

**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.

*December 30, 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.

*December 30, 2013*

*The press release relating to this material change was distributed and filed by Marketnews Publishing, Inc. and Stockwatch on December 30, 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 has entered into a subscription agreement with an affiliated company of HK Zhongling Hangke New Energy Investment Holding Group Limited ("Zhongling") for a C\$1,188,000 private placement under which Zhongling will purchase up to 9,900,000 units of Reg Tech priced at C\$0.12 per unit, with each unit consisting of one common share of Reg Tech and one warrant, with each warrant exercisable for three years at Cdn\$0.15 for one common share.*

**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.*

Instruction:

Refer to subsections 7.1(5) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) of National Instrument 51-102.

**Item 7. Omitted Information**

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked “Confidential” provide the reasons for your company’s omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulatory or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

*Not applicable.*

Instruction:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

**Item 8. Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or an officer through whom the executive officer may be contacted.

*John G. Robertson  
President  
(604) 278-5996*

**Item 9. Date of Report**

*DATED at Richmond, British Columbia this 10<sup>th</sup> day of January, 2014.*

**REG TECHNOLOGIES INC.**

Per: “John Robertson”  
(Authorized Signatory)

John Robertson, President  
(Print name and title)

SCHEDULE "A"

**REG TECHNOLOGIES INC.**

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

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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. \$1,188,000 PRIVATE PLACEMENT WITH  
ZHONGLING HANGKE NEW ENERGY GROUP**

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

For Immediate Release December 30, 2013 Vancouver, BC –Reg Technologies Inc. (TSX Venture Exchange: RRE.V, OTC BB: REGRF) is pleased to announce that it has entered into a subscription agreement with an affiliated company of HK Zhongling Hangke New Energy Investment Holding Group Limited ("Zhongling") for a C\$1,188,000 private placement under which Zhongling will purchase up to 9,900,000 units of Reg Tech priced at C\$0.12 per unit, with each unit consisting of one common share of Reg Tech and one warrant, with each warrant exercisable for three years at Cdn\$0.15 for one common share. When the private placement is completed, Zhongling would own 19.98% of Reg Tech's common shares based on 39,429,670.00 common shares outstanding as of December 26, 2013 and assuming Reg Tech completes conversion of an aggregate of \$387,705 of related party debt into an aggregate of 3,230,877 common shares at \$0.12 per share.

Net proceeds of approximately \$1,158,000 from this private placement will be used for assembly and testing costs of the RadMax Demonstration Model, accounts payable, including intercompany payables and redemption of a promissory note to a related party, and working capital purposes.

At the closing Reg Tech. agrees to obtain the resignation from two of the Company's directors, and appoint two new directors from Zhongling.

The closing of the private placement is subject to certain conditions, including without limitation, the approval of the TSX Venture Exchange, the completion of the debt conversions, and satisfactory review of intellectual property rights of Reg Tech. The private placement will be completed after all conditions are satisfied or waived by Zhongling.

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES.**

**ABOUT REG TECHNOLOGIES INC. AND REGI U.S., INC.**

Reg Technologies Inc. and REGI U.S., Inc. are developing for commercialization an improved axial vane type rotary engine known as the Rand Cam/RadMax rotary technology used in the revolutionary design of lightweight and high efficiency engines, compressors and pumps. The RadMax engine has only two unique 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 rotation that is vibration-free and extremely quiet. The RadMax engine also has multitude capabilities allowing it to operate on fuels including gasoline, natural gas, hydrogen,

propane and diesel. For more information, please visit [www.regtech.com](http://www.regtech.com) or [www.regiinc.com](http://www.regiinc.com).

## **ABOUT ZHONGLING**

Zhongling Hangke New Energy Investment Holding Group Limited, a Hong Kong private company is involved in the research and development of new energy solutions. Since its inception, the company's mission has been to create a new energy revolution, creating a green industry and thus creating a cleaner environment in China. Through its research, the company has five core magnetic power new energy technologies and more than 200 independent research and development programs resulting in core patents, ranging from high-power magnetic motor technologies, fuel efficiency technologies and automatic battery packs. For more information, please visit [www.zgzlhk.com](http://www.zgzlhk.com).

## **ON BEHALF OF THE BOARD OF DIRECTORS**

Reg Technologies Inc.

John Robertson  
President

Contacts: Reg Technologies Inc.

John Robertson, 1-800-665-4616

## **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.*