

**ALEGRO HEALTH CORP.
MATERIAL CHANGE REPORT**

1. **REPORTING ISSUER**

Principal Address:

Alegro Health Corp.
4 Lansing Square
Suite 102
North York, Ontario
M2J 5A2

2. **DATE OF MATERIAL CHANGE**

May 8, 2002

3. **PUBLICATION OF MATERIAL CHANGE**

Not applicable.

4. **SUMMARY OF MATERIAL CHANGE**

Alegro Heath Corp. ("Alegro") announced that it has completed its offering of 1,833,333 common shares by prospectus to raise gross proceeds of \$275,000.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Alegro announced that it has completed its offering of 1,833,333 common shares by prospectus, at a price of \$0.15 per share, to raise gross proceeds of \$275,000.

6. **RELIANCE ON APPLICABLE PROVISIONS
PERMITTING NON-DISCLOSURE OF MATERIAL CHANGE**

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **SENIOR OFFICERS**

The following senior officer of Alegro may be contacted for information:

Brenda Rasmussen
Alegro Health Corp.
4 Lansing Square
Suite 102
North York, Ontario
M2J 5A2

Tel: 416-496-6166

9. **STATEMENT OF SENIOR OFFICER**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 16th day of May, 2002.

"signed"

Brenda Rasmussen,
President