

## **ALEGRO HEALTH CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATING RESULTS AND FINANCIAL POSITION**

The following management discussion and analysis ("MD&A") dated this 30<sup>th</sup> day of May 2008, provides an overview of the interim consolidated financial condition and results of operations of Alegro Health Corp. ("Alegro", "we", "our", or the "Company") for the three months ended March 31, 2008. This MD&A should be read in conjunction with the information from the interim consolidated financial statements of the Company and related notes thereto for the period ended March 31, 2008 and for the period ended March 31, 2007. The interim consolidated financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles for interim financial statements and all amounts are presented in Canadian dollars.

This MD&A contains "forward-looking statements" within the meaning of applicable securities laws, such as statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. These statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including those described in our regulatory filings and in this MD&A. Those risks and uncertainties include changes in the regulatory and competitive environments. Many of these risks and uncertainties can affect our actual results and could cause our actual results to differ materially from those expressed or implied in any forward-looking statement made by us or on our behalf. All forward-looking statements in this MD&A are qualified by these cautionary statements. These statements are made as of the date of this MD&A and, except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Additionally, we undertake no obligation to comment on analyses, expectations or statements made by third parties in respect of Alegro, its financial or operating results or its securities.

#### **Highlights in the three months ended March 31, 2008 and subsequent events to the date of this MD&A**

The company continued to generate increased revenues and stable net income in Q1 2008 as compared to the same period in 2007 as follows:

- Revenue increased 5.7% to \$3,728,723
- A 19.3% decrease in Net Income Before Taxes to \$320,032
- A decline in earnings per share to 0.006 cent (2007: 0.01 cent)

Continued focus on development of the Company's core business has driven revenue increases in 2008. In conjunction with the revenue increases, management have invested in projects in an attempt to diversify sources of income as well as head office costs to increase capacity.

#### **Company Overview**

Alegro and its subsidiaries (collectively "the Group") are leading providers of medical and surgical services, medical assessment, multidisciplinary rehabilitation, case management and drug trial administration services to an extensive and diverse customer base. Alegro's current operational subsidiary holdings include Alegro Health Partners Inc. ("AHP"), Work Able Centres Inc. ("Work Able"), Direct Health Solutions Inc. ("Direct Health"), Don Mills Surgical Unit ("DMSU") and CanAm Research Corp. ("CanAm").

In 2003, Alegro acquired 100% of the outstanding common shares of Work Able in a reverse takeover transaction.

In 2004, the Company entered into a 25 year management services contract covering all aspects of the operations of DMSU. Shortly thereafter the management services contract was cancelled with the simultaneous acquisition of all the outstanding shares of DMSU.

In late 2005, through Direct Health, the Company completed the acquisition of certain assets and contracts of the Canadian division of Concentra Integrated Services of Burlington, Massachusetts. This transaction increased the scope of Alegro's disability and case management operations in Ontario and Atlantic Canada.

On May 23, 2007, Alegro entered into an agreement with Cincero Inc. ("Cincero") to form a clinical site management division operating as CanAm. Alegro holds 60% of CanAm with Cincero holding the remainder of the common shares.

On July 13, 2007 Alegro concluded a significant strategic alliance with Global Healthcare Investments & Solutions Inc. ("GHIS") as detailed in news releases of May and July, 2007. GHIS committed to assist Alegro in achieving its goal of rapid expansion and significant growth. Under the terms of the strategic alliance, GHIS provides both corporate finance expertise and M&A advisory services to Alegro.

On the same date, as part of the strategic alliance, the Company completed a private placement of 6,250,000 units at a price of \$0.20 for gross proceeds of \$1,250,000. The proceeds of the private placement will primarily be applied to the expansion and improvement of Alegro. GHIS Capital invested \$750,000 into AHP for its establishment and expansion, by way of convertible debentures due December 31, 2011 and bearing interest at 7% per annum. The debentures may be converted by GHIS Capital within three months before the maturity date and by AHP at the maturity date, into such number of common shares of AHP as would give GHIS Capital 25% of the issued and outstanding common shares of AHP. In the event of default, GHIS Capital may convert the debentures into such number of common shares of AHP as would give the holder 70% of the issued and outstanding shares of AHP. Neither the debentures nor the shares of AHP are convertible into or exchangeable for common shares or other securities of Alegro.

