

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 #325, 10333 Southport Road S.W. Calgary, Alberta, T2W 3X6.

2. Date of Material Change

The material change occurred on February 16, 2000.

3. Press Release

The press release reporting the material change was issued on February 17, 2000 through BCE Emergis.

4. Summary of Material Change

Nexterra announced that it has allowed its proposed purchase of substantially all the assets of Toronto based Blacks Etc. Inc. and certain related companies, announced in November, 1999, to lapse.

5. Full Description of Material Change

Nexterra Property Group Inc. (the "Corporation") is a junior capital pool issuer whose common shares trade on the Canadian Venture Exchange under the symbol "NEX". In November, 1999, the Corporation announced a proposed purchase of substantially all the assets of Toronto-based Backs Etc. Inc. and Backs Etc. Franchising Inc., which purchase was subject to the satisfaction of various conditions. The acquisition, together with a proposed financing, were intended to qualify as the Corporation's "Major Transaction". Various conditions to the proposed acquisition have not been satisfied within their respective time periods, and therefore the Corporation and the proposed vendors have agreed to allow the proposed purchase to lapse at this time. The Corporation is continuing its investigation of potential transactions which would qualify as the Corporation's "Major Transaction".

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 February 23, 2000 at Calgary, Alberta.

Nexterra Property Group Inc.

By: "Gary N. Lands"
Signature

President and Chief Executive Officer
Office

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