FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Meta Health Services Inc.
6891 Edwards Boulevard
Mississauga, Ontario L5T 2T9

Item 2 - Date of Material Change:

March 10, 2008

Item 3 – News Release:

A news release was issued in Toronto, Ontario through Canada Newswire on March 10, 2008. A copy of the news release is attached as Schedule "A".

Item 4 – Summary of Material Change:

Meta Health Services Inc. (the "Corporation") announced that, in light of substantial debt obligations, it has successfully negotiated and executed an agreement for the sale of its wholly-owned subsidiary, Theramed Corporation ("Theramed") to Rogan Holdings Corporation ("Rogan"), conditional on, among other things, receiving shareholder approval.

For some time both the Corporation and Theramed, have been in financial difficulty. In 2001, in order to continue its operations, the Corporation and Theramed received several loans from Rogan, a major shareholder in the Corporation, such loans in an aggregate amount of $1,565,941.

On December 28, 2006, a loan of $452,851 was provided to Theramed from Rogan at an interest rate of 10% per annum. On March 1, 2007, Rogan advanced $1,000,000 to the Corporation, evidenced by a promissory note and at an interest rate of 10% per annum. Another loan from Rogan was provided to Theramed on March 9, 2007 in the amount of $184,500 at an interest rate of 10% per annum. As of February 29, 2008, the total financial obligations owed by Meta Health to Rogan is $751,375, and the total financial obligations owed by Theramed to Rogan is $3,527,836.

The Corporation anticipates that it can satisfy these debt obligations by way of a restructuring. Today, the special committee and the board of directors of the Corporation have approved, and the Corporation and Rogan have executed, a share purchase agreement (the "Agreement") in respect of a restructuring of the Corporation. This Agreement is conditional upon the approval of the Corporation's shareholders. Pursuant to this Agreement, the Corporation would sell all of its shares in the capital of Theramed to Rogan in exchange for the release of the financial obligations owed by the Corporation to Rogan (the "Transaction"). The Agreement contains covenants and conditions that are customary to share purchase transactions. These conditions include receipt of approval of the Transaction by a majority of the shareholders of Meta Health, including the approval of a majority of disinterested shareholders. In addition, no material adverse change with respect to Meta Health shall have occurred since the date of this share purchase agreement.

The Transaction amounts to the sale of substantially all of the assets of Meta Health. This restructuring may result in the Corporation no longer having any active operations.

The Corporation has issued a notice calling a meeting of the common shareholders on April 7, 2008, at which the shareholders would be asked to approve a resolution to approve the Transaction.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

The material change is fully described in the press release attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This material change report is not being filed on a confidential basis.

Item 7 - Omitted Information:

No material information has been omitted from this material change report.

Item 8 – Executive Officer of the Corporation who is knowledgeable about the material change:

Robert Taylor
President and CEO
Meta Health Services Inc. and Theramed Corporation
Tele: 1.905.564.5009
E-mail: rtaylor@theramed.com

Item 9 – Date of Report:

March 10, 2008

SCHEDULE "A"

PRESS RELEASE

META HEALTH SERVICES INC.	**For Immediate Release**
Mississauga, ON	**Issued and Outstanding common shares: 13,772,040**

META HEALTH SERVICES INC. CORPORATE RESTRUCTURING

Mississauga, ON – March 10, 2008 – Meta Health Services Inc. (TSX-V: MHS) (the "Corporation") announces that, in light of substantial debt obligations, it has successfully negotiated and executed an agreement for the sale of its wholly-owned subsidiary, Theramed Corporation ("Theramed") to Rogan Holdings Corporation ("Rogan"), conditional on, among other things, receiving shareholder approval.

For some time both the Corporation and Theramed, have been in financial difficulty. In 2001, in order to continue its operations, the Corporation and Theramed received several loans from Rogan, a major shareholder in the Corporation, such loans in an aggregate amount of $1,565,941. In each case, these funds were to assist the Corporation to satisfy the operating expenses of Theramed.

The Corporation and Theramed again faced financial difficulties beginning in September 2006 due to an unexpected loss of sales opportunities resulting from the drug "Plendil" becoming genericized and the drug "Bellergal" being unavailable for sale for several months during the year. In November 2006, the Corporation's board of directors met to review its strategic options. On December 28, 2006, a loan of $452,851 was provided to Theramed from Rogan at an interest rate of 10% per annum. The Corporation began to implement cost-cutting measures, and, in January 2007, Theramed laid-off nineteen employees, comprising most of its sales staff. In early 2007, as a result of its continuing financial difficulties, Theramed was unable to repay a loan from the Bank of Nova Scotia ("Scotia Bank") in the amount of $940,000. The Scotia Bank loan was guaranteed by the Corporation and by Rogan. When Scotia Bank called in the loan, the Corporation was unable to make payment. On March 1, 2007, Rogan advanced $1,000,000 to the Corporation, evidenced by a promissory note and at an interest rate of 10% per annum, most of which was used to repay the Scotia Bank loan. Another loan from Rogan was provided to Theramed on March 9, 2007 in the amount of $184,500 at an interest rate of 10% per annum.

As of February 29, 2008, the total financial obligations owed by Meta Health to Rogan is $751,375, and the total financial obligations owed by Theramed to Rogan is $3,527,836.

The Corporation anticipates that it can satisfy these debt obligations by way of a restructuring. In 2007, the board of directors of the Corporation formed a committee composed of independent directors who reviewed possible restructuring options and who retained independent financial advisors to, if appropriate, provide a fairness opinion in respect of a possible transaction.

Today, the special committee and the board of directors of the Corporation have approved, and the Corporation and Rogan have executed, a share purchase agreement (the "Agreement") in respect of a restructuring of the Corporation. This Agreement is conditional upon the approval of the Corporation's shareholders. Pursuant to this Agreement, the Corporation would sell all of its shares in the capital of Theramed to Rogan in exchange for the release of the financial obligations owed by the Corporation to Rogan (the "Transaction"). The Agreement contains covenants and conditions that are customary to share purchase transactions. These conditions include receipt of approval of the Transaction by a majority of the shareholders of Meta Health, including the approval of a majority of disinterested shareholders. In addition, no material adverse change with respect to Meta Health shall have occurred since the date of this share purchase agreement.

The Transaction amounts to the sale of substantially all of the assets of Meta Health. This restructuring may result in the Corporation no longer having any active operations.

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For additional information about this news release contact:

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President and CEO
Meta Health Services Inc. and Theramed Corporation
Tele: 1.905.564.5009
E-mail: rtaylor@theramed.com