

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

AIM Health Group Ltd. (the “Company”) Suite 100, 19 Allstate Parkway, Markham, Ontario, L3R 5A4

Item 2 Date of Material Change

January 20, 2009

Item 3 News Release

A news release was issued after the close of trading on the TSX Venture Exchange on January 20, 2009 and disseminated through Canada NewsWire, a copy of which is attached as Schedule “A”.

Item 4 Summary of Material Change

On January 20, 2009, the Company announced that it completed the acquisition of Med-Emerg International Inc. (“MedEmerg”) pursuant to the previously announced arrangement agreement (the “Arrangement Agreement”) with Med-Emerg whereby MedEmerg agreed, subject to the terms and conditions contained in the Arrangement Agreement, to implement a plan of arrangement (the “Arrangement”) under section 182 of the *Business Corporations Act* (Ontario). Pursuant to the Arrangement, the Company issued 0.78091 of a common share (“AIM Common Shares”) for each outstanding common share of MedEmerg (“MedEmerg Common Shares”). In addition, Calian Technologies Ltd. (“Calian”), the sole holder of Series 1 Special Shares (“Series 1 Shares”) of MedEmerg will exchange all of its Series 1 Shares for a convertible debenture of the Company pursuant to the Arrangement.

Item 5 Full Description of Material Change

On January 20, 2009, the Company announced that it completed the acquisition of Med-Emerg International Inc. (“MedEmerg”) pursuant to the previously announced Arrangement Agreement with respect to the proposed business combination of the Company and MedEmerg. The business combination was effected under a court-approved statutory plan of arrangement of MedEmerg under section 182 of the *Business Corporations Act* (Ontario) pursuant to which the holders of MedEmerg Common Shares received 0.78091 of an AIM Common Share for each outstanding MedEmerg Common Share. In addition, Calian, the sole holder of Series 1 Shares of the Company, exchanged all of its Series 1 Shares for a convertible debenture of AIM pursuant to the Arrangement.

Upon completion of the Arrangement, shareholders of the Company prior to the Arrangement own approximately 57% of the merged entity with the MedEmerg shareholders representing an approximate 43% interest in the combined company.

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

Not applicable.

Item 7 Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

For further information please contact Greg Van Staveren, CFO, AIM Health Group Ltd., Tel: 905 475-3353 x246, Email: greg@aimhealthgroup.com.

Item 9 Date of Report

January 30, 2009

Schedule "A"

Press Release

Attention Business Editors:
AIM Health Group Inc. and Med-Emerg International Inc. Announce
Completion of Previously Disclosed Merger Transaction

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AIM and MedEmerg Combine to Form One of the Largest Medical Health
Services Companies in Canada

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TORONTO, Jan. 20 /CNW/ - AIM Health Group Inc ("AIM") (TSX: AHG-V), a fully integrated health care company, and Med-Emerg International Inc. ("MedEmerg") (OTCBB: MDER), one of Canada's leading providers of health services, announced today that they have completed the previously disclosed all-stock merger transaction. The combined company is expected to have annual revenues in excess of Cdn\$55 million and will be one of the largest Canadian health services providers, offering one of the most comprehensive packages of medical health services in Canada. It is anticipated that the synergies generated from this business combination will result in significant revenue opportunities and cost savings.

The transaction was completed by way of a court-approved Plan of Arrangement (the "Plan") under the Business Corporations Act (Ontario). Pursuant to the Plan, AIM issued 0.78091 of an AIM common share for each MedEmerg common share with the existing MedEmerg shareholders representing an approximate 43% interest in the combined company. In addition, Calian Technologies Ltd., the sole holder of Series 1 Special Shares of MedEmerg, exchanged all of such shares for a convertible debenture of AIM. The Plan, which required the approval of 66 2/3% of the votes cast by the shareholders of MedEmerg at a special shareholders' meeting, received the overwhelming support of the MedEmerg shareholders, with more than 90% of the votes cast in favour of the transaction. Mr. David Kassie, Chairman and CEO of Genuity Capital Markets and Mr. Sidney Braun, President of ROMlight International Inc., both shareholders of MedEmerg, will be appointed to the Board of Directors of AIM at its next annual shareholders' meeting.

Lu Michael Barbuto, President and CEO, of the AIM Health Group said, "We have spent the last three months working very closely with the management team of MedEmerg. I believe more firmly than ever that the combined clinical expertise and business talent of both companies will go a long way in creating a very strong Canadian health care services company which can help address the health care needs of Canadians. The addition of the MedEmerg services to our already diverse array of health services will be beneficial to health consumers, physicians and other key service providers. I look forward to working with the members of the MedEmerg team and continuing to provide health care solutions and growth to our new company".

