

**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**

August 4, 2017

**Item 3      News Release**

A news release was issued by Alternate Health Corp. (the “**Company**”) on August 4, 2017.

**Item 4      Summary of Material Change**

**ALTERNATE HEALTH CORP. ANNOUNCES AMENDMENT  
TO ANNUAL GENERAL MEETING MANAGEMENT NOMINEES,  
SHARE ISSUANCE, AND STOCK OPTION GRANTS**

**TORONTO, Canada, August 4, 2017** – [Alternate Health Corp.](#) (the ‘Company’) (CSE:AHG) (OTC:AHGIF) today announces that it wishes to withdraw the name of Jamison Feramisco as a management nominee for director at the Annual General Meeting (AGM). Mr. Feramisco’s term as a director will cease immediately before the election of directors at the AGM, in accordance with the Company’s Articles and the *Business Corporations Act* (British Columbia).

The Company wishes the number of directors to be set at six, as proposed in the Information Circular for the AGM. In light of the foregoing and the withdrawal of Mr. Feramisco’s name, the Company’s management wishes to propose the name of a sixth director for election: Ms. Kristin Taylor. If a proxyholder has given no specific voting instructions, those proxies will be voted by management in favour of electing Ms. Taylor as a director. The Company has been advised by certain significant shareholders and directors of the Company who will attend the AGM in person, that they intend to vote for Ms. Taylor as a director.

**SHARE ISSUANCE**

The Company also announces that it has entered into various management and consulting agreements (the ‘Agreements’) with certain officers and consultants of the Company. Pursuant to the terms of one Agreement, the Company will grant an aggregate of 100,000 common shares at a deemed price of CAD\$2.90 per common share. The share issuance will be subject to the required four months hold period legend, pursuant to the Policies of the regulatory authorities.

**STOCK OPTIONS**

The Company also wishes to announce that it has granted incentive stock options to certain directors, officers, and/or consultants of the Company for the right to purchase up to an aggregate of 270,000 common shares of the Company, exercisable at the price of CAD\$2.90 per share for five years. The effective date of the grant of option is August 4, 2017. The stock options granted will be in accordance with the Company’s Stock Option Plan and will have the required four months hold period legend, pursuant to the Policies of the CSE and regulatory authorities.

**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**

To obtain further information please contact Marcelin O'Neill at 604.569.4969.

**ITEM 9. DATE OF REPORT**

DATED at Vancouver, BC this 4<sup>th</sup> day of August, 2017.

    /s/ "Marcelin O'Neill"    

Marcelin O'Neill  
Compliance Officer

## Schedule 'A'



### **ALTERNATE HEALTH CORP. ANNOUNCES AMENDMENT TO ANNUAL GENERAL MEETING MANAGEMENT NOMINEES, SHARE ISSUANCE, AND STOCK OPTION GRANTS**

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#### **About Alternate Health Corp.**

Alternate Health Corp. (CSE:AHG, OTCQB:AHGIF) is an international medical cannabis company that uses best in class technology, research, education, production and laboratories to increase the awareness, regulatory compliance, and appropriate usage of cannabinoids in modern medical practices. The Company is strategically positioned in all facets of the medical cannabis value chain through the innovative integration of proprietary technology and know-how, acquisitions and partnerships, deep direct knowledge of and experience with improving patient outcomes, and management expertise.

Alternate Health is well positioned to reinvest internal operating cash flow in its platform over the long term, creating an attractive investment profile for its shareholders. The Company is headquartered in Toronto, with operations in the Dallas Metroplex, San Antonio, and in Los Angeles.

For more information about Alternate Health Corp., visit [www.alternatehealth.ca](http://www.alternatehealth.ca)

**Investor Relations Contact:**

Nancy Goertzen, CPIR

1.604.512.7122

Byron Striloff

1.604.657.8400

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