

This is a form of a material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules.

FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

Southport Capital Corporation

Item 2. Date of Material Change

September 19, 2000

Item 3. Press Release

The press release was issued on September 19, 2000 and disseminated through Stockwatch and Market News

Item 4. Summary of Material Change

Southport Capital Corp. ("Southport") is pleased to announce that it completed an initial public offering (the "IPO") on September 12, 2000 pursuant to its prospectus dated July 19, 2000. Southport raised gross proceeds of \$499,950 from the IPO. Southport now has issued and outstanding 4,668,000 shares (5,384,800 shares fully diluted).

Currently, the Canadian Venture Exchange (the "CDNX") has only conditionally approved the listing of the shares of Southport. The CDNX will advise in due course when Southport's shares will be listed and posted for trading.

As is referenced in Southport's said prospectus, Southport has had discussions with the principals of Active Ortho Research And Development Inc. ("Active Ortho"), a BC-based private company, with a view to Southport acquiring Active Ortho as its Qualifying Transaction under the rules of the CDNX.

On the conclusion of the IPO, Southport began to negotiate an agreement in principle with Active Ortho and its shareholders. Although there is no assurance that such negotiations will be successful, Southport does anticipate that such an agreement will be entered into shortly.

Item 5. Full Description of Material Change

Management is pleased to report that Southport Capital Corp. (“Southport”) is pleased to announce that it completed an initial public offering (the “IPO”) on September 12, 2000 pursuant to its prospectus dated July 19, 2000. Southport raised gross proceeds of \$499,950 from the IPO. Southport now has issued and outstanding 4,668,000 shares (5,384,800 shares fully diluted).

Currently, the Canadian Venture Exchange (the “CDNX”) has only conditionally approved the listing of the shares of Southport. The CDNX will advise in due course when Southport’s shares will be listed and posted for trading.

As is referenced in Southport’s said prospectus, Southport has had discussions with the principals of Active Ortho Research And Development Inc. (“Active Ortho”), a BC-based private company, with a view to Southport acquiring Active Ortho as its Qualifying Transaction under the rules of the CDNX.

Active Ortho is developing a web-based business with a domain name to be determined (the “Business”). In partnership with medical practitioners and researchers at a sports medicine center located in Vancouver, British Columbia, the Business shall be an online, patient care and clinic management system designed exclusively for sports medicine practitioners. The purpose of the Business shall be to facilitate and expedite sports injury treatment while reducing both practitioner costs and liabilities in addition to patient recovery times.

By delivering an online sports injury treatment information and e-healthcare management systems, Active Ortho intends that the Business will promote rapid recovery, empower patient participation, and reduce healthcare costs for patients, practitioners and payers.

The Business integrates patient and practice management applications with online products and services that facilitate and expedite the treatment of sports injuries. The Business’s goal is to provide a complete system to effectively and efficiently manage a sports medicine clinical practice. It is intended that:

- a. practitioners will benefit from increased office systems and claims transaction processing efficiency, and decreased patient management and administrative costs;
- b. patients will experience more rapid recovery times through better service delivery, education, and follow-up treatment compliance; and

- c. payers will benefit from improved tracking of patient outcomes that form the basis for best practices and treatment protocols that ensure reduced costs and treatment efficacy.

Active Ortho and its principals are arm's-length to the Company and its principals.

On the conclusion of the IPO, Southport began to negotiate an agreement in principle with Active Ortho and its shareholders. Although there is no assurance that such negotiations will be successful, Southport does anticipate that such an agreement will be entered into shortly.

For further information, please contact (604) 605-5786 (Scott Young).

Item 6. Reliance on Section 85(2) of the Act

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

James L. Harris, Director and Secretary (604) 609-3068

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 19th day of September, 2000 at Vancouver, BC.

SOUTHPORT CAPITAL CORPORATION

By: _____

Director

(Official Capacity)

James L. Harris

(Please print here name of individual whose signature appears above.)