

FORM 27
SECURITIES ACT
(British Columbia)

MATERIAL CHANGE REPORT
Under Section 85(1) of the Act

Item 1. Reporting Issuer

The full name of the issuer is Highpoint Telecommunications Inc. (the "Issuer") whose principal office is located at 530 – 999 West Hastings Street, Vancouver, British Columbia.

Item 2. Date of Material Change

The effective date of the material change herein reported is April 16, 2001.

Item 3. Press Release

The press release pertaining to the material change herein reported was issued on April 18, 2001, at Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer made a proxy solicitation on April 16, 2001, to the holders of its 10% convertible exchangeable debentures, Series II in connection with a meeting of the debenture holders to take place at Vancouver, British Columbia on April 27, 2001 for purposes of approving the capitalization of interest due to be paid on the debentures May 1, 2001 and November 1, 2001.

Item 5. Full Description of Material Change

The Issuer reports that a meeting of the holders of its 10% convertible exchangeable debentures, Series II will take place at Vancouver, British Columbia on April 27, 2001 for purposes of obtaining approval of the debenture holders to allow interest payments on the debentures due May 1, 2001 and November 1, 2001 to be capitalized. In connection with the meeting, the Issuer has made a proxy solicitation to the debenture holders.

For a full description of the material change, please see the press release attached hereto as Schedule "A".

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

Not applicable.

Item 7. Omitted Information

No significant facts have been omitted from this report.

Item 8. Senior Officers

Donald D. MacFayden, Chief Financial Officer is the officer of the Company who is knowledgeable about the details of this material change report. Mr. MacFayden may be contacted by telephone at:

(604) 688-0553

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 18th day of April, 2001.

“Donald D. MacFayden”

Donald D. MacFayden
Chief Financial Officer

Schedule “A”

[attach final press release]