MATERIAL CHANGE REPORT

Under Section 85(1) of the *Securities Act* (British Columbia), Section 188(1) of the *Securities Act* (Alberta), Section 84(1) of *The Securities Act, 1988* (Saskatchewan), and Section 75(2) of the *Securities Act* (Ontario).

Item 1 - Reporting Issuer:

NetScout Capital Corp. (the "Corporation")
400, 521-3rd Avenue S.W.
Calgary, Alberta
T2P 3T3

Item 2 - Date of Material Change:

February 21, 2001

Item 3 - News Release:

February 21, 2001

Issued at Calgary, Alberta through the services of International Teledata Group.

Item 4 - Summary of Material Change:

On February 21, 2001, the Corporation announced that its common shares would commence trading on The Canadian Venture Exchange commencing February 22, 2001 under the symbol "NSC". The Corporation also announced the resignation of Gregory B. Matthews as a director and officer of the Corporation.

Item 5 - Full Description of Material Change:

On February 21, 2001, the Corporation announced that its common shares would commence trading on The Canadian Venture Exchange commencing February 22, 2001 under the symbol "NSC".

The Corporation also announced the resignation of Gregory B. Matthews as a director and officer of the Corporation. Mr. Matthews is presently subject to a creditor proposal. CDNX has a policy which provides, in effect, that persons who are subject to a current creditor proposal may not serve as a director or officer of a corporation listed on CDNX. Mr. Matthews will continue as an employee of Netscout in the capacity of a Special Projects Manager.

Item 6 - Reliance on Section 118(4) of the Act:

N/A

Item 7 - Omitted Information:

N/A

Item 8 - Senior Officers:

For further information concerning the material change disclosed herein, contact David L. Tonken, President of the Corporation, at (403) 263-3653.

Item 9 - Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta this 1st day of March, 2001.

NetScout Capital Corp.

Per: (signed)
David L. Tonken
President

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND REGULATIONS THERETO FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.