FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Alegro Health Corp. (“**Alegro**” or the “**Company**”)
21 St. Clair Avenue East, Suite 701
Toronto, Ontario, M4T 1L9

Item 2 - Date of Material Change:

May 29, 2009

Item 3 – News Release:

A news release regarding the material change was disseminated on June 1, 2009 via CNW Group.

Item 4 – Summary of Material Change:

Alegro, through its wholly-owned subsidiary Active Health Services Ltd. (“**Active Health**”), completed the purchase of the business and substantially all of the assets of The Brenda Rusnak Clinics Inc. and Active Health Management Inc. (collectively, the “**Vendors**”), pursuant to an asset purchase agreement dated May 4, 2009 (the “**Agreement**”) between the Vendors, Brenda Rusnak and Alegro (as assigned to Active Health) (the “**Acquisition**”). The business acquired is that of providing rehabilitation services that focus on physiotherapy, assessment services, physiotherapy network management and elder care. To finance the Acquisition, the Company borrowed $11.0 million from The Toronto-Dominion Bank and completed a private placement (the “**Private Placement**”) to Global Healthcare Investments & Solutions, Inc. (the “**Strategic Shareholder**”) of 20,500,000 units (the “**Units**”) of the Company at a price of $0.33 per Unit for aggregate proceeds of $6,765,000. Each Unit consists of one common share of Alegro and one common share purchase warrant of Alegro (each a “**Warrant**” and collectively, the “**Warrants**”), and each Warrant is exercisable to acquire one common share of Alegro at a price of $0.33 per common share for a period of five years from the closing of the Private Placement. In addition, the Company restructured (the “**Restructuring**”) the existing relationship between the Strategic Shareholder and GHIS Capital, Inc. (“**GHISC**”), and Alegro and Alegro’s wholly-owned subsidiary Alegro Health Partners Inc. (“**AHP**”).

Item 5 – Full Description of Material Change:

Alegro, through Active Health, completed the purchase of the business and substantially all of the assets of the Vendors pursuant to the Agreement. The business acquired is that of providing rehabilitation services that focus on physiotherapy, assessment services, physiotherapy network management and elder care. The purchase price for the Acquisition was approximately $20.7 million (inclusive of a working capital adjustment which was estimated at closing of the Acquisition and which is to be adjusted within 90 days thereof), paid as to $19.7 million in cash and as to $1.0 million (based on the closing price of $0.30 per Alegro common share on the TSX Venture Exchange on May 4, 2009)) by the issuance of 3,333,333 common shares of Alegro.

To finance the Acquisition, the Company borrowed $11.0 million from The Toronto-Dominion Bank and completed the Private Placement to the Strategic Shareholder of 20,500,000 Units at a price of $0.33 per Unit for aggregate proceeds of $6,765,000. Each Unit consists of one common share of Alegro and one Warrant of Alegro, and each Warrant is exercisable to acquire one common share of Alegro at a price of $0.33 per common share for a period of five years from the closing of the Private Placement.

In addition, the Company restructured the relationship between the Strategic Shareholder, GHISC, Alegro and AHP. Pursuant to the Restructuring, Alegro and the Strategic Shareholder amended the consulting agreement they entered into in July 2007, to (i) extend its term for three more years, (ii) reduce the Strategic Shareholder's fee for completing financings and mergers and acquisitions from 2% to 1.5%, and (iii) increase the Strategic Shareholder's monthly consulting fee from $15,000 per month to $20,000 per month, plus an incentive fee equal to 1% of Alegro's weighted average market capitalization on an annual basis (which fee is only payable if the average market capitalization of Alegro is at least $20.0 million during such period). In addition, as part of the Restructuring, AHP restructured the rights of GHISC in AHP by (i) repaying the $750,000 convertible debenture (convertible into 25% of the equity of AHP) issued by AHP to GHISC and by issuing a warrant to acquire a 25% equity interest in AHP, exercisable at a price of $33,000 in the aggregate for a period of 3 years from its date of issuance, and (ii) amending the securityholder agreement in respect of AHP. AHP does not currently carry on any business and does not own any material assets.

To Alegro's knowledge, after the Private Placement, the Strategic Shareholder and certain other companies under common ownership, collectively own or exercise control or direction over 31,750,000 common shares, representing approximately 53% of the outstanding common shares (or 52,750,000 common shares of Alegro or approximately 65% of the outstanding common shares of Alegro if the Warrants and 500,000 options (which the Strategic Shareholder holds) are exercised in full).

The Strategic Shareholder does not have any representation on the board of directors of Alegro. The complete board of directors participated in the review and approval process with respect to the Private Placement and the Restructuring. Alegro relied on the exemptions contained in Sections 5.5(e) and 5.7(c) of Multilateral Instrument 61-101 ("**MI 61-101**") from the valuation and minority approval requirements of MI 61-101 in connection with the Private Placement and the Restructuring.

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

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

Brenda Rasmussen, President and CEO, 416-927-8400 ext. 303

Item 9 – Date of Report:

June 8, 2009