

**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.**  
#240 – 11780 Hammersmith Way  
Richmond, BC V7A 5E9  
Phone: (604) 278-5996

**Item 2. Date of Material Change**

State the date of the material change.

*February 28, 2013*

**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.

*February 28, 2013*

*The press release relating to this material change was distributed and filed by Marketnews Publishing, Inc. and Stockwatch on February 28, 2013.*

**Item 4. Summary of Material Change**

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

*The Company announced it received regulatory approval and closed tranche one of a non-brokered private placement.*

**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.

Other additional disclosure may be appropriate depending on the particular situation.

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

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

*Not applicable.*



SCHEDULE "A"

**REG TECHNOLOGIES INC.**

[www.regtech.com](http://www.regtech.com)

#240 – 11780 Hammersmith Way  
Richmond, BC V7A 5E9  
Phone: 604-278-5996 Fax: 604-278-3409  
Toll Free: 800-665-4616

**NEWS RELEASE**

Reg Technologies Inc. ("Reg" or "RRE.V" or "REGRF")

**REG TECHNOLOGIES INC. PRIVATE PLACEMENT APPROVED**

For Immediate Release: February 28, 2013. Vancouver, BC – Reg Technologies Inc. (TSX Venture Exchange: RRE.V, OTC BB: REGRF) pleased to announce that it has received regulatory approval and closed tranche one of a non-brokered private placement of up to 4,000,000 common shares (the "Units") to raise up to \$400,000 as described in its December 18, 2012 news release. Units were priced at \$0.10 per Unit, with each Unit comprised of one common share and one non-transferable share purchase warrant. Each one warrant shall entitle the holder thereof to acquire one additional common share of Reg, from treasury, at an exercise price of \$0.15 per share for a period of one year from the date the Units are issued.

The private placement is being completed in two tranches, with the first tranche of 585,000 Units for gross proceeds of \$58,500. The second tranche of the private placement is to close by March 15, 2013.

All securities to be issued will be subject to a hold period expiring on June 28, 2013 in accordance with the rules and policies of the TSX Venture Exchange and applicable Canadian securities laws. Other further restrictions may apply under foreign securities laws.

Net proceeds of approximately \$58,500 from the first tranche of the private placement will be used for fabrication and testing of the RadMax™ demonstration model, current obligations, accounts payable, including intercompany payables and general working capital purposes.

**ABOUT REG TECHNOLOGIES INC.**

Reg Technologies Inc. and REGI U.S., Inc. are now commencing testing on a unique axial vane type rotary engine known as the RadMax™ to be used in engines, compressors and pumps. The RadMax™ engine has only two moving parts, the vanes (up to 12) and the rotor, compared to the 40 moving parts in a simple four-cylinder piston engine. This innovative design makes it possible to produce up to 24 continuous power impulses per one revolution that is vibration-free and extremely quiet. The RadMax™ engine also has multitude capabilities allowing it to operate on fuels including natural gas, hydrogen, propane, gasoline and diesel. For more information, please visit [www.regtech.com](http://www.regtech.com)

ON BEHALF OF THE BOARD OF DIRECTORS

Reg Technologies Inc.

John Robertson  
President

**READER ADVISORY**

*Statements in this press release regarding the business of Reg Technologies Inc. and REGI U.S., Inc. (together the "Companies") which are not historical facts are "forward-looking statements" that involve risks and uncertainties, including management's assessment of future plans and operations, and capital expenditures and the timing thereof, certain of which are beyond the Companies' control. There can be no assurance that such statements will prove accurate, and actual results and developments are likely to differ, in some case materially, from those expressed or implied by the forward-looking statements contained in this press release. Readers of this press release are cautioned not to place undue reliance on any such forward-looking statements.*

*Forward-looking statements contained in this press release are based on a number of assumptions that may prove to be incorrect, including, but not limited to: the impact of competitive products and pricing, the Companies' dependence on third parties and licensing/service supply agreements, and the ability of competitors to license the same technologies as the Companies or develop or license other functionally equivalent technologies; financing requirements; changes in laws, rules and regulations applicable to the Companies and changes in how they are interpreted and enforced, delays resulting from or inability to obtain required regulatory approvals and ability to access sufficient capital from internal and external sources, the impact of general economic conditions in Canada, and the United States, industry conditions, increased competition, the lack of availability of qualified personnel or management, fluctuations in foreign exchange, stock market volatility and market valuations of companies with respect to announced transactions. The Companies' actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, including those described in Reg Technologies' financial statements, management discussion and analysis and material change reports filed with the Canadian Securities Administrators and available at [www.sedar.com](http://www.sedar.com), and its Form 20-F filed with the United States Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov), and REGI's Form 10-KSB annual report filed with the United States Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, including the amount of proceeds, that the Companies will derive therefrom.*

*Readers are cautioned that the foregoing list of factors is not exhaustive. All subsequent forward-looking statements, whether written or oral, attributable to the Companies or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Furthermore, the forward-looking statements contained in this news release are made as at the date of this news release and the Companies do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*