire one additional common share for $0.20 within 12 months of the date of grant. Gross Proceeds of $314,738 will be used for general working capital and to fund the expansion of sales and marketing efforts in Canada and the United states for the Corporation’s nutriceutical product line. In connection with the private placement an additional 310,000 common shares will be issued to an arms length party as compensation for arranging the private placement. The transaction is subject to final regulatory approval and all common shares and underlying securities will be subject to a standard four month hold period.

The Corporation also announces that 680,000 common shares of the Corporation will be issued at a price of $0.10 per common share to settle debts totaling $68,000 owed to certain creditors of the Corporation, including $20,000 owed to one of the Corporation’s directors. The balance of $48,000 is owed to the Corporation’s consumer products marketing firm (the “Firm”). Pursuant to the terms of a two year agreement dated January 1, 2002, the Corporation pays the Firm $6,000 (cdn.) per month to source retail sales opportunities for the Corporation’s Products in the United States as well as other export markets not currently serviced by the Corporation and to source trade sales (chiropractors, naturalpaths, spas, salons, etc) in North America. The agreement provides the Firm with an option to receive full payment in the form of common shares each month based on applic able TSX Venture Exchange discounts. The Corporation intends to apply to the TSX Venture Exchange for advance approval to issue the requisite number of common to the Firm each month based on the discounted market price on first day of each month. Management of the Corporation believes this transaction underscores the long term growth prospects of the Corporation and demonstrates a strong vote of support towards its product expansion into U.S. markets. The transaction is subject to customary regulatory approval and the shares will be subject to a four-month hold period from the date of issue.

The Corporation also announces the issuance of 960,000 Bonus Shares to certain directors and officers of the Corporation in consideration for certain loan guarantees and promissory notes provided by the directors and officers of the Corporation in connection with an operating loan from a commercial lender totaling $480,000. Based on TSX policies an issuer can grant Bonus Shares with a total market value of up 20% of the value of a loan or guarantee. The transaction is subject to customary TSX Venture Exchange approval and the Bonus Shares will be subject to a four month hold period.

About Martin Health Group Inc.

The Corporation currently distributes its premium line of nutraceutical products to over 1200 retail stores across Canada and over 200 stores in the U.S.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the accuracy or the contents of this press release.

For further information please contact:
A. W. Martin, President & CEO or
Craig Lawrence, Vice-President, Sales and Operations
Ph: (888) 867-9673