

REG TECHNOLOGIES INC.

**NOTICE OF SPECIAL MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
FOR THE MEETING OF THE SHAREHOLDERS**

To be held on June 25, 2014

REG TECHNOLOGIES INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a 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 June 25, 2014 at 11:00 a.m. (Pacific time) for the following purposes:

1 To consider and, if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the creation of a new "Control Person" of the Company, as defined under the policies of the TSX Venture Exchange, which may result from the subscription by China Zhonling Hanke New Energy Group Limited of Units comprising common shares and warrants of the Company, by way of a non-brokered private placement, as described in the accompanying Information Circular; and; and

2 to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this Notice of Meeting are an Information Circular and a form of Proxy. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

Only holders of common shares of record at the close of business on May 21, 2014 will be entitled to vote at the Meeting.

Shareholders unable to attend the Extraordinary General Meeting in person are requested to read the enclosed information circular and proxy, and then complete and deposit the proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company's transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd floor, Vancouver, British Columbia, V6C 3B9, at least 48 hours (excluding Saturdays and holidays) before the time of the meeting or adjournment thereof. Unregistered shareholders who received the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at the City of Richmond, in the Province of British Columbia, as of the 26th day of May, 2014.

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

"John G. Robertson"
John G. Robertson
President

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.

REG TECHNOLOGIES INC.

MANAGEMENT INFORMATION CIRCULAR GENERAL PROXY INFORMATION SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by or on behalf of management of Reg Technologies Inc. (the "Corporation") for use at the annual and special meeting of shareholders of the Corporation (the "Meeting") to be held on June 25, 2014, at 11:00 a.m. (Pacific time), or any adjournment thereof, at Suite 240 – 11780 Hammersmith Way, Richmond, British Columbia, V7A 5E9 for the purposes set out in the accompanying notice of meeting (the "Notice of Meeting").

All costs of this solicitation will be borne by the Corporation. The Corporation will also pay the broker-dealers, banks or other nominee shareholders of record of the Corporation their reasonable expenses in mailing copies of the foregoing material to beneficial owners of shares.

All dollar amounts in this Information Circular are in Canadian currency unless otherwise specified.

This document is on SEDAR at www.sedar.com and, upon request, a copy of this document will be provided free of charge to any security holder of the Corporation.

RECORD DATE

The Corporation directors have set May 21, 2014 as the record date for determining which shareholders shall be entitled to receive notice of the Meeting. Only shareholders of record at the close of business on May 21, 2014, who either attend the Meeting personally or complete and deliver the form of proxy in the manner and subject to the provisions discussed below, will be entitled to vote or to have their shares voted at the Meeting.

APPOINTMENT OF PROXYHOLDERS AND REVOCATION OF PROXIES

The persons named in the form of proxy as proxyholders are directors of the Corporation. **A shareholder desiring to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so, either by striking out the printed names and inserting the desired person's name in the blank space provided in the form of proxy or by completing another proper form of proxy.** In either case, the completed proxy must be delivered to the office of Computershare Investor Services Inc., 510 Burrard Street, 3rd floor, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed or any adjournment thereof at which the form of proxy is to be used.

A shareholder who has given a proxy may revoke it by an instrument in writing, duly executed by the shareholder or where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered to the Corporation's office, Suite 240 – 11780 Hammersmith Way, Richmond, British Columbia, at any time up to and including the last business day that precedes the day of the Meeting or, if adjourned, the day that precedes any reconvening thereof, or in any manner provided by law.

VOTING OF PROXIES

If the form of proxy is completed, signed and delivered as prescribed above, the persons named as proxyholders in the form of proxy will vote or withhold from voting the shares in respect of which they are

appointed in accordance with the instructions of the shareholder appointing them. The form of proxy confers discretionary authority upon the proxyholders with respect to all other matters or variations to matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. If other matters should properly come before the Meeting, however, the form of proxy will be voted on such matters in accordance with the best judgement of the person or persons voting the proxy.

