

ALEGRO HEALTH CORP.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1.Name and Address of Company

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

Item 2.Date of Material Change

May 3, 2005.

Item 3.News Release

The Press Release was sent on May 3, 2005 via CCN Matthews—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

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

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

Confidentiality is not requested.

Item 7.Omitted Information

No information has been omitted in respect of the material change.

Item 8.Executive Officer

Brenda Rasmussen (416) 496-6166 ext. 328

Item 9.Date of Report

May 3, 2005.

Alegro Health Corp. Completes Private Hospital Transaction

Toronto, ON – May 3, 2005 – Alegro Health Corp. (Alegro) (TSX-V: AGO) is pleased to announce that, following the approval by the Ontario Ministry of Health and Long-Term Care of the transfer of all of the shares of Don Mills Surgical Unit Limited (DMSU) to Alegro, Alegro has acquired all of the shares of DMSU.

DMSU, a private Ontario corporation licensed by the Ministry to operate an accredited surgical facility in Toronto for the past four decades, provides a range of surgical procedures which include orthopaedic surgery, plastic surgery and ophthalmologic surgery. The surgical practice at the facility is supported by an inpatient capacity of 20 beds, 2 operating theatres and a pre and post operative preparation and recovery unit. It is expected that DMSU will continue to provide OHIP-insured and third party services to support the government in its efforts to enhance surgical services for the people of Ontario.

In addition to approving the transfer of the shares of DMSU to Alegro, the Ministry also approved the appointment of Dr. William Orovan, a director of Alegro, to the position of Superintendent of the surgical facility. Dr. Orovan has been a member of the McMaster Faculty of Health Sciences since 1981 and is currently a professor and Chair of the Department of Surgery at McMaster. He is a Fellow of the Royal College of Physicians and Surgeons of Canada (1980), and is a Fellow of the American College of Surgeons.

"We are very pleased that the Ontario Ministry of Health has approved the transfer of DMSU's shares to Alegro," commented Brenda Rasmussen, President and CEO of Alegro. Ms. Rasmussen concluded, "With the completion of this transaction, we look forward to developing the potential that the DMSU private hospital operation represents."

In connection with the closing of the transaction, the loan made by Alegro to the sole shareholder of DMSU in August 2004 (see Press Release of August 6, 2004) has been repaid in full. In addition, the long-term management agreement between DMSU and Alegro has been terminated, given that DMSU is now a wholly-owned subsidiary of Alegro.

About Alegro Health Corp.

Alegro Health Corp. is a Canadian healthcare service provider. The Company's focus is on private payer medical and health-related services. The Company is listed on the TSX Venture Exchange under the symbol "AGO".

For more information, please contact:

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The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this news release. Alegro cannot guarantee that any forward-looking statements contained in this news release will materialize. Nor is it possible for Alegro to commit itself to updating information about risks and other factors pertaining to its business that might appear in this or any other public disclosure documents.