

REG TECHNOLOGIES INC.

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NOTICE OF ANNUAL AND SPECIAL MEETING

TAKE NOTICE that a meeting (the “*Meeting*”) of shareholders of Reg Technologies Inc. (the “*Company*”) will be held at Suite 1620, 1185 West Georgia Street, Vancouver, British Columbia, on Wednesday, August 17, 2011, at 11:00 a.m., local time, for the following purposes:

1. To determine the number of directors at five;
2. To elect directors;
3. To appoint auditors and to authorize the directors to fix their remuneration;
4. To approve the Reg Stock Option Plan as described in the Information Circular; and
5. To consider any permitted amendment to or variation of any matter identified in this Notice and transact such other business as may properly come before the Meeting or any adjournment thereof.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and Information Circular is a Proxy. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on July 11, 2011 will be entitled to receive notice of and vote at the Meeting.

Registered Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the Proxy and in the Circular. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the Proxy in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your Shares not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 11th day of July, 2011.

**ON BEHALF OF THE BOARD OF
REG TECHNOLOGIES INC.**

“John G. Robertson”

John G. Robertson,

President