FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) AND UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)

1. <u>Reporting Issuer</u>

Technology Growth Partners Corp. (the "Company")
#2 - 1540 West 13th Avenue
Vancouver, British Columbia
V6J 2G4
Telephone: (604) 738-2344

2. <u>Date of the Material Change</u>

November 30, 2000

3. <u>News Release</u>

A Press Release was issued by the Company on November 30, 2000 at Vancouver, British Columbia and distributed through the facilities of the Canada Stockwatch Magazine and Market News.

4. <u>Summary of Material Change</u>

The Company announced that it has entered into a Letter of Intent dated November 27, 2000 under which it has agreed to acquire 100% of the shares of VantagePoint Group, Inc., to serve as the Company's qualifying transaction under the policies of the Canadian Venture Exchange, Inc.

5. <u>Full Description of Material Change</u>

Please see the November 30, 2000 news release attached.

6. <u>Reliance on Section 85(2) of the *Securities Act* (British Columbia) and 118(2) of the Securities Act (Alberta)</u>

Not applicable.

7. <u>Omitted Information</u>

Not applicable.

8. <u>Senior Officer</u>

Brian Thomas
Director and President
Telephone Number: (604) 738-2344

9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 6th day of February, 2001.

signed ("*Brian Thomas*")
Brian Thomas, President

NEWS RELEASE TRANSMITTED BY CCN - A NEWSWIRE SERVICE OF ITG

FOR: TECHNOLOGY GROWTH PARTNERS CORP.

CDNX SYMBOL: TCY

November 30, 2000

Technology Growth Partners Corp. Signs Letter of Intent with VantagePoint Group, Inc.

VANCOUVER, BRITISH COLUMBIA--Technology Growth Partners Corp, a CDNX Capital Pool Company (TCY), to acquire all outstanding shares of VantagePoint Group, Inc.

Technology Growth Partners Corp. ("TechGrowth") announced today that it has entered into a Letter of Intent dated November 27, 2000 under which it has agreed to acquire 100% of the shares of VantagePoint Group, Inc. ("VantagePoint"). VantagePoint is a leading software provider of both enterprise-level and e-Business solutions to the corrugated packaging industry.

VantagePoint (www.vpgroup.com) develops and markets comprehensive application software solutions designed specifically for packaging manufacturing companies, along with providing complete implementation and support services. The paperboard packaging industry in North America is a US$68 billion industry. VantagePoint is a US Corporation with headquarters in British Columbia, Canada, and satellite offices located in California, and North Carolina. Vantage's revenues for the year ended September 30, 2000 were approximately $ 4,800,000 Canadian.

The principal shareholder of VantagePoint is Jim Hennings of San Clemente, California and the balance of the shares are held by employees of VantagePoint.

Terms of Letter of Intent

Under terms of the letter of intent, TechGrowth has agreed to issue 8.5 million shares at a deemed price of $0.50 per share as consideration for the purchase of all outstanding shares of VantagePoint. An additional 500,000 shares will be issued following the anniversary date of closing, provided certain gross revenue targets are met. To provide VantagePoint with additional working capital in order to execute its business plan, TechGrowth intends to raise a minimum of $1.0 million Cdn. by way of a prospectus offering equity financing on terms to be announced at a later date.

The completion of the acquisition is subject to a number of conditions, including the completion of the minimum $1.0 million financing, completion of due diligence, and regulatory approval by the Canadian Venture Exchange. TechGrowth is a capital pool company and the acquisition of VantagePoint will be its qualifying transaction.

Upon completion of the transaction, TechGrowth will also change its name to VantagePoint Group, Inc. The combined company's Board will be made up of 5 members, two TechGrowth directors, one of which will be Sharka Stuyt, and three Vantage designees, one of which will be Jim Hennings, who is currently President and Chairman of VantagePoint. Sharka Stuyt has over 12 years of international technology marketing experience and is currently a sales and marketing strategist and consultant. She is on the board of number of technology companies and most recently was the worldwide Director of Marketing for Pivotal Corp. (PVTL:NASD), ranked one of the top 5 software companies in Canada.

About Technology Growth Partners Corp.

TechGrowth is a Capital Pool Company whose principal business is to identify and partner with an emerging technology company requiring financing, sales, marketing, and other management resources. The five directors' proven technology based sales and marketing abilities, combined with finance and public market experience will add significant value to VantagePoint.

The management team consists of the following directors: SHARKA STUYT, former worldwide director of marketing for Pivotal Corp., and Toronto based ATI Technologies Inc, BRIAN THOMAS, a senior associate with Evans and Evans, a firm providing corporate finance, due diligence and evaluation related services to emerging growth companies, DARRYL CARDEY, former Chief Financial Officer of SmartSources.com and Mercury Scheduling Systems Inc., a software company specializing in airline crew management, RASHID A. AZIZ, a Chartered Accountant who provides financial and business advise to public and private companies, and MURRAY PRATT, Vice President of Sales & Marketing at MarketLinc Telecommunications, an outsourced telemarketing services company in Western Canada.

TechGrowth trades on the Canadian Venture Exchange under the symbol "TCY". For further information visit http://www.growthpartners.com

About VantagePoint Group, Inc.

VantagePoint is a well-established organization who's flagship product, VantagePoint Enterprise (VPE), is a specialized back-office Enterprise Resource Planning (ERP) system that helps paperboard packaging companies streamline and improve their order processing, manufacturing, and inventory operations. VPE is currently the enterprise system of choice for nearly 100 packaging plants throughout North and South America, including Longview Fibre, Gaylord Container and other prominent names in the industry.

During this past year, the e-commerce boom has resulted in an estimated 290 million "instant-ship" parcels carrying products directly to consumers. By 2004, on-line Internet purchases should grow by more than 400% from last year's estimate and total 1.6 billion parcels, which is but a fraction of the over 20 billion packaging units that are produced and sold each year, worldwide. This fundamental change in consumer buying trends and product delivery cycle is driving a need for increased automation of the supply chain between the packaging manufacturers and their customers. Packaging components are "mission critical" in the sense that if the packaging components are not available at the right time of the assembly or shipping cycle, production and delivery grind to a halt.

More than ever before, the packaging manufacturers and their customers must operate on a "just in time" model that integrates supply and demand more closely. To address this need, VantagePoint has recently released beta versions of its newest e*Solutionstm products to select customers. This 100% Internet' based e-Business product line is designed to link the packaging manufacturers to their customers to support collaboration throughout the entire supply chain. The product vision of e*Solutions is to harness the power of the Internet to help businesses to improve business processes, build better relationships with customers, and leverage the investment in the current business system.

Completion of the transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and majority of the minority shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

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FOR FURTHER INFORMATION PLEASE CONTACT:

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