MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE ALBERTA SECURITIES ACT AND SECTION 67(1) OF THE BRITISH COLUMBIA SECURITIES ACT

Item 1. **Reporting Issuer**

ALEGRO HEALTH CORP., Suite 102, 4 Lansing Square, Toronto, Ontario, M2J 5A2.

Item 2. **Date of Material Change**

June 23, 2003

Item 3. **Press Release**

A Press Release as sent on June 23, 2003 via CCNMatthews – Toronto, Ontario.

Item 4. **Summary of Material Change**

For further information, attached hereto is a copy of the Press Release.

Item 5. **Full Description of Material Change**

No information other than that provided in Item 4 above is presently available.

Item 6. **Reliance on Section 118(3) of the Alberta Securities Act and Section 67(2) of the British Columbia Securities Act**

Confidentiality is not requested.

Item 7. **Omitted Information**

No information has been omitted in respect to the material change**.**

Item 8. **Senior Officer**

Ms. Brenda Rasmussen, President and Chief Financial Officer, [416] 496-6166.

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the information contained referred to herein.

DATED at Toronto, this 23rd day of June, 2003 .

ALEGRO HEALTH CORP.

"Donald O. Wood"

Per: ____

Donald O. Wood, Director

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ALEGRO COMPLETES QUALIFYING TRANSACTION

Toronto, Ontario – June 23, 2003

Alegro Health Corp. ("Alegro"), is pleased to announce that at its annual and special shareholders meeting (the "Meeting") on June 16, 2003, shareholders approved the acquisition of all of the issued and outstanding shares of Work Able Centres Inc. ("Work Able") and that this transaction, which served as Alegro's Qualifying Transaction for purposes of the TSX Venture Exchange, has now been completed, subject to receipt of final approval by the TSX Venture Exchange.

Upon receipt of final approval by the TSX Venture Exchange, Alegro's trading symbol on the TSX Venture Exchange will be changed from "AGO.P" to "AGO". Management anticipates that this final approval will be received within the next week.

Work Able, founded in 1993, is a leader in Occupational Rehabilitation and Disability Management in Ontario and will serve as a spring board for Alegro's business plans.

Alegro will carry on the business of Work Able as well as evaluate additional opportunities in health and health-related businesses. Alegro will look to existing and emerging trends in assessment and rehabilitation case management and to other emerging areas in health and health-related businesses in mapping out its strategic plan.

Full details of the Qualifying Transaction, including a description of the business of Work Able, is available on SEDAR at www.sedar.com.

The TSX Venture Exchange has neither approved nor disapproved of the contents of this press release.

For further information, please contact:

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