MedEmerg also announced that Dr. Ramesh Zacharias, its founder and CEO is leaving MedEmerg after 25 years of service. Michael Sinclair, Chairman of MedEmerg said, "MedEmerg would not be the success it is today without the passion and efforts of Dr. Ramesh Zacharias. On behalf of the Board of MedEmerg, we would like to thank Ramesh for his dedication and commitment to MedEmerg."

About AIM Health Group Inc.

AIM is a fully integrated Canadian health care company that offers comprehensive services to individuals that are ill, injured, or disabled, and to individuals requiring lifestyle interventions to improve their quality of life (wellness). This philosophy translates into a continuum of health delivery where the individual's health care is integrated with the various service providers through a complex public-private delivery model. This continuum of care model is the core concept of AIM Health Group's integrated service and delivery model.

AIM's integrated business health delivery divisions integrate all aspects of health care from clinical research, medical assessments, occupational

health, multi-disciplinary rehabilitation, medical acute care, family practice and specialty clinics. AIM provides comprehensive health services through dedicated professionals who are all part of a successful and growing organization that fosters excellence in managing an individual's health through clinical consensus contribution.

AIM's audited revenue for its fiscal year ended December 31, 2007 was approximately Cdn\$29 million.

(www.aimhealthgroup.com)

About Med-Emerg International Inc.

MedEmerg specializes in the coordination and delivery of health care services in Canada. These services include an integrated chronic pain management program, community-based infusion centers and health human resource management, including physician and nurse staffing.

Med-Emerg's audited revenue for its fiscal year ended December 31, 2007 was approximately US\$22 million.

(www.med-emerg.com)

Caution Concerning Forward-Looking Statements

Certain statements in this press release are forward-looking statements, including, but not limited to, those relating to the proposed transaction, the timing of the closing of the proposed transaction, annual revenues and other statements that are not historical facts. These statements are based upon certain material factors, assumptions and analyses that were applied in drawing a conclusion or making a forecast or projection, including AIM's and MedEmerg's experience and perceptions of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of AIM and MedEmerg or the combined entity for the current fiscal year and subsequent periods. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "intends", "targets", "projects", "forecasts", "seeks", "likely" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could".

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusion will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of material factors, many of which are beyond AIM's, MedEmerg's and the combined entity's control, affect operations, performance, achievements and results of AIM and MedEmerg or the combined entity that may be expressed or implied by such forward-looking statements and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to: general economic, industry and market segment conditions; equipment and labour shortages and inflationary costs; changes in applicable environmental, taxation and other laws and regulations, as well as how such laws and regulations are interpreted and enforced; changes in technology; operating risks, including risks inherent in the ability to generate sufficient cash flow from operations to meet current and future obligations; increased competition; stock market volatility; ability to maintain current and obtain

additional financing; and management's success in anticipating and managing the foregoing factors. More specific risks include that the merged entity will not be able to realize some or all of the expected synergies due to incompatibilities in the merging businesses, the inability of management to bring about such synergies or a changing business environment rendering such synergies inadvisable or uneconomical, or risk of demand moving in a direction away from the expected business model of the merged entity following integration. In making these statements, AIM and MedEmerg have made assumptions with respect to: expected cash provided by continuing operations; future capital expenditures, including the amount and nature thereof; trends and developments in the healthcare industry; business strategy and outlook; expansion and growth of business and operations; accounting policies; credit risks; anticipated acquisitions; opportunities available to or pursued by the combined entity; and other such matters. Specifically, AIM and MedEmerg have assumed, among other things, that the proposed transaction will receive the required regulatory approval, that the other conditions to the transaction can be satisfied in accordance with their terms and that AIM's and MedEmerg's business partners will continue, and expand, their relationships with the merged entity.

The reader is cautioned that the foregoing list of factors is not exhaustive of the factors that may affect Aim's and MedEmerg's forward-looking statements. The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management of AIM and MedEmerg currently believes to be reasonable assumptions, actual results, performance or achievements could differ materially from those expressed in, or implied by, this forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits will be derived therefrom. These forward-looking statements are made as of the date of this release and, other than as specifically required by law, neither AIM nor MedEmerg assumes any obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of AIM's and MedEmerg's business is provided in their respective disclosure materials filed with the securities regulatory authorities in Canada, available at www.sedar.com.

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THE TSX VENTURE EXCHANGE INC. HAS IN NO WAY PASSED UPON THE MERITS OF THE PROPOSED TRANSACTION AND HAS NEITHER APPROVED NOR DISAPPROVED THE CONTENTS OF THIS PRESS RELEASE.

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/For further information: AIM Health Group Inc., Lu Barbuto, President and Chief Executive Officer, (905) 475-3353; or Greg Van Staveren, Chief Financial Officer, (905) 475-3353/

(AHG. MDER)

CO: AIM Health Group Inc.; Med-Emerg International Inc.

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