

REG TECHNOLOGIES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders of Reg Technologies Inc. (the "**Corporation**") will be held at Suite 240 – 11780 Hammersmith Way, Richmond, British Columbia on Monday, November 19, 2012 at 11:00 a.m. (Pacific time) for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the fiscal year ended April 30, 2012, together with the report of the auditors thereon;
2. to set the number of directors at four (4);
3. to elect the directors for the forthcoming year;
4. to consider and if deemed advisable, to pass, with or without variation, a resolution to appoint ACAL Group., Chartered Accountants as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors' remuneration and the terms of their engagement;
5. to consider, and if thought fit, to pass an ordinary resolution to re-approve the Corporation's Incentive Stock Option Plan, as described in the Information Circular;
6. to consider, and if thought fit, to pass a special resolution to amend certain sections of the Corporation's Articles;
7. to consider, and if thought fit, to pass a special resolution to increase the authorized capital of the Corporation; and
8. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting is set forth in the management information circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on October 15, 2012 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 23rd day of October, 2012.

By Order of the Board of Directors
of **REG TECHNOLOGIES INC.**

/s/ John G. Robertson

John G. Robertson

President

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE AND DEPOSIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY WITH THE CORPORATION'S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 3RD FLOOR, 510 BURRARD STREET, VANCOUVER, BRITISH COLUMBIA, V6C 3B9, ATTENTION: PROXY DEPARTMENT, OR BY INTERNET VOTING ON COMPUTERSHARE'S WEBSITE AT WWW.INVESTORVOTE.COM SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF BRITISH COLUMBIA) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.