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 27, 2001.

Item 3. Press Release

The press release pertaining to the material change herein reported was issued on April 27, 2001 at Vancouver, B.C.

Item 4. Summary of Material Change

At a meeting of debenture holders held April 27, 2001, the holders of the Issuer’s 10% Convertible Debentures, Series II due 2004 approved the capitalization of the interest payments due or becoming payable under the debentures during 2001.

Item 5. Full Description of Material Change

At a meeting of debenture holders held April 27, 2001, the holders of the Issuer’s 10% Convertible Debentures, Series II due 2004 approved the capitalization of the interest payments under the debenture which would otherwise be paid in cash on May 1, 2001 and November 1, 2001 and in respect of any accrued interest which would be paid at the time of conversion of the debentures into common shares. These interest payments will now be made by adding the applicable interest amounts to the outstanding principal amount on each interest payment date.

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

Item 6. **<u>Reliance on section 85 (2) of the Act</u>**

Not applicable.

Item 7. **<u>Omitted Information</u>**

No significant facts have been omitted from this report.

Item 8. **<u>Senior Officers</u>**

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

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 30th day of April, 2001.

"Donald D. MayFayden"
Donald D. MacFayden
Chief Financial Officer

Schedule "A"

HIGHPOINT TELECOMMUNICATIONS INC.
530 – 999 West Hastings Street
Vancouver, B.C.
V6C 2W2

April 27, 2001

(HGP:CDNX)

(Vancouver, B.C.) Highpoint Telecommunications Inc. reports that a meeting of the holders of its 10% Convertible Debentures, Series II due 2004 was held today. At the meeting holders of the debentures approved the capitalization of the interest payments which would otherwise be paid in cash on May 1, 2001 and November 1, 2001 and in respect of any accrued interest which would be paid at the time of conversion of the debentures into common shares. These interest payments will now be made by adding the applicable interest amounts to the outstanding principal amount on each interest payment date.

For further information please contact:

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