

BC FORM 53-901F

SECURITIES ACT

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

Item 1. Reporting Issuer

IntraCoastal System Engineering Corporation (the "Issuer")
Suite 540 — 220 Cambie Street
Vancouver, BC V6B 2M9

Item 2. Date of Material Change

April 11, 2002

Item 3. Press Release

News Release dated April 11, 2002 was disseminated through Canada Stockwatch and Market News.

Item 4. Summary of Material Change

The Issuer reported that pursuant to the purchase order received on December 6, 2001 and the letter of credit received on February 4, 2002 from Power Company No. 3 ("PC3") of Vietnam, it has completed delivery of 200 power line communication concentrators to PC3 and has cashed the letter of credit for payment of these concentrators valued at over \$140,000.

Item 5. Full Description of Material Change

The Issuer reported that pursuant to the purchase order received on December 6, 2001 and the letter of credit received on February 4, 2002 from PC3, it has completed delivery of 200 power line communication concentrators to PC3.

The Issuer has cashed the letter of credit for payment of these concentrators valued at over \$140,000. The balance of the purchase order, 100 concentrators, is scheduled for delivery over the next month.

PC3 is one of the five main electrical companies in Vietnam, serving over 7.6 million consumers. It is PC3's intention to install the Issuer's AMR system throughout the power grid in central Vietnam. The four other electric companies in Vietnam are currently evaluating the Issuer's system for deployment in their respective regions of Vietnam.

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

Item 7. Omitted Information

Not applicable

Item 8. Senior Officers

Edison Ho, Chief Financial Officer
Telephone: (604) 717 - 6373

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, the 11th day of April, 2002.

INTRACOASTAL SYSTEM ENGINEERING CORPORATION

Per: “*Edison Ho*”

Edison Ho,
Chief Financial Officer