

**Form 51-102F3**  
**Material Change Report**

**Item 1      Name and Address of Company**

Alternate Health Corp.  
309 – 1485 West 6th Avenue  
Vancouver, BC V6H 4G1

**Item 2      Date of Material Change**

February 1, 2017

**Item 3      News Release**

A news release was issued by Alternate Health Corp. (the “**Company**”) on February 10, 2017 via Newswire.

**Item 4      Summary of Material Change**

The Company announced recent appointments and resignations to the Company’s Board of Directors and Officers of the Company.

**Item 5      Full Description of Material Change**

See the news release attached as Schedule “A” hereto.

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

Not Applicable.

**Item 7      Omitted Information**

Not Applicable.

**Item 8      Executive Officer**

Contact:      Bryan Korba, Chairman and CEO  
Email:          info@alternatehealth.ca

**Item 9      Date of Report**

February 10, 2017

## SCHEDULE A



### **ALTERNATE HEALTH CORP. APPOINTS NEW DIRECTORS AND OFFICERS OF THE COMPANY**

**February 10, 2017, Vancouver, BC:** **Alternate Health Corp. (CSE:AHG)** (the "**Company**") is pleased to announce recent appointments to the Company's Board of Directors and Officers of the Company. The following Directors and Officers have been appointed:

#### **Bryan Korba – Chairman and Chief Executive Officer**

Bryan has spent the last 17 years as the Managing Partner of JDIFU Capital, a consulting and private equity investment company he co-founded with his late father and mentor, Robert Korba. The company manages the assets and private equity investments of the Korba Family Investment Office. JDIFU Capital has completed over \$100 million in investments in varied industries including healthcare, real estate, software, franchising, hospitality, furniture and financial services. Additionally, Bryan has consulted with many CEOs on mergers and acquisitions, strategic planning, corporate development and company culture and governance. Bryan currently serves on the board of Empower Heroes, a charity he co-founded that services veterans and their families as they re-enter civilian life. Bryan previously served on the boards of 36 Power Equity, Luxe Home, Dallas Challenge and the UNT Venture Fund. Bryan earned a MBA in finance from Texas Christian University and a BBA in economics from the University of North Texas and continues to guest lecture on real estate and entrepreneurial ventures.

#### **Michael English – Chief Financial Officer**

Mike English has over 30 years' experience working in diverse industries including data security and encryption software, telecommunications, and heavy industrial electric motors and controls. Ten of those years were with a leading software as a service (SAAS) public encryption company where he served as controller and CFO. Under Mike's leadership, the company drastically improved earnings and cash flow while reducing the company's risk profile and improving compliance. They achieved best in class public company audit committee ISS governance ratings. As a Vice President of Finance and Controller in the telecommunications and heavy industrial electric motors and controls industries, Mike managed large groups including director level direct reports in multi-locations, both domestic and international (US, Canada, UK, Germany, Italy and Israel). In addition to accounting and reporting responsibilities, a major part of his role included implementing and integrating enterprise wide software (SAP) across several manufacturing divisions. Over a career that spans auditing, controllership, financial systems and senior executive financial management, Mike's experience reaches across technical accounting, financial reporting and disclosure controls, risk avoidance, multi-location, SEC reporting, public company corporate governance, equity compensation, manufacturing cost accounting and includes HR and benefits, IT, facilities management and strategy. Mike earned a BA in English with a concentration

in business from John Carroll University and an MS in Accountancy from DePaul University. He is a CPA and is a member of the Ohio Society of CPA's.

**Thomas Bartlett – Chief Operating Officer**

Tom Bartlett has over thirty years of private equity, investment banking, corporate advisory, and operating experience. Throughout his career, Tom has financed, advised or served in executive management capacities to drive growth and value appreciation of businesses operating across a spectrum of industries and business models. Prior to joining Alternate Health Corp. as its Chief Operating Officer, Tom served as the President and CFO of an insurance services company where Tom was directly responsible for executing multiple acquisitions and financings for the business in addition to overseeing the overall operational and financial functions of the company. In his capacity of COO at Alternate Health, Tom is primarily responsible for implementing and directing growth and diversification strategies across the AHC platform. Tom has a BBA in finance and management from Baylor University.

**Jamison Feramisco – Director**

Dr. Jamison Feramisco, MD, PhD, is trained in both Internal Medicine and Dermatology and completed his PhD research thesis in the laboratory of Nobel Laureates Drs. Mike Brown and Joe Goldstein at UT Southwestern Medical Center. He has an extensive history of success in founding, funding, and growing numerous healthcare service and technology companies. Dr. Feramisco is the founder and President of Apri Health (formerly Transfuse Solutions), a next-generation healthcare data analytics and change management company based in Dallas, Texas. He also serves as Chief Medical Officer of both Third Eye Health, a technology-enabled medical services company, and Advanced Healthcare Solutions nursing home chain. His former positions include founder and President of Golden Healthcare of Temecula, California, a medical service corporation specializing in home health care designed with the patient's need for personal care and safety in mind; Chief Medical Officer of Scanadu, a cutting edge wearable device company with headquarters at NASA's Moffitt Field, CA.; co-founder and chief medical officer/chief operating officer of Dermlink, one of the first consumer focused tele-dermatology software companies. He has served on the board of multiple healthcare and technology companies and is an active mentor at many of the Bay Area healthcare incubators. Clinically, Dr. Feramisco focuses primarily on three areas of medicine: 1) Hospitalist Medicine - general medical care of hospitalized patients including patient care, teaching, research and leadership related to hospital medicine; 2) Dermatology, the medical care of the skin and its diseases; and 3) Wound Care, the medical care in the prevention of wound complications and the promotion of wound healing. Dr. Feramisco has a successful track record as an entrepreneur and is a respected Angel Investor and consultant for venture capital and private equity.