As part of the above mentioned transactions, the units included series "A" warrants entitling the holders to acquire 5,000,000 common shares in Alegro at \$0.20 per share prior to December 31, 2007 as well as series "B" warrants entitling them to acquire 1,250,000 common shares in Alegro at \$0.43 per share prior to December 31, 2008.

On December 31 2007, GHIS indicated their further commitment to the Company by exercising their "A" series warrants for gross proceeds of \$1,000,000.

## **Subsidiary Overview**

The operational subsidiaries have the following principal functions:

(i) *Work Able and Direct Health*

Work Able provides specialized medical assessment and rehabilitation services to individuals disabled as a result of work-related or motor vehicle injuries, as well as those suffering short and long term disabilities that affect their ability to function and work.

Work Able has positioned itself as a premier provider of disability management services. Work Able pioneered the use of work simulated facilities in Canada to support functional recovery and promote return to work and over the past three years has created a formidable catastrophic injury assessment division. Work Able presently has four facilities currently occupying a total of 28,795 square feet of leased space in Toronto, Barrie and Mississauga,

Ontario as well as Halifax, Nova Scotia. The facilities are equipped with state of the art assessment, rehabilitation and work simulation tools and systems.

Direct Health provides medical assessment and rehabilitation services to the insurance industry and employers primarily in Ontario and Eastern Canada. It maintains leased offices in Halifax, Nova Scotia, Fredericton, New Brunswick and Toronto, Ontario. Direct Health will continue to provide vocational assessment and rehabilitation services and expand its client base of insurance, corporate and government entities in its current localities.

Work Able and Direct Health employ approximately 300 full-time staff and consultants including physicians from across a number of speciality practice areas, psychologists, occupational health nurses, physiotherapists, occupational therapists, cognitive behavioural therapists, kinesiologists and vocational evaluators.

(ii) *DMSU*

DMSU is an accredited, Toronto-based hospital operated since 1966 under Ontario's Private Hospitals Act and licensed by the Ontario Ministry of Health and Long-Term Care ("MOH").

As at March 31 2008, DMSU specialised in a mix of ambulatory surgical services including:

- Ophthalmology – cataract extraction and lens implants;
- Orthopaedics – arthroscopic procedures on knees, rotator cuff repair and forefoot reconstruction;
- Plastic Surgery – reconstructive and cosmetic surgeries.

Affiliated surgeons maintain active practices within their specialty areas and are members of the Royal College of Physicians and Surgeons. DMSU provides services from a 7,381 square foot Toronto-based facility that includes two fully equipped operating theatres, one procedure room, 20 overnight stay beds, a central nursing station and physicians' offices. DMSU retains full-time, part-time and casual nursing and administrative staff of 21 people.

DMSU services are funded in three ways:

- Government – money received from the MOH as part of global funding to perform surgical procedures covered by the Ontario Health Insurance Plan ("OHIP");
- Third party – surgical procedures and services paid for by corporations that do not fall under the Canada Health Act, such as Workers Compensation Board;
- Direct pay – surgical procedures and services not covered by OHIP and paid for by Ontario residents and surgical procedures and services paid for by residents of national and international jurisdictions.

(iii) *CanAm*

CanAm offers Phase I through Phase IV site management services to the pharmaceutical industry, with emphasis on the comprehensive, pre-approval Phase III trials. Having been established during the course of the financial year, the venture is in its infancy and is currently funded from existing cash flow from Group operations.

## Overall Performance in the Three Months Ended March 31, 2008

### Income statement

|  | Three Months ended<br>March 31 |             |
|--|--------------------------------|-------------|
|  | 2008<br>\$                     | 2007<br>\$  |
| Revenue  | 3,728,723                      | 3,527,765   |
| Direct Costs   | 2,654,061                      | * 2,476,909 |
| General and Administrative   | 689,713                        | * 581,805   |
| *General and Administrative Costs previously reported under Direct Costs were reclassified to be |                                |             |
| Stock-based compensation and amortization of property and equipment                              | 64,917                         | 72,406      |
| Income before taxes  | 320,032                        | 396,645     |
| Provision for (recovery of) income taxes   |                                |             |
| - Current  | 115,700                        | 161,121     |
| - Future   | -                              | ( 29,121)   |
| Net income and comprehensive income for the period   | 204,332                        | 264,645     |
| Basic Earnings per Share   | 0.006                          | 00.010      |
| Diluted Earnings per Share   | 0.005                          | 00.010      |
|  | #                              | #           |
| Weighted Average Shares Outstanding - Basic  | 36,524,762                     | 25,274,762  |
| Weighted Average Shares Outstanding - Diluted  | 37,441,569                     | 25,354,127  |

The increase in Q1 2008 revenue, as compared to Q1 2007, is primarily related to growth in disability management services within Direct Health.

