NEXTERRA PROPERTY GROUP INC.

MATERIAL CHANGE REPORT
Section 118(1) of the *Securities Act* (Alberta)

1. Reporting Issuer

The name and address of the reporting issuer is Nexterra Property Group Inc. ("Nexterra"), with its principal office located at c/o #325, 10333 Southport Road S.W. Calgary, Alberta, T2W 3XZ.

2. Date of Material Change

The material change occurred on September 8, 1999.

3. Press Release

The press release reporting the material change was issued on September 8, 1999 through Canada NewsWire Ltd.

4. Summary of Material Change

Nexterra announced that it has signed letters of intent to purchase the assets of Toronto-based Backs Etc. Inc. and certain related companies, for about $1.1 million.

5. Full Description of Material Change

Nexterra Property Group Inc., a junior capital pool issuer whose common shares trade on the Alberta Stock Exchange under the symbol "NEX", announced that it has entered into a letter of intent with BACKS etc. and Backs Etc. Franchising Inc. for the purchase of franchising rights and assets related to a retail location and corporate offices in Toronto. Specified intellectual property rights will initially be licensed to Nexterra and it is intended that Nexterra will acquire these rights for nominal consideration after three years, provided that Nexterra has honoured certain commitments. The sale price of $840,000 is to be satisfied by a combination of assumption of liabilities in the amount of approximately $100,000, cash in the amount of approximately $146,000, the issuance of approximately $130,000 in convertible debentures (convertible into common shares of Nexterra at the option of the holder at a price of $0.18 per share), bearing interest at prime plus 1%, and the issuance of approximately 2,575,000 common shares of Nexterra (to be issued at a price of $0.18 per share).

Nexterra has also entered into a letter of intent with Colane Inc., a BACKS etc. franchisee, for the purchase of assets related to a retail location in Richmond Hill, Ontario. The sale price of $270,000 is to be satisfied by a combination of assumption of liabilities in the amount of approximately $120,000,cash in the amount of approximately $58,000 and the issuance of approximately 500,000 common shares of Nexterra (to be issued at a price of $0.18 per share).

In order to fund these non-arms length acquisitions, as well as to provide capital to commence development of the proposed e-commerce initiative Nexterra intends to raise a minimum of $3 million by private placement and /or public offering. The acquisitions and the financing will constitute Nexterra's "Major Transaction" and are subject to approval of the Exchange. Additionally, completion of the transactions is subject to a number of conditions for the benefit of Nexterra including shareholder approval, general due diligence and the success of the proposed equity financing.

The parties have agreed to work towards the signing of definitive agreements by September 22, 1999, with closing of the deal no later than December 1, 1999.

6. Reliance on Section 118(2) of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

Mr. Gary Lands, President & CEO
Nexterra Property Group Inc.
Telephone: (416) 482-4959

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED September 17, 1999 at Calgary, Alberta.

Nexterra Property Group Inc.

By: Signed: "Gary Lands"
Signature

President & CEO
Office

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