If no choice is specified by a shareholder in the form of proxy with respect to a matter identified in the form of proxy or any amendment or variations to such matters, it is intended that the person designated by management will vote the shares therein represented in favour of each matter identified on the form of proxy and for the nominees of management for directors and auditors.

BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold common shares in their own name. Shareholders who do not hold their shares in their own name ("**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those common shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such common shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholders. **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Corporation; however, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Services ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of Reporting Issuers ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and The Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Corporation has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, The Corporation (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of the Corporation, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The Transfer Agent will tabulate the results of the VIFs received from the Corporation's NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

The Corporation's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As at May 21, 2014, the record date, the authorized capital of the Corporation consists of an unlimited number of Common Shares without par value, an unlimited number of Preferred Shares, with a par value of \$1.00 and an unlimited number of Class "A" Non-voting Shares without par value. As of the date of this Circular, 49,547,092 Common Shares were issued and outstanding. Each Common Share is entitled to one vote. The Corporation will prepare or cause to be prepared, a list of shareholders (the "Shareholders List") entitled to receive notice of the Meeting not later than ten days after the Record Date. At the Meeting, the holders of Common Shares shown on the Shareholders List will be entitled to one vote per Common Share held shown opposite their names on the Shareholders List.

The outstanding Common Shares are listed for trading on the TSX Venture Exchange (the "**TSX-V**") under the symbol RRE.

To the knowledge of our directors and officers, there are no persons or companies who or which beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of our Common Shares on that date, other than as set forth below:

Name of Shareholder	No of Common Shares Owned	Percentage of Outstanding Common Shares (Non-Diluted)
Susanne Robertson	4,989,386 (1)	10.07%
John G. Robertson	7,730,023(2)	15.60 %
China Zhongling Hangke New Energy Group Limited	9,900,000(3)	19.98%

- (1) Consisting of 639,975 Common Shares held directly; 4,349,411 Common Shares held indirectly by SMR Investments, Ltd.
- (2) Consisting of 2,739,421 Common Shares held directly; 1,000,000 Common Shares held by Minewest Silver and Gold Inc., 1,146,672 Common Shares held indirectly by Access Information Services, Inc., 1,367,905 Common Shares held indirectly by JGR Petroleum, Inc., 506,200 Common Shares indirectly held by Rainbow Networks Ltd. and 780,000 Common Shares held indirectly by KLR Petroleum, Inc.; 138,033 Common Shares held indirectly by IAS Energy, Inc.; 51,792 Common Shares held indirectly by Information Highway.com, Inc.
- (3) Not including 9,900,000 Warrants held.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

One of the members of the Board of Directors, being Zhang Shaojun, is the controlling shareholder of China Zhongling Hangke New Energy Group Limited and therefore has a material interest in the matters to be acted upon at the Meeting.

Except as disclosed, no other director, executive officer, or any associate or affiliate thereof has any material interest, direct or indirect, by way of beneficial ownership of shares of the Corporation or otherwise in the matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolution described herein, with the proviso that the shares held by Zhongling Hangke New Energy Group Limited are excluded from the calculation of any majority vote.

PARTICULARS OF MATTERS TO BE ACTED UPON

SPECIAL MEETING BUSINESS

To the knowledge of the Company's directors, the only matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting.

Approval of the Creation of a New Control Person

China Zhongling Hangke New Energy Group Limited ("**Zhongling**"), is a company governed under the laws of Hong Kong and headquartered in Haidian District, Beijing. The principal shareholder of Zhongling is Zhang Shaojun of Jiangsu Province, China.

Details of the Private Placement and resulting creation of a new "Control Person" of the Corporation.

On December 30, 2013, the Corporation announced a non-brokered private placement (the "**Private Placement**") with Zhongling of 9,900,000 units of the Corporation (the "**Units**"). Each Unit is comprised of one common share (a "**Share**") and share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one common share (a "**Warrant Share**") of the Corporation at a price of \$0.15 per Warrant Share for a period of three years from the closing of the Private Placement.

