EMR MICROWAVE TECHNOLOGY CORPORATION
64 Alison Blvd.
Fredericton, New Brunswick
E3C 1N2

VIA SEDAR

ALBERTA SECURITIES COMMISSION
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

TSX VENTURE EXCHANGE
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142 Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, B.C., V7Y 1L2

Dear Sirs:

Re: EMR Microwave Technology Corporation - Material Change Report/Continuous Disclosure

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of EMR Microwave Technology Corporation (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 27 of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

EMR Microwave Technology Corporation
64 Alison Blvd.
Fredericton, New Brunswick
E3C 1N2

Item 2 - Date of Material Change

The material change occurred on or about April 25, 2002.

Item 3 - Publication of Material Change

A Press release was issued on April 25, 2002.

Item 4 - Summary of Material Change

(1) The Corporation has announced its intention to undertake a private placement of up to 12,500,000 units at price of $0.10 per unit, for gross proceeds of up to $1,250,000. The Corporation has entered into arrangements with IBK Capital Corp. in placing the private placement offering.

(2) The Corporation is seeking TSX Venture Exchange approval for the issuance of stock options to employees and directors entitling the holders to acquire up to an aggregate of 2,895,500 common shares of the Corporation.

(3) The Corporation intends to issue to a non-arm's length party a one year, unsecured convertible promissory note in the principal amount of $50,000 at a conversion price of $0.10.

(4) The Corporation intends to issue to an arm’s length party a one year, unsecured convertible promissory note in the principal amount of $50,000 at a conversion price of $0.10.

(5) The Corporation has reached an agreement with a related party to convert a $20,000 loan from the related party into 200,000 common shares of the Corporation at a deemed price of $0.10 per share.

Item 5 - Full Description of Material Change

(1) The Corporation has announced its intention to undertake a private placement of up to 12,500,000 units at a price of $0.10 per unit, for gross proceeds of up to $1,250,000. Each unit will consist of one common share and one-half of one warrant. One full warrant will entitle the holder to acquire one common share at a price of $0.15 per share for a period of 24 months from the date of issue of the warrant.

The Corporation has entered into arrangements with IBK Capital Corporation ("IBK") to assist the Corporation in placing the private placement offering. Pursuant to these arrangements, IBK has agreed to use it best efforts to assist the Corporation and the Corporation shall pay IBK a fee equal to $112,500. Proceeds from the private placement will be used primarily for commercialization of the Corporation's refractory gold and copper sulphide microwave processing technology, including upgrading its existing Pilot Facility in New Brunswick to a continuous 10 to 15 tonne per day processing facility, as well as for general and administrative purposes and accounts payable.

(2) The Corporation is seeking TSX Venture Exchange approval for the issuance of stock options to employees and directors to acquire an aggregate of 2,895,500 common shares of the Corporation. Such options will vest over a two year period and will have an exercise price 0.10.

(3) The Corporation intends to issue to a non-arm's length party a one year, unsecured convertible promissory note in the principal amount of $50,000. The promissory note/debenture will mature one year from the date of issue and will bear an interest of 25% per annum, accruing semi annually and payable at maturity. The principal sum plus any accrued and unpaid interest will be convertible at the option of the debtholder into common shares of the corporation on the basis of one common share for every $0.10 converted.

(4) The Corporation intends to issue to an arm's length party a one year, unsecured convertible promissory note in the principal amount of $50,000. The promissory note/debenture will mature one year from the date of issue and will bear an interest of 25% per annum, accruing semi annually and payable at maturity. The principal sum plus any accrued and unpaid interest will be convertible at the option of the debtholder into common shares of the corporation on the basis of one common share for every $0.10 converted.

(5) The Corporation has reached an agreement with a related party to convert a $20,000 loan from the related party into 200,000 common shares of the Corporation at a deemed price of $0.10 per share.

Item 6 - Reliance of Section 146(2) of the *Securities Act* (Alberta) or Section 85(2) of the *Securities Act* (British Columbia)

N/A

Item 7 - Omitted Information

None.

Item 8 - Senior Officer

James Tranquilla, President
Phone: (506) 444-8704 or 888-561-3671

The foregoing accurately discloses the material change referred to herein.

DATED this 5th day of May, 2002.

Yours truly,

EMR MICROWAVE TECHNOLOGY CORPORATION

Per: ***"Signed"***
Bill Love, Chief Financial Officer