# FORM 27

## Alberta Securities Act

## MATERIAL CHANGE REPORT UNDER SECTION 118(1)
## OF THE SECURITIES ACT

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

*Every report that is filed on a confidential basis, write at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 118"*

**ITEM 1 Reporting Issuer:**

State the full name and address of the principal office in Canada of the reporting issuer.

**Highpoint Telecommunications Inc.**
Suite 530, 999 West Hastings Street
Vancouver, British Columbia V6C 2W2
(604)609-0100

**ITEM 2 Date of Material Change:**

**February 2, 2000 and February 11, 2000**

**ITEM 3 News Release:**

State the date and place or places of the news release that was issued pursuant to section 118(1) of the Securities Act.

**February 2, 1999 and February 11, 2000** - Canadian Corporate News (North American-wide dissemination), George Cross Newsletter, Canada Stockwatch - Western Division, Market News

**ITEM 4 Summary of Material Change:**

Provide a brief but accurate summary of the nature and substance of the material change.

See attached news release

**ITEM 5 Full Description of Material Change:**

(1) Supplement the summary required under Item 4 with a disclosure that is sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material.

(2) Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner.

(3) This description of the significant facts relating to the material change will therefore include some or all of the following:

(a) dates;
(b) parties involved;
(c) terms and conditions;
(d) description of any assets;
(e) liabilities or capital affected;
(f) purpose;
(g) financial or dollar values;
(h) reasons for the change;
(i) in a general comment on the probable impact on the reporting issuer or its subsidiaries.

(4) Specific financial forecasts would not normally be required to comply with this form.

(5) The list in subsection (3) merely describes examples of some of the facts that may be significant and is not intended to be all-inclusive or exhaustive of the information required in any particular situation.

INSTRUCTION:

When considering subsections (2) and (3) also refer to Item 7.

See attached news release

**ITEM 6 Reliance on Section 118(2) of the Securities Act:**

If the report is being filed in reliance on section 118(2) of the Securities Act, state the reasons for the non-disclosure.

INSTRUCTION:

Refer to section 118(3) and (4) of the securities act and to section 143 of the securities Regulation concerning continuing obligations in respect of reports filed pursuant to section 118(2) of the Securities Act.

See attached news release

**ITEM 7 Omitted Information:**

(1) Where
- (a) a material change has occurred,
- (b) a material change report has been or is about to be filed but section 118(2) of the Act will no longer or will not be relied upon, and
- (c) the reporting issuer is nevertheless of the opinion that one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report,

the reporting issuer shall state whether one or more of those significant facts has been omitted.

(2) Where the reporting issuer indicates that one or more significant facts have been omitted, the reporting issuer shall provide the reasons for the omissions in sufficient detail to permit the Chief of Securities Administration to exercise discretion pursuant to section 192(3) of the Securities Act.

INSTRUCTION:

The reasons for the omissions of one or more significant facts may be contained in a separate letter filed as provided in section 143 of the Securities Regulation.

N/A

**ITEM 8 Senior Officers:**

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the senior officer may be contacted by the Chief of Securities Administration.

Ken Berry, Director

**ITEM 9 Statement of Senior Officer:**

Include a statement in the following form signed by a senior officer of the reporting issuer:

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

Dated in Vancouver, B.C. this 11th day of February, 2000.

Signed by: “Ken Berry”

KEN BERRY, Director

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

# THIS IS APPENDIX A TO THE ATTACHED

# FORM 27

***(HGP: CDNX)***

**February 2, 2000**

*HIGHPOINT ANNOUNCES MEMORANDUM OF UNDERSTANDING TO FORM JOINT VENTURE WITH KAST TELECOM S.A. IN PAN-EUROPEAN CLEC INITIATIVE*

*(Vancouver, B.C.)* **Highpoint Telecommunications Inc**. **(HGP: CDNX)**, an affiliate of Global Light Telecommunications Inc. (AMEX: GBT), is pleased to announce that it has signed a Memorandum of Understanding (MOU) to form a joint venture with Kast Telecom s.a. to build a pan-European facilities-based competitive local exchange carrier (CLEC).

The new venture will aggressively roll out a new network to bring high bandwidth last mile services to small and medium business customers (SME's) in second and third tier cities initially in Southern and Western Europe. Existing local exchange carriers operate within limited geographic boundaries. The few existing pan-European carriers primarily operate within Europe's principal cities. The Highpoint/Kast joint venture will be the first truly pan-European CLEC focused on serving the integrated communications needs of Europe's SME's, and the first to specifically address the secondary city market on a Europe-wide basis.

The joint venture will adopt a "smart build" strategy to rapidly build out its network. A combination of ATM, IP, DSL and WLL technologies will be deployed as appropriate to maximize returns on infrastructure investment while ensuring end-to-end quality of service for its customers. The company will offer a comprehensive portfolio of integrated value-added voice, data, and IP services.

Under the terms of the MOU, Highpoint will contribute its existing western European service provider, Axxon Holding Company B.V., to the joint venture in exchange for a 40% equity interest in the new company. Kast will contribute its existing southern European operations to the joint venture in exchange for a 60% equity interest in the new company. It is expected that Highpoint's equity interest will increase to 45% over time.

The merger of the two existing business units will give the new company a geographic presence spanning France, Italy, Spain, Switzerland, Germany, Belgium, the Netherlands and the United Kingdom. It will bring together over 200 experienced staff and a strong management team with comprehensive experience in the European telecommunications industry.