The Exchange required that the private placement proceed in two tranches. The approval to close the first tranche was received on March 27, 2014, and approval to close the second and final tranche of the Private Placement on April 29, 2014. Closing of the full private placement occurred on May 1, 2014, with the requirement of the TSX Venture Exchange (the "**Exchange**") that Zhongling execute an undertaking not to exercise any Warrant held by it until such time as the shareholders of the Corporation had approved the creation of a new Control Person (as required by Exchange) Policy 4.1.

The Exchange's requirement for the undertaking will be removed on the Corporation obtaining disinterested shareholder approval of the creation of a new Control Person (as hereinafter defined) – being Zhongling.

The total gross proceeds from the Private Placement have been and will be used by the Corporation to provide necessary capital for the general working capital and for development of the Corporation's RadMax rotary engine technology.

New Control Person

Pursuant to the Exchange's rules and policies, a "Control Person" is created when an individual or entity acquires 20% or more of the outstanding voting shares of an issuer and any transaction that will result in the creation of a new "Control Person" requires disinterested shareholder approval.

"Control Person" means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

As of the date of this Information Circular, the Corporation had 49,547,092 common shares issued and outstanding, as well as 2,900,000 options ("**Options**") and 12,015,375 warrants (the "**Existing Warrants**") outstanding. Each Option and Existing Warrant is exercisable into an additional common share of the Corporation, such that the Corporation's fully diluted share capital is currently 64,462,467 common shares.

Prior to the completion of the Private Placement, Zhongling did not own any shares of the Corporation. On closing of the Private Placement, Zhongling was issued 9,900,000 common shares and 9,900,000 Warrants. Accordingly, without exercising any Warrants, Zhongling owns 19.98% of the Corporation's common shares on an undiluted basis, 30.72 % on a fully diluted basis (as a reminder, fully diluted includes all warrants and options being exercised, including Zhongling's warrants). Based on the above, Zhongling is **not** a "Control Person" by virtue of only completing the Private Placement, and therefore disinterested shareholder approval is not required for the Private Placement.

However, Zhongling acquired the Warrants as part of the Private Placement and executed an undertaking not to exercise the Warrants until such time as the Corporation received disinterested shareholder approval for the creation of a new Control Person. If Zhongling were to exercise its Warrants (and no other pre-existing options or warrants were exercised) it would own 19,800,000 common shares representing 33.31 % of the Corporation's then outstanding common shares (assuming no exercise of Options or Existing Warrants). It is expected that on exercise of all of its Warrants, Zhongling will be the largest single shareholder of the Corporation, and may exert more influence over the Corporation, in the likely form of having board representation in line with normal industry practice. As a result, Zhongling would be deemed a "Control Person" under securities legislation and the Exchange's policies if the Warrants are exercised.

Under section 1.10(a) of Exchange Policy 4.1, where securities issued pursuant to a proposed private placement may result in the creation of a new "Control Person" the Exchange will require the company to obtain disinterested shareholder approval of the creation of a "Control Person". As the issuance of the 9,900,000 Units pursuant to the Private Placement and the common shares issuable on exercise of the 9,900,000 Warrants may result in the creation of a new Control Person, the Corporation is seeking disinterested shareholder approval of the creation of a "Control Person" being Zhongling.

The Exchange also required Zhongling to execute an Undertaking not to exercise its Warrants until disinterested shareholder approval has been obtained by the Corporation. Zhongling executed this Undertaking on April 25, 2014.

Why the Corporation believes the Private Placement and creation of Zhongling as a Control Person is in the best interest of the Corporation

Background Information on Zhongling

The following information has been provided by Zhongling. Readers are cautioned that the financial information contained herein has not been audited to Canadian Generally Accepted Accounting Principles or International Financial Reporting Standards, and has not been verified by the Corporation. Accordingly, readers are cautioned not to place undue reliance on such financial information. The Corporation has completed limited due diligence on Zhongling, however representatives of the Corporation have visited Zhongling's offices in China.