Increased expenses in Q1 2008 relate primarily to additional investment made in the Company's corporate infrastructure to support the growth strategy.

Net income is an amortization expense amounting to \$50,961 as well as stock-based compensation expenses of \$13,956 relating to the fair valuation of options previously granted under the stock option plan which vested during this period.

## **Balance sheet**

With the implementation of the transaction with GHIS, the cash resources have grown incrementally over the prior year. The Group has utilized approximately \$550,000 in the quarter to March 31, 2008 mainly in a greater investment in working capital.

In addition to the normal amortization expenses, Capital assets reduced as a result of the sale of certain assets as part of the strategic decision made to terminate the agreement to provide facilities in respect of Ablatherm<sup>®</sup> prostrate cancer treatments.

The convertible debenture provided by GHIS Capital into AHP has been reflected in minority interest as a result of being classified as equity due to the conversion option available to both GHIS as well as Alegro. For the current period, \$8,750 of the interest paid on the convertible debenture has been treated as a distribution of equity by AHP and results in a reduction of minority interest upon consolidation of AHP.

As at March 31, 2008, there were a total of 2,050,000 options outstanding to purchase an equivalent number of common shares at a weighted average exercise price of \$0.29, expiring at various dates until year 2012.

## **Divisional Analysis and Business Outlook**

### **Work Able**

Work Able experienced static volumes of medical and rehabilitation assessments compared to the same period last year. For the three month period ended March 31, 2008, Work Able generated improved revenue of \$2,272,135 compared to \$1,985,322 for the same period in 2007. Work Able recorded a 14.4% increase in Revenue, also increase in net income before tax of \$686,788 compared to \$324,108 for the same period of last year. This increase is a result of a reallocation of administrative costs which were previously reported under Workable expenses and reclassified in March 2008 to corporate expenses.

Revenue and business referrals are expected to remain consistent with prior periods as a result of maintaining and extending preferred service provider relationships with national insurers. Work Able is examining opportunities to expand the Company's geographic scope to better service customer requirements.

### **Direct Health**

Direct Health experienced increased volumes of medical and rehabilitation assessments compared to the same period last year. For the three month period ended March 31, 2008, Direct Health generated improved revenue of \$1,084,802 compared to \$746,130 for the same period in 2007. Direct Health recorded a 3.8% decline in net income before tax of \$369,894 compared to \$356,403 for the same period of last year.

Management expects that the revenue will continue to grow as a result of extended coverage in new geographic regions and the development of new business contracts.

### **DMSU**

DMSU's revenue decreased from \$796,040 in the first quarter of 2008 to \$357,441 in the current years' comparable quarter as a result of the strategic decision made to terminate the agreement to provide facilities in respect of Ablatherm<sup>®</sup> prostrate cancer treatments three months prior to the

expiry of the contract. In addition, the Ministry of Health reduced its funding in the first quarter of 2008 to DMSU by approximately \$146,000 as a result of historical over allocations.

As a result of the above, DMSU recorded a loss before tax of \$33,238 compared to a loss before tax of \$7,367 for the same period of last year.

DMSU expects funding from the Ministry of Health for the remainder of the financial year to remain comparable to the amount received in fiscal 2007. DMSU will also continue to seek new opportunities to provide innovative services to further diversify its revenue.

### **CanAm**

CanAm recorded a loss of \$6,159 for the quarter related to consulting costs recorded in the Corporate expenses.

CanAm finalized its strategy in Q1 of 2008, with an aggressive marketing campaign for its two business units. In addition to having received approval as a Site Management Organization (“SMO”) for Orthopedic drug trials, CanAm is planning further SMO’s across the Greater Toronto Area and across southern Ontario.

CanAm’s second business unit, the Clinical Research Centre, will be located at DMSU.

