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:

June 15, 2001

Item 3 - News Release:

June 15, 2001

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

Item 4 - Summary of Material Change:

The Corporation has completed the purchase from China.com Studios Inc. of 4,146,625 common shares of The NRG Group Inc. ("NRG Group") representing approximately 14.2% of the issued and outstanding common shares of NRG Group.

Item 5 - Full Description of Material Change:

The purchase from China.com Studios Inc. of 4,146,625 common shares of The NRG Group Inc. ("NRG Group") by the Corporation, previously announced on June 7, 2001, has been completed. The Corporation holds a total of 4,326,625 common shares of NRG Group, representing approximately 14.8% of the issued and outstanding shares of NRG Group.

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 (780) 496-9514.

Item 9 - **Statement of Senior Officer:**

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

DATED at Edmonton, Alberta this 15th day of June, 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.