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 23, 2001.

Item 3. Press Release

The press release pertaining to the material change herein reported was issued on April 23, 2001 at Vancouver, B.C.

Item 4. Summary of Material Change

(a) Nortel Networks Optical Components Limited has commenced an action against the Issuer in the Supreme Court of British Columbia in the amount of 6.7 million euros in connection with a vendor financing facility from Nortel to Axxon Holding Company B.V. The Issuer considers this action to be unfounded and will defend it.

(b) Vine Telecom Holdings Ltd. and Vine Telecom Networks Ltd. have been placed into liquidation in the UK.

Item 5. Full Description of Material Change

Nortel Networks Optical Components Limited has commenced an action against the Issuer in the Supreme Court of British Columbia in the amount of 6.7 million euros plus damages in connection with a vendor financing facility from Nortel to Axxon Holding Company B.V. (now a subsidiary of Kast Telecom Europe S.A.), in 1999. The Issuer considers this action to be unfounded and will defend it.

The Issuer also reports that Vine Telecom Holdings Ltd. and Vine Telecom Networks Ltd. (collectively "Vine") have been placed into liquidation in the UK. Highpoint held indirectly an interest in Vine. Vine had been developing a plan to establish a pan-European fiber optic network to offer broadband and collocation telecommunications services to second and third tier cities in Europe and in connection with that plan had, subject to completion of documentation, agreements, and funding selected Nortel Networks to lead a consortium of vendors as its preferred supplier to deliver Vine's European network.

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 30th day of April, 2001.

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

Schedule "A"

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

April 23, 2001

(HGP:CDNX)

(Vancouver, B.C.) Highpoint Telecommunications Inc. reports that Nortel Networks Optical Components has commenced an action in B.C. in the amount of 6.7 million euros plus damages against the Company in connection with a vendor financing facility which had been made available to Axxon Holding Company B.V. (now a subsidiary of Kast Telecom Europe S.A.), in 1999. The Company considers this action to be unfounded and will defend it.

The Company also reports that Vine Telecom Holdings Ltd. and Vine Telecom Networks Ltd. (collectively "Vine") have been placed into liquidation in the UK. Highpoint held indirectly an interest in Vine. Vine had been developing a plan to establish a pan-European fiber optic network to offer broadband and collocation telecommunication services to second and third tier cities in Europe and in connection with that plan had, subject to completion of documentation, agreements, and funding selected Nortel Networks to lead a consortium of vendors as its preferred supplier to deliver Vine's European network.

For further information please contact:

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