### **GHIS Alliance**

With the implementation of the strategic partnership, management from both companies are working diligently to move the agenda of growth and synergistic partnerships forward. The GHIS alliance has enabled Alegro to partner with individuals who have a proven track record of success in healthcare.

### **Recently Adopted Accounting Policies**

Effective January 1, 2008, the Company adopted the following new accounting standards issued by the Canadian Institute of Chartered Accountants (“CICA”)

- (a) Section 1535, *Capital Disclosures*, which requires additional information in the notes to the financial statement about the Company’s capital and the manner in which it is managed. This additional disclosure, which includes qualitative and qualitative information regarding an entity’s objectives.
- (b) Section 3862 and 3863 Financial Instruments, which requires disclosure about the significance of financial instruments for an entity’s financial position, the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks.

The additional disclosures, required as a result of the adoption of these standards, have been included in 1<sup>st</sup> quarter Interim Financial Statements.

### **Critical Accounting Estimates**

The preparation of financial statements requires the Company to estimate the effect of various matters that are inherently uncertain as of the date of the financial statements. Each of these required estimates varies in regard to the level of judgment involved and its potential impact on the Company’s reported financial results. Estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from

period to period, and would materially impact the Company's financial condition, changes in financial condition or results of operations.

### **Risks and Uncertainties**

Economic and sector related risks remain the same as those identified in the MD&A for the year ended December 31, 2007, available at [www.sedar.com](http://www.sedar.com).

### **Disclosure Controls and Procedures**

Disclosure controls and procedures were evaluated at March 31, 2008 by Ms Rasmussen, the Company's Chief Executive Officer and the Acting Chief Financial Officer. Ms Rasmussen concluded that the design and operation of these disclosure controls and procedures were effective to provide reasonable assurance that material information relating to the Company's operations and financial affairs would be made known to her.

### **Additional Information**

Additional information related to the company, including the unaudited interim annual financial statements for the three months ended March 31 2008, can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Interim Consolidated Financial Statements (Unaudited)

**Alegro Health Corp.**

March 31, 2008



**Alegro Health Corp.**

**INTERIM CONSOLIDATED BALANCE SHEETS**

|   | March 31, 2008<br>\$<br><br>(unaudited) | December 31,<br>2007<br>\$<br><br>(audited) |
|---|---|---|
| <b>ASSETS</b>                               |   |   |
| <b>Current</b>                              |   |   |
| Cash  | 3,432,456                               | 4,028,927                                   |
| Accounts receivable                         | 2,506,978                               | 1,953,549                                   |
| Accrued receivables                         | 841,942                                 | 668,446                                     |
| Prepaid expenses                            | 127,900                                 | 25,409                                      |
| Future income taxes                         | 20,080                                  | 20,080                                      |
|   | 6,929,356                               | 6,696,411                                   |
| <b>Long Term</b>                            |   |   |
| Due from related party <i>[note 3]</i>      | 40,000                                  | 40,000                                      |
| Deferred financing costs                    | 100,433                                 | 83,224                                      |
| Property and equipment                      | 345,390                                 | 426,521                                     |
| Goodwill                                    | 46,863                                  | 46,863                                      |
| Intangible asset                            | 1,146,815                               | 1,146,815                                   |
| Future income taxes                         | 214,903                                 | 214,903                                     |
|   | 8,823,760                               | 8,654,737                                   |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> |   |   |
| <b>Current</b>                              |   |   |
| Accounts payable and accrued liabilities    | 1,948,124                               | 2,104,338                                   |
| Income taxes payable                        | 633,950                                 | 518,250                                     |
|   | 2,582,074                               | 2,622,588                                   |
| <b>Minority interest</b>                    | 657,144                                 | 665,894                                     |
| <b>Shareholders' equity</b>                 |   |   |
| Share capital                               | 3,914,050                               | 3,914,050                                   |
| Contributed surplus                         | 1,246,715                               | 1,246,715                                   |
| Deferred stock-based compensation           | (88,571)                                | (102,526)                                   |
| Retained earnings                           | 512,348                                 | 308,016                                     |
|   | 5,584,542                               | 5,366,255                                   |
|   | 8,823,760                               | 8,654,737                                   |

See accompanying notes

**INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS,  
COMPREHENSIVE INCOME AND RETAINED EARNINGS**

For the period ended March 31 (*unaudited*)

