

MATERIAL EVENT DISCLOSURE

United American Healthcare Corporation enters into Forbearance and Eleventh Amendment to the Voting and Standstill Agreement

Chicago, Illinois, October 4, 2019 (OTC Pink Sheets: UAHC) – United American Healthcare Corporation (the “Company”) announced today that on September 24, 2019 the Company’s Board of Directors authorized certain officers of the Company to enter into a Forbearance Agreement and Eleventh Amendment to the Voting and Standstill Agreement (the “Agreement” or “Amended VSA”) by and between the Company and St. George Investments, LLC, an Illinois limited liability company and affiliate of John M. Fife, the Chairman and Chief Executive Officer of the Company (“St. George”). The Company and St. George executed the Agreement on September 30, 2019 (“Effective Date”).

In the Agreement, the Company acknowledges that it has not maintained an adequate cash reserve or acceptable collateral sufficient to satisfy its obligations under the terms of the Amended VSA. Additionally, the Company acknowledged it did not have an adequate amount of cash or number of authorized and unissued shares of its common stock available on June 30, 2019, the maturity date of those certain promissory notes issued by the Company to St. George on September 28, 2011, December 9, 2011, and February 9, 2012 (“St. George Notes”), and therefore, the Company was unable to pay the St. George Notes when due, which resulted in the Company being in default under each of the St. George Notes. Further, as part of the Agreement, the Company acknowledged that as of the Effective Date the Company remained in default under each of the St. George Notes.

In connection with the Agreement, in consideration of UAHC’s agreement to further amend the Amended VSA to modify the Put Exercise Period (as defined in the Amended VSA and as further described below), St. George agreed to forbear from (i) declaring an event of default and pursuing its rights and remedies upon the occurrence of an event of default (under the terms of the Amended VSA) until November 30, 2019; and (ii) exercising a portion of their current rights under the Amended VSA to require the Company to repurchase their shares of the Company’s common stock at a price of \$1.26 per share (“Put Option”).

The terms of the Agreement modified the Put Exercise Period so that it shall now commence on November 1, 2019 and St. George may exercise its Put Option during the Put Exercise Period commencing on such date (“Put Commencement Date”), and will expire on November 30, 2019 (provided that St. George may elect to accelerate the Put Commencement Date upon the occurrence of certain events set forth in the Amended VSA).
