FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

AMR Technologies Inc.
121 King Street West
Suite 1740
Standard Life Centre
Toronto, Ontario M5H 3T9

Item 2 **Date of Material Change**

July 15, 2005.

Item 3 **News Release**

The press release was disseminated by AMR Technologies Inc. via Canada NewsWire Group on July 19, 2005.

Item 4 ***Summary of Material Change***

AMR Technologies Inc. ("AMR") (TSX:AMR) announced that shareholders approved the previously announced proposed combination of AMR with Magnequench, Inc., of Indianapolis, Indiana, together with each of the other items of business considered at the annual and special meeting of AMR shareholders held earlier on July 19, 2005. Approximately 12.7 million common shares (or 76% of the total issued and outstanding number of AMR common shares) were voted at the meeting. The resolution approving the combination with Magnequench, Inc. was approved by shareholders holding in excess of 97% of the votes cast at the meeting, and the resolutions approving each of the other items of business at the meeting were approved by shareholders holding in excess of 97% of the votes cast at the meeting.

Item 5 ***Full Description of Material Change***

See Schedule A attached.

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

This report is not being filed on a confidential basis.

Item 7 *Omitted Information*

No information has been omitted on the basis that it is confidential.

Item 8 *Executive Officer*

Alexander D. Caldwell
Corporate Secretary
(416) 367-8588

Item 9 *Date of Report*

July 19, 2005.

AMR TECHNOLOGIES INC.

Per: ______________________
Alexander D. Caldwell,
Corporate Secretary

K:\SEDAR-I\wpdata\amr\condis\2005\mcr\AMR-mcrJuly19-05(MQI).doc

Schedule A

AMR TECHNOLOGIES INC.

AMR Shareholders Approve Magnequench Transaction

TORONTO – July 15, 2005 – AMR Technologies Inc. of Toronto (TSX:AMR) announced today that shareholders approved the previously announced proposed combination of AMR with Magnequench, Inc., of Indianapolis, Indiana, together with each of the other items of business considered at the annual and special meeting of AMR shareholders held earlier today. Approximately 12.7 million common shares (or 76% of the total issued and outstanding number of AMR common shares) were voted at the meeting. The resolution approving the combination with Magnequench, Inc. was approved by shareholders holding in excess of 97% of the votes cast at the meeting, and the resolutions approving each of the other items of business at the meeting were approved by shareholders holding in excess of 97% of the votes cast at the meeting.

The Magnequench transaction remains conditional on, among other things, the successful completion of the previously announced subscription receipts public offering (which is scheduled to be completed on July 19, 2005), the previously announced convertible debt offering and the previously announced senior bank term debt financing (both of which are anticipated to be completed in August, 2005).

About AMR and Magnequench

AMR develops, produces and markets rare earth and zirconium based performance materials as well as Neo powder for bonded magnets, all essential to today's high technology products. AMR separates and purifies rare earth and zirconium materials at two plants in China and sells to multinationals in Europe, North America, Korea, Japan and China. AMR manufactures Neo powders at its plant in Thailand. Headquartered in Toronto, AMR has approximately 1,000 employees throughout its international operations.

Magnequench is the U.S. patent holder and world leader in the manufacturing of Neo powders used to make bonded magnets. With its production located in China, Magnequench has approximately 330 employees in six countries and seven locations in Europe, Asia and North America. AMR and Magnequench represent a combination of two world leaders: AMR is the #2 global producer of specialty rare earths and the fastest growing specialty zirconium producer. Magnequench is the #1 global producer of rare earth based Neo magnetic powder with significant patent protection.

Forward Looking Statements

This news release contains forward-looking statements relating to such matters as expected financial performance, business prospects, technological developments and development activities and like matters. These statements involve risk and uncertainties, including but not limited to the risk factors previously described. Actual results could differ materially from those projected as a result of these risks and should not be relied upon as a prediction of future events. Such risks include, but are not limited to: materially adverse changes in economic conditions in the markets in which the Company operates; costs related to the acquisition; delay in the expected closing of the acquisition; protection of intellectual property and the risk that AMR's and Magnequench's businesses will not be integrated successfully. AMR Technologies undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

Not for distribution to U.S. news wire services or dissemination in the United States. This news release is not a solicitation of any offer to purchase or sell securities from or to any person.

For Investor Relations:

Ali Mahdavi
Genoa Management
(416) 962-3300, ext. 225
Email: amahdavi@genoa.ca

For Media Relations:
Hugh Mansfield
Mansfield Communications Inc.
(416) 599-0024
Email: hugh@mcipr.com