

BC FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

State the full name and address of your company and the address of its principal office in Canada.

REG TECHNOLOGIES, INC.
1103 – 11871 Horseshoe Way
Richmond, BC V7A 5H5
Phone: (604) 278-5996

Item 2. Date of Material Change

State the date of the material change.

May 25, 2004

Item 3. News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

May 25, 2004

The press release relating to this material change was distributed and filed by Stockwatch on May 25, 2004.

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 REGI U.S., Inc. (the U.S. subsidiary) has completed an amended Rand Cam™ UAV engine license agreement with Radian, Inc.

Radian, Inc. agrees to furnish REGI U.S., Inc. with a second generation, application specific Rand Cam™ 42 H.P. diesel engine at the conclusion of their Phase II study program.

Radian, Inc. has a license agreement from REGI U.S., Inc. for the unmanned (UAV) engine application for the Rand Cam™ engine

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer 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.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

SCHEDULE "A"

REG TECHNOLOGIES, INC.

#1103 – 11871 Horseshoe Way
Richmond, BC V7A 5H5
Phone: 604-278-5996 Fax: 604-278-3409
Toll Free: 800-665-4616

NEWS RELEASE

**PRODUCTION MODEL RAND CAM™ 42 H.P. DIESEL ENGINE
COMMENCES**

For Immediate Release: May 25, 2004. Vancouver, BC - Reg Technologies, Inc. (TSX Venture Exchange: RRE, OTC BB: REGRF) and REGI U.S., INC. (OTC BB: RGUS, Berlin Stock Exchange: RGJ) wish to announce that REGI U.S., Inc. has completed an amended Rand Cam™ UAV engine license agreement with Radian, Inc.

Radian, Inc. agrees to furnish REGI U.S., Inc. with a second generation, application specific Rand Cam™ 42 H.P. diesel engine at the conclusion of their Phase II study program.

Radian, Inc. has a license agreement from REGI U.S., Inc. for the unmanned (UAV) engine application for the Rand Cam™ engine.

The Radian, Inc. UAV product development program commenced early this year and the UAV prototype fabrication is underway, with application specific testing scheduled to start on or before third quarter 2004. Receipt by REGI U.S., Inc. of the product development-application specific engine is scheduled to occur during 4th quarter 2004.

The Phase I/ Study Rand Cam™ 42 H.P. diesel engine demonstrated that the engine generates sufficient pressure and temperature to proceed with the second generation diesel engine.

REGI U.S., Inc. owns the U.S. rights and the parent company Reg Technologies, Inc. owns the worldwide rights to the Rand Cam™ rotary technology. 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. The Company has also built a compressor for air conditioning units for buses and testing has commenced. For more information, please visit www.regtech.com.

ON BEHALF OF THE BOARD OF DIRECTORS

"John Robertson"

John Robertson
President

Contacts: REGI U.S., Inc
John Robertson, 1-800-665-4616

The TSX Venture Exchange has neither approved nor disapproved of the information contained herein. Statements in this press release regarding Reg Technologies/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.