The founder and Chairman of Kast Telecom, Mr. Magdi Houry, will be appointed Executive Chairman of the new company and Mr. John Cronin will be appointed Chief Executive Officer. Mr. Cronin, currently a Highpoint employee, was formerly the Group Chief Executive of NetSource Europe a.s.a. and has more than 25 years of experience in the international and domestic telecommunications industry including; senior roles in Teleglobe, Mercury Communications and British Telecom, where he was responsible for the strategic development of metropolitan fiber rings into key commercial centers such as Canary Wharf in London.

Ian Watson, Highpoint Chairman, stated: "*We are delighted to announce this new business partnership in Europe. With the combination of Axxon's and Kast's existing businesses and the management skills of Magdi Houry and John Cronin, we have a strong foundation upon which to build the first truly pan-European CLEC* *company to focus on the SME market.  The proven experience of Highpoint's senior management in building CLEC businesses in the US market, combined with the in-depth expertise of our local European management team, give us great confidence in this new venture's future success.  This is a strong complement to Highpoint's European portfolio of businesses and provides obvious synergies with Vine Telecom's pan-European high bandwidth transport network development."*

Highpoint is an international telecommunications company with a 50% interest in Vine Telecom Networks Ltd., which is developing a pan-European high-bandwidth fiber optic network, a 51% interest in The North American Gateway, a facilities-based voice and data telecommunications carrier based in Toronto, Ontario, and a 100% interest in Axxon Holding Company B.V., which offers international telephone and value-added telecommunications services in Western Europe.

Kast is a French telecommunications company based in Sophia Antipolis near Nice in the south of France with operating companies in Italy and Switzerland.  Kast offers national, long distance and international voice, data and a broad range of value added services based upon internet and computer telephony technologies. Kast has embarked upon an aggressive roll out of a full service facilities based infrastructure (CLEC's) in southern Europe.

*XXX*

For further information please contact:

Robert Blankstein or Ken Berry
Highpoint Telecommunications Inc.
604-609-0100 or 1-888-234-4423

# THIS IS APPENDIX A TO THE ATTACHED

# FORM 27

***(HGP: CDNX)***

*(HGP:CDNX)*

February 11, 2000

HIGHPOINT ANNOUNCES PARTICIPATION IN ADURONET, A PAN-EUROPEAN VALUE-ADDED IP SERVICES COMPANY

*(Vancouver, B.C.)* Highpoint Telecommunications Inc., an affiliate of Global Light Telecommunications Inc. *(GBT;AMEX)*, is pleased to report its participation in AduroNet Ltd. AduroNet, headquartered in London, UK. intends to develop a pan-European IP services network utilizing the latest IP technology developed in the Silicon Valley in California. AduroNet lead by its Chairman and CEO, Reynie Ortiz, will initially be funded with US$30 million financial commitment from ComVentures and UBS Capital. AduroNet plans to offer a portfolio of value-added IP services specializing in IP-VPN and Advanced Hosting through selected distribution channels including Internet, Application and On-Line Service Providers (ISP's, ASP's, OSP's) and System Integrators. AduroNet expects to provide its customers with a highly secure, managed virtual IP network providing extensive network coverage across Europe with guaranteed levels of security and performance.

The European business Internet service market is estimated to be approximately $7.5 billion* in 2002 with over $1.2 Billion expected from IP VPN's which is also one of the highest growth sectors. AduroNet will enable distribution partners to access new services and customer bases in these rapidly expanding markets with instant scaling and minimal financial commitment.

Highpoint Telecom Limited, an indirect wholly-owned subsidiary of Highpoint Telecommunications Inc., has been transferred to AduroNet in exchange for an approximate 38% interest in AduroNet. Initial development work for the AduroNet project was done by and funded by Highpoint Telecom Limited. AduroNet has also secured an investment from two leading investment partners, UBS Capital LLC of New York and ComVentures, a premier networking venture capital company in Silicon Valley.

ComVentures is a preeminent venture capital firm in the communications industry. The firm invests exclusively in early-stage communications and networking companies and its partners have an impressive investment record in the industry with investments in companies including Advanced Fiber Communications, AOL, Ascend, Broadcom, Ciena, MCI, Newbridge, Paradyne, Tellabs, and 3Com.

UBS Capital manages a US$1.5 billion private equity fund directed primarily toward growth capital investing in telecommunications, software and aerospace.

Highpoint President and CEO, Gordon Blankstein, stated, "We are extremely proud of Highpoint's initiatives to deliver advanced telecommunications services and infrastructure in Europe. AduroNet's unique IP network platform will enable Europe's providers of Internet services to deliver advanced applications and services to web focused businesses. Highpoint will continue to develop the activities of its four principal business units which have been tasked to deliver; transcontinental telecommunications transport by North American Gateway, long haul transport initiatives through, Vine Telecom, which is developing a tier II and tier III focused Pan European Fiber

Optic long haul network, and finally a local transport initiative via Highpoint's recently announced MOU between Kast Telecom S.A. and Axxon Holding Company B.V. This joint venture plans to deliver local telecommunication transport services through a second city focused CLEC build-out throughout Western Europe. The strong synergies between Highpoint service and transport initiatives uniquely position Highpoint to become a significant player in the competitive telephony arena in Europe".

Highpoint also announces that it has completed a private placement of convertible debentures totaling US$7.5 million through UBS Capital. The convertible debentures are convertible into preferred shares of the Company which in turn are convertible into common shares of the Company at a price of C$12.00 per share (US$8.33) at any time. The convertible debentures do not carry interest for the first 12 months and thereafter at the rate of 1% per month for the next six months. The debentures mature in 18 months.

*XXX*

For further information please contact:

Robert Blankstein or Ken Berry
Highpoint Telecommunications Inc.
604-609-0100 or 1-888-234-4423