Zhongling is a private company incorporated under the laws of Hong Kong and headquartered in Haidian District, Beijing. Zhongling is involved in the research and development of new energy solutions. Since its inception, Zhongling'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, Zhongling Group 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 on Zhongling, please visit www.zgzlhk.com.

Zhongling decided to invest in the Corporation as part of potentially building a strategic relationship to pursue both existing opportunities and future opportunities possibly using the Corporation's technologies and Zhongling's existing expertise and capabilities.

Related to the closing of the Private Placement, the Corporation named Zhang Shaojun and Jina Liu to the Corporation's Board of Directors. The benefits gained from Zhongling's investment in and strategic partnership with the Corporation are numerous, but the first benefit for the Corporation from this relationship has been the sharing of managerial expertise and experience.

The Board of Directors of the Corporation has carefully reviewed the Private Placement and the resulting potential creation of a new Control Person, as well as all other relevant matters and has unanimously resolved that completion of the Private Placement and the issuance of the Units pursuant to the Private Placement has been and continues to be in the best interests of the Corporation and its shareholders.

The Board of Directors unanimously recommends that the shareholders of the Corporation vote FOR the Control Person Resolution (defined below) approving the potential creation of a new Control Person.

"*Disinterested Shareholder Approval*" means that while shareholder approval may be obtained by ordinary resolution at the Meeting, the votes attached to the common shares held by the new Control Person (being Zhongling) and its affiliates and associates be excluded from the calculation of any such approval.

Disinterested Shareholder Approval

Pursuant to the Exchange policies, disinterested shareholders will be asked at the Meeting to approve with or without variation the following ordinary resolution (the "**Control Person Resolution**"):

"BE IT RESOLVED THAT the Corporation's completed a private placement with subscriber China Zhongling Hangke New Energy Group Limited. ("**Zhongling**"), with the result that Zhongling may become a new Control Person of the Corporation by way of exercising any of the warrants Zhongling holds or otherwise, as such term is defined in the policies of the TSX Venture Exchange, on such terms as are more particularly described in the information circular of the Corporation dated May 26, 2014, is hereby ratified, approved and authorized."

Support Agreement

On April 25, 2014, John Robertson and Susanne Robertson, both directors and officers and principal shareholders of the Corporation and their affiliated companies (the "**Robertson Group**"), entered into a support agreement with Zhongling and the Corporation whereby the Robertson Group agreed to vote their shares in favour of the Control Person Resolution at the Meeting. The Robertson Group own or control an aggregate of 12,719,409 common shares of the Corporation, representing approximately 25.67% of all issued and outstanding common shares of the Corporation on a non-diluted basis.

Directors' Approval and Recommendation

The Board has unanimously concluded that passage of the Control Person Resolution is in the best interests of the Corporation and the shareholders, and recommends to shareholders that they vote in favour of approval of the Control Person Resolution.

Unless such authority is withheld, the persons named in the enclosed proxy intend to vote FOR the approval of the Control Person Resolution.

AUDITORS

ACAL Group, Chartered Accountants, Vancouver, British Columbia are the auditors of the Company.

TRANSFER AGENT AND REGISTRAR

Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, is the Registrar and Transfer Agent for the Company.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be obtained by accessing the Corporation's profile on SEDAR at www.sedar.com. Shareholders may contact the Corporation at Suite 240 – 11780 Hammersmith Way, Richmond, British Columbia V7A 5E9 to request copies of the Corporation's financial statements and management's discussion and analysis, free of charge.

Financial information is provided in the Corporation's financial statements and management's discussion

and analysis for its most recently completed financial year.

APPROVAL

The contents and the sending of this Circular have been approved by the Board.

DATED at Richmond, British Columbia this 26th day of May, 2014.

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

"John G. Robertson"

John G. Robertson President