51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CounterPath Corporation (the "Issuer")
300 – 505 Burrard Street
Vancouver, BC V78X 1M3

Item 2 Date of Material Change

April 30, 2008

Item 3 News Release

The news release was disseminated through CNW Newswire on April 30, 2008

Item 4 Summary of Material Change

Greg Pelling resigned as the Chief Executive Officer of the Issuer. Donovan Jones, the President, Chief Operating Officer and a Director of the Issuer, was appointed as the Chief Executive Officer of the Issuer.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

David Karp, Chief Financial Officer, 604-628-9364

Item 9 Date of Report

April 30, 2008

CounterPath Appoints Donovan Jones as President and Chief Executive Officer

VANCOUVER, CANADA – April 30, 2008 – CounterPath Corporation (OTCBB: CPAH) (TSX-V: CCV), a leading provider of desktop and mobile VoIP software products and solutions, today announced the appointment of Donovan Jones as President and Chief Executive Officer. Donovan succeeds Greg Pelling who has been named Chief Strategy Officer. In this role, Greg will be responsible for developing new strategic opportunities for CounterPath and will remain on the board of directors.

"The appointment of Donovan Jones to CEO was part of our original strategy. The management changes have been made earlier than expected because of the outstanding progress made by the company under the leadership of Donovan," commented Terry Matthews, Chairman of CounterPath. "We now have an optimum product portfolio, management team, market momentum and funnel of customer and strategic opportunities to aggressively pursue business growth. Donovan has the track record and ability to take our company to the next level with Greg Pelling focusing on strategic initiatives. It's a one-two punch in generating company value."

"CounterPath has experienced strong momentum over the last three years, with now over 250 Service Provider and Original Equipment Manufacturer (OEM) customers selling our products into the global consumer and enterprise markets," said Donovan Jones, President and CEO of CounterPath. "In August, our stock will begin trading on the TSX-V and with the enthusiasm our customers have expressed for our newly acquired fixed-mobile convergence solutions, fiscal 2009 is on track to be an exciting year. I am extremely pleased to have the opportunity to lead CounterPath through the next stage of our development."

Donovan joined CounterPath in 2005 and was instrumental in the acquisition of customers such as: Verizon, BT, Vonage, Cisco Systems and Nortel Networks. Prior to his appointment to CEO, Donovan was CounterPath's President and Chief Operating Officer, responsible for the company's day-to-day global operations, enablement of financial and strategic initiatives, marketing and product development. Most recently, Donovan managed the integration of three acquisitions over the last year, resulting in a combined entity with approximately $120 million of invested capital, 160 employees and 30 patents. Prior to CounterPath, Donovan held senior positions with TELUS Communications, Canada's second largest telecommunications company, where he focused on the planning and execution of a series of mergers, acquisitions and divestitures. In addition, he was responsible for a $200 million business unit focused on the sales, implementation and management of enterprise voice, data and IP infrastructure. In January of 2007, Donovan was awarded a regional top 40 under 40 award recognizing British Columbia's "brightest young business stars" under the age of 40. Donovan holds an MBA from the University of Calgary and an Economics degree from the University of Alberta.

About CounterPath

CounterPath Corporation is a leading provider of innovative desktop and mobile VoIP software products and solutions. The Company's product suite includes SIP-based softphones, server applications and Fixed Mobile Convergence (FMC) solutions that enable service providers, enterprises and Original Equipment Manufacturers (OEM) to cost-effectively integrate voice, video, presence and Instant Messaging (IM) applications into their VoIP offerings and extend functionality across both fixed and mobile networks.

CounterPath's customers include some of the world's largest telecommunications service providers and network equipment providers including AT&T, Verizon, BT (British Telecommunications PLC), Deutsche Telekom, Cisco Systems, Mitel and Nortel.

Visit www.counterpath.com.

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Forward-Looking Statements

This news release contains "forward-looking statements". Statements in this news release, which are not purely historical, are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future. Such forward-looking statements include, among others the expectation and/or claim that: (i) the appointment of Donovan Jones as CEO will take the company to the next level, and (ii) that in August, the company's stock will begin trading on the TSX-V.

It is important to note that actual outcomes and the Company's actual results could differ materially from those in such forward-looking statements. Actual results could differ from those projected in any forward-looking statements due to numerous factors, including without limitation: (1) the failure of a trading market to develop on the TSX-V in the shares of the company, (2) the failure to successfully integrate the businesses and technologies of CounterPath, (3) the failure to develop new and innovative products using CounterPath's technologies, (4) CounterPath's ability to remain competitive as other parties develop and release competitive products, (5) CounterPath's ability to retain the employees necessary to continue research and development of current and new products, (6) the success by CounterPath of the sales of its current and new products, (7) the impact of competitive products on the sales of CounterPath's products, (8) the impact of technology changes on CounterPath's products and on the VoIP industry, (9) the compatibility of CounterPath's products with new computer operating systems, (10) the rate of adoption by service providers and the general public of VoIP as a replacement for regular and cellular phone service, (11) general economic conditions as they affect CounterPath and its prospective customers, (12) the ability of CounterPath to control costs operating, general administrative and other expenses, and (13) insufficient investor interest in CounterPath's securities which may impact on CounterPath's ability to raise additional financing as required.

Readers should also refer to the risk disclosures outlined in CounterPath's quarterly reports on Form 10-QSB, annual reports on Form 10-KSB and CounterPath's other disclosure documents filed from time-to-time with the Securities and Exchange Commission available at www.sec.gov.

Media Contact:
Rob McLean
CounterPath Corporation
+1.877.818.3777 ext 2364
pr@counterpath.com

Investor Contact:
Gina DeBoutez
The Blueshirt Group
+1.415.489.2184
gina@blueshirtgroup.com