BC FORM 53-901F
(Previously Form 27)

British Columbia Securities Act ("Securities Act")

MATERIAL CHANGE REPORT UNDER SECTION 85 (1) OF THE SECURITIES ACT

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

Note: Every report required to be filed under section 85 (1) of the Securities Act (the "Act") must be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure."

Note: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL – SECTION 85", AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED CONFIDENTIAL".

Item 1: Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

REG TECHNOLOGIES, INC.
#120 – 3011 Viking Way
Richmond, B.C. V6V 1W1
Phone: (604) 278-5996

Item 2: Date of Material Change

State the date of the material change.

May 7th, 2002

Item 3: Press Release

State the date and place(s) of issuance of the press release issued under section 85 (1) of the Act.

May 7th, 2002
Vancouver, British Columbia

A copy of the Press Release is attached hereto as Schedule "A".

Item 4: Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The Company announced that an exclusive worldwide license to Rotary Power Generation, Incorporated, (RPGI) for the Rand Cam Technology for Power Generation applications.

RPGI agrees to the following terms and conditions for the exclusive license

- *To complete a 12 month duration study of the design, analysis, manufacturing cost, risk assessment and marketing analysis;*
- *To pay REGI U.S. $100,000 (US) within 1 year in order to maintain the exclusive license rights for the Power Generation application;*
- *To pay a 6% royalty on the sales of Rand Cam engines, parts and service annually;*
- *To pay 50% of all sublicense fees and royalties received on the license agreements received from all future partners and sub-licensees;*
- *To pay REGI U.S. a minimum of $500,000.00 (US) annual payment after 5 years from the date of this agreement; and*
- *To pay REGI U.S. $150 per hour for the engineering consulting work on the Power Generation project.*

Item 5: Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

For a full description of the material change, see Schedule "A".

Item 6: Reliance on section 85 (2) of the Act

If the report is being filed on a confidential basis in reliance on section 85 (2) of the Act, state the reasons for that reliance.

Not applicable.

Instruction:

Refer to section 85 (3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Item 7: Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 (3) of the Act will not longer or will not be relied upon, a reporting issuer may nevertheless believe on or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169 (4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in section 1.5 of the Rules.

Not applicable.

Item 8: Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.

John G. Robertson
President
(604) 278-5996

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Richmond, British Columbia this 9th day of May, 2002.

REG TECHNOLOGIES, INC.

Per:

"John Robertson"
John G. Robertson,
President and Director

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

REG TECHNOLOGIES, INC.

NEWS RELEASE

Reg Technologies, Inc.
(the "Company")

SYMBOL: RRE.V / OTC BB: REG RF
OTC BB: RGUS

REGI U.S., INC. / REG TECHNOLOGIES, INC COMPLETES LICENSE AGREEMENT WITH ROTARY POWER GENERATION, INCORPORATED

For Immediate Release: May 7th, 2002 –Vancouver, B.C. – Reg Technologies, Inc. (RRE.V / OTC BB: REG RF) and its U.S. subsidiary REGI U.S., Inc. (OTC BB: RGUS) wish to announce that an exclusive worldwide license to Rotary Power Generation, Incorporated, (RPGI) for the Rand Cam Technology for Power Generation applications.

RPGI agrees to the following terms and conditions for the exclusive license

- To complete a 12 month duration study of the design, analysis, manufacturing cost, risk assessment and marketing analysis;
- To pay REGI U.S. $100,000 (US) within 1 year in order to maintain the exclusive license rights for the Power Generation application;
- To pay a 6% royalty on the sales of Rand Cam engines, parts and service annually;
- To pay 50% of all sublicense fees and royalties received on the license agreements received from all future partners and sub-licensees;
- To pay REGI U.S. a minimum of $500,000.00 (US) annual payment after 5 years from the date of this agreement; and
- To pay REGI U.S. $150 per hour for the engineering consulting work on the Power Generation project.

Pat Badgley, V.P. of the Engineering department for REGI U.S. states "The Rand Cam Power Generation technology will have a lower installed cost, lower exhaust emission than the micro turbines used today, and our generation efficiency will be about 40% which is better than the 30% claimed for microturbine generators."

The management of REGI U.S. is pleased to work with Robert Stoddard, President of RPGI and current corporate marketing director for REGI U.S., who has extensive experience in government relations and advanced technologies marketing for the Power Generation project.

ABOUT REG TECHNOLOGIES, INC. / REGI U.S., INC.

Reg Technologies, Inc. jointly owns the worldwide rights to the Rand Cam™ rotary technology with its U.S. subsidiary REGI U.S., Inc. and is currently incorporating its latest winged rotor technology to dramatically improve sealing and reduce friction in the diesel Rand Cam™ engine. The Company has designed and built an air pump for fuel cell applications as well as an air pump for the lumbar seats in automobiles and has filed for a patent for a Hydrogen Separator Technology. The Company has also built a compressor for air conditioning units for buses. Currently REGI U.S. is developing a ceramic engine for the U.S. Navy's new low-cost unmanned aerial vehicle.

The Company's goal is to license the Rand Cam technology and/or to participate in joint ventures to manufacture specific Rand Cam™ applications and the Hydrogen Separator Technology.

ON BEHALF OF THE BOARD OF DIRECTORS

"*John Robertson*"

John Robertson
President

The Canadian Venture Exchange has neither approved nor disapproved of the information contained herein.

Statements in this press release regarding REGI's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties, including the impact of competitive products and pricing, the need to raise additional capital, uncertain markets for the company's products and services, the company's dependence on third parties and licensing/service supply agreements, and the ability of competitors to license the same technologies as the Company or develop or license other functionally equivalent technologies.

120 – 3011 Viking Way, Richmond, B.C. V6V 1W1
Phone: 604-278-5996 Fax: 604-278-3409 Toll Free: 800-665-4616