FORM 27

Securities Act

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

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

Every report that is filed under section 118(1) of the Securities Act shall be sent to the Chief of Securities Administration in an envelope marked "Continuous Disclosure".

Where this report is filed on a confidential basis, write at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 118".

ITEM 1 REPORTING ISSUER:

DIVCOM TECHNOLOGIES INC.
227M Brunswick Blvd.
Pointe-Claire, Quebec
H9R 4X5

ITEM 2 DATE OF MATERIAL CHANGE:

April 27, 2001

ITEM 3 NEWS RELEASE:

April 27, 2001

ITEM 4 SUMMARY OF MATERIAL CHANGE:

Divcom Technologies Inc. is pleased to announce the appointment of Messrs. Jerome Choquette, Q.C., Ralph Moxness and Jeff Gill (former director of Vivid Capital Corp). to the Board of Directors of the Corporation.

The company has accepted the resignation from the board of Mr. Sherwood Young and Mr. Louis-Paul Nolet. Mr. Young will continue to work with the company in the capacity of consultant, assisting the company from time to time on various corporate matters, while Mr. Nolet will work with the company on a contract basis, providing services related to acquiring target companies.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE:

Divcom Technologies Inc. is pleased to announce the appointment of Messrs. Jerome Choquette, Q.C., Ralph Moxness and Jeff Gill (former director of Vivid Capital Corp.) to the Board of Directors of the Corporation. These appointments are subject to regulatory approval.

Mr. Ralph Moxness and Mr. Jeff Gill will join Mr. Khatri as members of the Audit Committee, while Mr. Jerome Choquette and Mr. Ralph Moxness will join Mr. Khatri as members of the Compensation Committee.

We are extremely happy to welcome these members to our board; we believe that their experience will compliment the other board members.

Mr. Jerome Choquette B.C.L., Q.C. is a well-known Montreal lawyer. He is a Queen's Counsel with an extensive practice in Quebec. Mr. Choquette has his doctorate in economics, is an ex-Minister of Justice of the Province of Quebec and is an ex-Mayor of the City of Outremont (a suburb of Montreal).

Mr. Ralph Moxness is currently Chief Financial Officer and a Director of Eatsleepmusic.com Corporation. He is an ex-President of Greenfields International Acquisitions Corporation, a firm that he founded in 1987, which specialized in advisory services related to corporate finance and M&A with a particular emphasis on emerging companies. Prior to founding Greenfields, Mr. Moxness held positions as Vice-President Finance in Jac Jacobsen Enterprises Inc. (a subsidiary of Jac Jacobsen AS, an Oslo based multi-national); Vice-President Finance and Administration to DBM Industries Limited, a metals technology company and Assistant-Superintendent, Investments, for the Federal Business Development Bank. He brings over 25 years of experience in banking, finance, venture capital, and mergers and acquisitions.

Mr. Jeff Gill presently serves as the President and Chief Executive Officer of Mainsborne Communications based in Calgary, Alberta and London, England. Mr. Gill is a Professional Engineer with 15 years of experience primarily in the areas of sales and marketing in the technology sector. Prior to joining Mainsborne, he was President and founder of MC2 International (a private consulting company) and prior thereto a Director and Vice President, Sales and Marketing of We X.L. Holdings Corporation (an ASE listed electronic products company). Mr. Gill also serves as a Director of Mainsborne Communications (a private corporation) and Bow Software (a private corporation). He is a graduate of Queen's University in Kingston, Ontario.

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The company also advises that the investor relations contract with mr. Sherwood Young has expired and is not being renewed.

Divcom Technologies is an emerging company situated in Pointe Claire, a suburb of Montreal. Through its wholly-owned subsidiaries the company specializes in the design, manufacture and distribution of architectural, energy-efficient high intensity discharge (H.I.D.) light emitting dirode (LED) and fluorescent lighting for a wide-range of industrial and commercial applications. Divcom's shares are traded on the CDNX under the ticker symbol DVQ.

ITEM 6 RELIANCE ON SECTION 118 (2) OF THE SECURITIES ACT:

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 SENIOR OFFICER:

Aslam Khatri,
President
Telephone: (514) 694-2702
Fax: (514) 694-0994

ITEM 9 STATEMENT OF SENIOR OFFICER:

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Pointe-Claire in the Province of Quebec this 27th day of April, 2001.

signed "Aslam Khatri"
ASLAM KHATRI, President

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, IT IS A MISREPRESENTATION.