

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 25, 2005.

Item 3. News Release

The Press Release was sent on May 25, 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 25, 2005.

Alegro Health Corp. Announces Appointment of Chief Financial Officer and Notice of Change of Auditor

Toronto, ON. May 24, 2005 – (TSXV: AGO) Alegro Health Corp. announces that Mr. Richard Palmer has been appointed Chief Financial Officer of the Corporation. Mr. Palmer has over twenty-five years of financial, administrative and transactional experience encompassing a variety of public corporations.

Brenda Rasmussen, President and Chief Executive Officer of Alegro commented, “We are pleased to have Richard joining us. He brings additional experience and knowledge to Alegro’s management team and we look forward to his contribution.”

Mr. Palmer replaces Mr. Donald Wood who has been Alegro’s Chief Financial Officer since 2001. Alegro thanks Mr. Wood for his service and is pleased to have him remain a director. In accordance with the policies of the TSX Venture Exchange, Mr. Palmer’s appointment to CFO is subject to Exchange approval.

In connection with his appointment to Chief Financial Officer, Mr. Palmer was granted 500,000 incentive stock options, each option exercisable at a price of \$0.37 per share until May 16, 2010.

Alegro also announced that it is changing its auditor from Ernst & Young LLP, Chartered Accountants, of Toronto (the “Former Auditor”) to Grant Thornton LLP, Chartered Accountants, of Toronto, effective as of the close of the Annual and Special Meeting of the shareholders of Alegro scheduled to be held on June 24th, 2005 in Toronto. There have been no reservations or reportable events in the Former Auditor’s reports.

For more information please call:

Alegro Health Corp.
Brenda Rasmussen
President and Chief Executive Officer
Tel. 416-496-6166 – ext 328
Fax 416-499-3520
E-mail: brasmussen@alegrohealth.com

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.