Three Months

|   | 2008<br>\$        | 2007<br>\$ |
|---|-------------------|------------|
| <b>Revenue</b>  | <b>3,728,723</b>  | 3,527,765  |
| <b>Expenses</b>   |                   |            |
| Direct costs  | 2,654,061         | 2,800,162  |
| General and administrative                                | 689,713           | 258,552    |
| Stock-based compensation                                  | 13,956            | ----       |
| Amortization  | 50,961            | 72,406     |
|   | <b>3,408,691</b>  | 3,131,120  |
| Income before income taxes                                | <b>320,032</b>    | 396,645    |
| Provision for (recovery of) income taxes                  |                   |            |
| Current   | 115,700           | 161,121    |
| Future  |                   | ( 29,121)  |
|   | <b>115,700</b>    | 132,000    |
| <b>Net income and comprehensive income for the period</b> | <b>204,332</b>    | 264,645    |
|   |                   |            |
| Basic and diluted earnings per common share               | <b>0.01</b>       | 0.01       |
|   |                   |            |
| Retained earnings (deficit), beginning of period          | <b>308,016</b>    | (446,670)  |
| Net income  | <b>204,332</b>    | 264,645    |
| Retained earnings (deficit), end of period                | <b>512,348</b>    | (182,025)  |
|   |                   |            |
| <b>Weighted Average Number of Shares</b>                  | <b>#</b>          | <b>#</b>   |
| Basic   | <b>36,524,762</b> | 25,247,762 |
| Diluted   | <b>37,441,569</b> | 25,354,127 |

*See accompanying notes*

**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

| For the period ended March 31 ( <i>unaudited</i> ) | Three Months     |            |
|--|------------------|------------|
|  | 2008<br>\$       | 2007<br>\$ |
| Increase (decrease) in cash                        |                  |            |
| <b>OPERATING ACTIVITIES</b>                        |                  |            |
| Net income for the period                          | 204,332          | 264,645    |
| Add (deduct) items not involving cash              |                  |            |
| Amortization                                       | 50,961           | 72,406     |
| Future income taxes                                |                  | 102,047    |
| Stock-based compensation                           | 13,956           | ----       |
| Changes in non-cash working capital items:         |                  |            |
| Accounts receivable                                | (553,429)        | 350,638    |
| Accrued receivables                                | (173,496)        | (305,856)  |
| Prepaid expenses                                   | (102,491)        | ( 54,022)  |
| Accounts payable and accrued liabilities           | (156,214)        | ( 53,386)  |
| Income taxes payable                               | 115,700          | ( 57,676)  |
|  | <b>(600,681)</b> | 318,797    |
| <b>INVESTING ACTIVITIES</b>                        |                  |            |
| Proceeds from sale of property and equipment       | 30,170           | 14,046     |
| <b>FINANCING ACTIVITIES</b>                        |                  |            |
| Proceeds from exercise of warrants                 | ----             | 21,738     |
| Increase in deferred financing costs               | ( 17,209)        | ----       |
| Decrease in minority interest                      | ( 8,751)         | ----       |
|  | <b>( 25,960)</b> | 21,738     |
| <b>Net increase (decrease) in cash</b>             | <b>(596,471)</b> | 354,580    |
| <b>Cash, beginning of period</b>                   | <b>4,028,927</b> | 550,400    |
| <b>Cash, end of period</b>                         | <b>3,432,456</b> | 904,980    |

See accompanying notes

## **NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2008 (unaudited)

### **1. INCORPORATION AND NATURE OF BUSINESS**

Alegro Health Corp. ["Alegro" or the "Company"] was incorporated under the Canada Business Corporations Act on February 2, 2001 and is a venture company on the TSX Venture Exchange ["TSX-V"]. The Company provides health care services through its wholly-owned subsidiaries.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies of the interim financial statements are the same as those described in the Company's 2007 Annual Report. The disclosures in the interim financial statements conform in all material respects to the requirements of the Canadian generally accepted accounting principles for the annual financial statements included in the Company's 2007 Annual Report. The interim consolidated balance sheet as at March 31, 2008 interim consolidated statements of operations, comprehensive income and retained earnings for the three months ended March 31, 2008 and 2007, and the interim consolidated statements of cash flows for the three months ended March 31, 2008 and 2007 are unaudited, but include all adjustments (consisting of normal recurring adjustments) which in the opinion of management are considered necessary for a fair presentation of the position, results of operations and cash flows for the periods presented. The results of operations for the three months ended March 31, 2008 shown herein are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

For more complete financial information, these financial statements, and notes thereto, should be read in conjunction with audited consolidated financial statements for the year ended December 31, 2007.