### **Adam Desmond - Director**

Adam Desmond began his career at the Chicago Mercantile Exchange in the financial quadrant. He then went on to Raymond James and Associates where he helped develop a high yield fixed income department. This experience gave him the groundwork to found ASG Securities in 1998. There, his vision was to focus exclusively on small/mid-cap banks and thrift markets. In 2004, ASG Securities transformed into FIG Partners LLC. As Founder and one of the Managing Principals, Adam and his team added a research division to expand the business from a sales and trading platform into a full service investment banking firm. This implementation resulted in full research on over 120 banks. Under his leadership, as co-head of Investment Banking, Adam assembled a team of principals at raised more than \$2.5 billion in equity since 2007 and completed more than 95 whole bank transactions throughout the United States. Through the trading platform Fig was a market maker in over 800 community banks and thrifts. As Fig's reputation grew, Adam directed the strategy to create both Fixed Income and Corporate Development departments to implement cross selling to Fig's client base. With its headquarters in Atlanta, FIG Partners expanded from one office and a hand full of employees, to offices in Chicago, Los Angeles, San Francisco, Dallas, New Jersey and Charlotte, employing over 60 people. Adam's expertise in the banking sector has brought him into contact with top executives from over 250 banks and thrifts, as well as building close relationships with the foremost institutional equity managers. He also served as a board member for Goldwater Bank in Scottsdale Arizona. Adam recently created Needle Rock Capital to leverage his past expertise in the financial industry and his relationships. In addition, he founded Needle Rock Farms, to explore alternative health solutions. Adam prides himself on being a member of the Elks Club. He enjoys supporting and servicing many charitable organizations. For example, Adam sponsored charitable organizations in India and Laos. Through St. Mary's Catholic Church in Aspen, he helped fund the building of a school in the Philippines. Adam graduated from the University of Wisconsin – Madison with a Bachelor of Arts in International Economics and Political Science.

### **Marcelin O'Neill – Corporate Secretary and Compliance Officer**

Marcelin O'Neill is currently a Director and CEO of Cervantes Capital Corp., and also presently the Compliance Officer and Corporate Secretary of Alternate Health Corp. Ms. O'Neill served as a Director of Jagercor Energy Corp. from December 2011 to May 2014, and as Chief Financial Officer and Corporate Secretary of Jagercor, from July 2013 to May 2014. She served as a director of Brandenburg Energy Corp. from February 2008 to February 2013, and as Chief Financial Officer and Corporate Secretary from August 2010 to February 2013. Ms. O'Neill served as the Vice President of Corporate Affairs of Mandalay Resources Corporation from April 2009 to March 2010, and from April 2007 until May 2008, she served as a director of Mandalay. Since 1994 Ms. O'Neill has worked with such companies as Augusta Resource Corporation, Westcoast Energy Inc., and the Lundin Group. In 1987, Ms. O'Neill graduated from the British Columbia Institute of Technology, where she studied Business Management, and has successfully completed the CSC and the CPH, both with honors. Ms. O'Neill is the managing director of Accrete Consulting Inc., a company which provides corporate governance and management services to public companies. With over 23 years of experience in public company management, Ms. O'Neill brings a varied scope of knowledge to the companies with which she works.

## Resignations

The Company wishes to announce that the following individuals have tendered their resignations to the respective roles as indicated: Marjorie Sanderson resigned as Director and Chief Executive Officer, Jim Griffiths resigned as Chief Financial Officer, Marcelin O'Neill resigned as a Director of the Company; and Rick Macartney resigned as a Director of the Company. Alternate Health would like to thank Ms. Sanderson, Mr. Griffiths, Ms. O'Neill, and Mr. Macartney for their assistance while serving in the aforementioned roles.

The Board of Directors is now comprised of Bryan Korba, Jim Tykoliz, Jim Griffiths, Jamison Feramisco and Adam Desmond.

"This is the right time for Bryan and his incoming team to lead Alternate Health into the next chapter of our company's exciting future. Bryan brings a unique combination of entrepreneurial experiences with a dedication to creating and executing dynamic strategic plans. His vision, strategy and execution track record is exactly what Alternate Health needs at this point of rapid growth and market expansion. I am confident in the strong leadership that Bryan will bring to our company and know he will energize and inspire our employees, shareholders, customers and partners," said Alternate Health Director Jim Griffiths.

## About Alternate Health

Alternate Health (<http://www.alternatehealth.ca>) is a diversified healthcare company that uses its expertise in technology to revolutionize patient care and service delivery in both traditional and complementary medical fields. With investments in research, education and cutting edge technology, Alternate Health is a leader in software applications and processing systems for the medical industry using proprietary technology platforms. Through its subsidiaries, Alternate Health offers services ranging from medical practice and controlled substance management software to blood analysis and toxicology labs, to clinical research and continuing education programs. Alternate Health's goal is to continue to lead the medical industry with data-driven results in patient care and product development.

On behalf of the Board of Directors of  
**ALTERNATE HEALTH CORP.**

*"Bryan Korba"*  
Chairman and CEO

For further information, contact Bryan Korba at [info@alternatehealth.ca](mailto:info@alternatehealth.ca)

*Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*

*Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as "forward-looking statements". Forward-looking statements may be identified by words including "anticipates",*

*“believes”, “intends”, “estimates”, “expects” and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company’s future operations, business prospects and financing plans, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward- looking statements.*