#### **Basis of consolidation**

These consolidated financial statements include the accounts of the Company's wholly-owned legal subsidiaries; Work Able Centers Inc. and Work Able Centres North York Inc. (collectively ("Work Able"), Don Mills Surgical Unit Ltd. and Don Mills Surgical Centres Ltd. (collectively "DMSU"), Assessment Network Inc. (operating as "MedEval"), Direct Health Solutions Inc. and Direct Health Solutions (2) Inc. (collectively "Direct"), Alegro Health Partners Inc. ("AHP") as well as its 60% controlled subsidiary CanAm Research Corp. ("CanAm"). Although AHP is a wholly-owned subsidiary it has been effectively recorded at 75% (see note 8). In addition, a minority interest in respect of CanAm has not been recorded as the losses applicable to the non-controlling interest in CanAm exceed the non-controlling interest in the capital of CanAm. All intercompany balances and transactions have been eliminated on consolidation.

#### **Revenue recognition**

Revenue is recognized when services for independent medical assessments have been completed, the price is fixed or determinable, and collection is reasonably assured. Accrued receivables represent an accrual for revenue recognized on completed and unbilled assessments. The estimated costs incurred to complete the assessments are included in accrued liabilities. Other services, such as work conditioning treatments and case management services, are billed when these services are rendered, the price is fixed or determinable, and collection is reasonably assured.

## **Alegro Health Corp.**

### **NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2008 (*unaudited*)

#### **Goodwill**

Goodwill is recorded when the cost of an acquisition exceeds the fair market value of the net tangible and identifiable intangible assets acquired. Goodwill is not amortized. Goodwill is tested for impairment on an annual basis or more frequently if warranted. Impairment losses are recorded when the carrying amount of goodwill exceeds its implied fair value. Such impairment losses are recorded as part of income from continuing operations.

DMSU follows the deferral method of accounting for unrestricted contributions from the Ministry of Health and Long-Term Care. Unrestricted contributions are recognized as revenue when received or receivable, if the amount to be received can be reasonably estimate and collection is reasonably assured.

#### *Capital Disclosures*

Effective January 1, 2008, Alegro Health Corp. adopted the new recommendations of CICA Handbook Section 1535, "Capital Disclosures". The new standard specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences, the consequences of such non-compliance.

The Company considers its share capital, contributed surplus and cash as capital, which at March 31, amounted to \$8,593,221 (December 31, 2007 totaled \$9,189,692).

The Company manages its capital structure in order to ensure sufficient resources are available to meet day to day operating requirements; to allow it to enhance existing healthcare services to have the financial ability to expand the size of its operations by taking on new referrals. In managing its capital structure, the Company takes into consideration various factors, including the growth of its business and related infrastructure and the upfront cost of taking on new referrals.

The Company's Board of Directors takes full responsibility for managing the Company's capital and does so through quarterly board meetings, review of financial information, and regular communication with Officers and senior management.

#### *Financial Instruments – Disclosures and Presentation*

Effective January 1, 2008, Alegro Health Corp. adopted the new recommendations of CICA Handbook sections 3862, "Financial Instruments – Disclosures" and 3863 "Financial Instruments – Presentation", which replaces Section 3861, "Financial Instruments – Disclosure and Presentation". These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included these disclosures in note 5 to these interim consolidated financial statements.

## Alegro Health Corp.

### *Comparative Consolidated Financial Statements*

Certain comparative figures in the interim consolidated statements of operations, comprehensive income and retained earnings have been reclassified from statements previously presented to conform to the presentation of the March 31, 2008 interim financial statements.

### **3. RELATED PARTY TRANSACTIONS**

Certain related parties provide services to the Company either directly or through companies, which they control. Fees charged by such related parties for consulting fees for the three months ended March 31, 2008 were \$128,000 (2007 - \$102,000). These transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount of consideration established and agreed to the related parties.

A summary of transactions and balances with related parties is as follows:

|                       | <b>2008</b>    | 2007    |
|-----------------------|----------------|---------|
|                       | \$             | \$      |
| <b>Expenses</b>       |                |         |
| Real World            | <b>18,000</b>  | 18,000  |
| Brenras               | <b>80,000</b>  | 66,000  |
| Disability Management | <b>30,000</b>  | 18,000  |
|                       | <b>128,000</b> | 102,000 |

## Alegro Health Corp.

### NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2008 (unaudited)

#### Amounts due from related parties

|                       |               |        |
|-----------------------|---------------|--------|
| Disability Management | <b>40,000</b> | 40,000 |
|-----------------------|---------------|--------|

Amounts due from related parties are non-interest bearing with no fixed terms of payment.

#### 4. SEGMENTED REPORTING

The Company's reportable segments are strategic business units that offer different products and services. The operations of the company and its consolidated subsidiaries are comprised of the three reportable operating segments, Work Able, Don Mills Surgical Unit (DMSU) and Direct Health Solutions (Direct).

|                                       | Three Months          |                       |
|---------------------------------------|-----------------------|-----------------------|
|                                       | 2008<br>\$            | 2007<br>\$            |
| <b>Revenue</b>                        |                       |                       |
| Work Able                             | 2,272,135             | 1,985,322             |
| Direct                                | 1,084,802             | 746,130               |
| DMSU                                  | 357,441               | 796,040               |
| AHP                                   | 6,246                 | 0                     |
| Corporate                             | 8,099                 | 272                   |
|                                       | <b>3,728,723</b>      | <b>3,527,764</b>      |
| <b>Operating Expenses</b>             |                       |                       |
| Work Able                             | 1,585,347             | 1,664,214             |
| Direct                                | 714,983               | 389,727               |
| DMSU                                  | 390,679               | 788,673               |
| AHP                                   | 13,155                | 0                     |
| Corporate                             | 704,527               | 288,505               |
|                                       | <b>3,408,691</b>      | <b>3,131,119</b>      |
| <b>Net Income (Loss) before Taxes</b> |                       |                       |
| Work Able                             | 686,788               | 321,108               |
| Direct                                | 369,819               | 356,403               |
| DMSU                                  | ( 33,238)             | 7,367                 |
| AHP                                   | ( 6,909)              | 0                     |
| Corporate                             | (696,428)             | (288,233)             |
|                                       | <b>320,032</b>        | <b>396,645</b>        |
|                                       | <b>March 31, 2008</b> | <b>March 31, 2007</b> |
| <b>Total Assets</b>                   | <b>8,823,760</b>      | <b>4,589,088</b>      |

**NOTES TO INTERIMCONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2008 (unaudited)

**5. FINANCIAL RISK FACTORS**

Alegro's risk exposure and the impact on its financial instruments are summarized below.

*Credit Risk*

The Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations. The Company's exposure to concentrations of credit risk is limited. Accounts receivable are from the Work place Safety and Insurance Board, government agencies, employers and insurance companies.

*Liquidity Risk*

Alegro's approach to managing liquidity risks is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2008, Alegro had a cash balance of \$3,432,456 (December 31, 2007 – \$4,028,927) to settle current liabilities of \$2,582,074 (December 31, 2007 – \$2,622,588).

*Market Risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

*Interest rate risk*

Alegro has cash balances and a \$750,000 debenture bearing interest at a rate of 7% per annum. Alegro current policy is to invest excess cash in investment-grade short term deposit certificates issued by its banking institution. Alegro periodically monitors the investments it makes and is satisfied with the credit ratings of its bank.

*Sensitivity Analysis*

The Company's exposure to interest rate risk is minimal as the rate applicable to the convertible debenture is fixed at 7% per annum; if the market rate of interest moves by +/-5% it would have an immaterial impact on the Company's cash flow (+-\$9,375).



## **Alegro Health Corp.**

### **6. BANKING FACILITY**

The Company has an existing non-revolving operating credit facility to a maximum of \$1,000,000, including letters of guarantee to a maximum of \$250,000. Interest on the borrowing options available are at prime plus 0.5% and 2% per annum, respectively, with interest paid monthly. The credit facilities are collateralized by a general security agreement on the Company's assets.

As at March 31, 2008, the Company had not drawn on these credit facilities.

### **7. UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with National Instrument 5 1-102 released by the Canadian Securities Administration, the Company discloses that its auditors have not reviewed the unaudited consolidated financial statements for the period ended March 31, 2008 and March 31, 2007.