
REG TECHNOLOGIES INC.

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR**

FOR

AN ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD AUGUST 17, 2011

DATED: July 11, 2011

REG TECHNOLOGIES INC.

*Suite 240 - 11780 Hammersmith Way
Richmond, British Columbia V7A 5E9
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Email: jlorette@ihivay.com*

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

REG TECHNOLOGIES INC.

Suite 240 - 11780 Hammersmith Way, Richmond, British Columbia, V7A 5E9
Telephone No. (604) 278-5996 Fax No. (604) 278-3409
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INFORMATION CIRCULAR

(As at July 11, 2011, except as indicated)

For the Annual and Special Meeting to be held on August 17, 2011

SOLICITATION OF PROXIES

This information circular (the “Circular”) is provided in connection with the solicitation of proxies by the Management of Reg Technologies Inc. The form of proxy which accompanies this Circular (the “Proxy”) is for use at our annual and special meeting of the shareholders to be held on Wednesday, August 17, 2011 (the “Meeting”), at the time and place set out in the accompanying Notice of Meeting. We will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

The contents and the mailing of the Circular have been approved by our directors.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are our directors and/or officers. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Trust Company of Canada (“Computershare”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, by 11:00 a.m. (local time in Vancouver, British Columbia) on Monday, August 15, 2011, or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Voting by Proxyholder

The persons named in the Proxy will vote for, or against or withhold from voting, as the case may be, the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the proxy for the approval of such matter.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a Proxy may do so by:

- (a) completing, dating and signing the enclosed Proxy and returning it to our transfer agent, Computershare, by fax at (604) 661-9401 or by mail or hand delivery at 510 Burrard Street, Vancouver, British Columbia, V6C 3B9;
- (b) using a touch-tone phone to transmit voting choices to a toll free number as shown on the Proxy. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) using the internet through the website of our transfer agent at www.webvote.pctc.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's account number and the proxy access number;

in all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Non-Registered Holders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most of our shareholders are "non-registered shareholders" because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "*Non-Registered Holder*") but which are registered either: (a) in the name of an intermediary (an "*Intermediary*") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("*CDS*")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, we have distributed copies of the Notice of Meeting, this Information Circular and the Form of Proxy (collectively, the "*Meeting Materials*") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to Computershare, as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "*proxy authorization form*") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares, which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a Proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

None of our directors or executive officers, or any person who has held such a position since the beginning of our last completed financial year end, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as may be otherwise set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors ("*Board*") has fixed July 11, 2011 as the record date (the "*Record Date*") for the determination of the shareholders entitled to receive notice of and to vote at the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their shares voted at the Meeting.

We are authorized to issue 50,000,000 common shares without par value; 10,000,000 Preferred shares with a \$1 par value, redeemable for common shares on the basis of one common share for two Preferred shares, none of which are issued; and 5,000,000 Class A non-voting shares without par value, none of which are issued. As of July 11, 2011, there were 32,985,840 common shares issued and outstanding, with each one common share carrying the right to one vote.

Only shareholders of record at the close of business on the Record Date for determination of persons entitled to receive notice of the Meeting are entitled to vote at the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or who complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their shares voted at the Meeting.

Each shareholder is entitled to one vote for each common share registered in his name on the list of shareholders. The list is available for inspection during normal business hours at the office of Computershare and will be available at the Meeting.

Principal Holders of Shares

To the knowledge of our directors and senior officers, the only shareholder beneficially owning shares carrying more than 10% of the voting rights attached to all common shares:

Name of Shareholder	No. of Common Shares Owned	Percentage of Outstanding Common Shares ⁽¹⁾
Susanne Robertson ⁽²⁾	5,067,728	15.36%
John G. Robertson ⁽³⁾	4,583,404	13.90%

(1) Based on issued and outstanding share capital of 32,985,840 common shares as of July 11, 2011.

(2) Consisting of (i) 639,975 common shares held directly; and (ii) 4,427,753 common shares held indirectly by SMR Investments Ltd.

(3) Consisting of (i) 1,534,769 common shares held directly; (ii) 1,118,530 held indirectly by Access Information Services; (iii) 1,392,905 held directly by JGR Petroleum, Inc.; and (iv) 537,200 held indirectly by Rainbow Networks Ltd.

As of July 11, 2011, the directors and senior officers as a group owned beneficially directly and indirectly, 9,697,032 common shares, representing 29.40% of our presently issued and outstanding common shares.

NUMBER OF DIRECTORS

At the meeting, the shareholders will be asked to pass an ordinary resolution to set the number of directors at five.

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying Proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until his/her successor is elected or appointed, unless his/her office is earlier vacated in accordance with our Articles, or with the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes set out the names of management's nominees for election as a director, the province and country in which he is ordinarily resident, all offices now held by him, his principal occupation, the period of time he has been a director, and the number of shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Position and Province or State and Country of Residence ⁽¹⁾	Principal Occupation and if not at present an elected Director, Occupation during the past five years(1)	Director Since	No. of Shares beneficially held ⁽²⁾
John George Robertson President, Secretary and Director Richmond, B.C., Canada	President of Linux Gold Corp.; President of SMR Investments Ltd.; President of Teryl Resources Corp., President of REGI U.S., Inc., President of IAS Energy, Inc.	1982	4,583,404 ⁽⁴⁾
Jennifer Lorette ⁽³⁾ Director Richmond, B.C., Canada	Director of Teryl Resources Corp.; Director of Linux Gold Corp.; Director of REGI U.S., Inc.	2001	33,400
Susanne Robertson ⁽³⁾ Director Richmond, B.C.	Director of Teryl Resources Corp., Director of SMR Investments Ltd., and Director of Linux Gold Corp.	1984	5,067,728 ⁽⁵⁾
James Vandenberg ⁽³⁾ Chief Financial Officer and Director Sammamish, WA, USA	Attorney in Seattle, Washington, Director, CFO and COO of REGI U.S., Inc. and IAS Energy, Inc.	2004	12,500
Robert Grisar Director Kirtland, OH	Vice President, REGI U.S., Inc.	2008	Nil

(1) The information as to the residence and principal occupations, not being within our knowledge, has been furnished by the respective directors individually.

(2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within our knowledge, has been furnished by the respective directors individually.

- (3) *Member of Audit Committee.*
- (4) *Consisting of (i) 639,975 common shares held directly; and (ii) 4,427,753 common shares held indirectly by SMR Investments Ltd.*
- (5) *Consisting of (i) 1,534,769 common shares held directly; (ii) 1,118,530 held indirectly by Access Information Services; (iii) 1,392,905 held directly by JGR Petroleum, Inc.; and (iv) 537,200 held indirectly by Rainbow Networks Ltd.*

CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES

Cease Trade Orders

On September 4, 2009, the British Columbia Securities Commission (“BCSC”) issued a cease trade order against us for failure to file our annual audited financial statements and related Management’s Discussion & Analysis (“MD&A”). We filed the required documents on SEDAR on September 11, 2009, to comply with the requirements to rectify the continuous disclosure deficiencies and the cease trade order was revoked by the BCSC on September 15, 2009.

On September 4, 2009, the BCSC issued a cease trade order against IAS Energy, Inc. (“IAS”), a company with related directors and officers, for failure to file its annual audited financial statements and related MD&A. The cease trade order was revoked on September 16, 2009 following filing of its annual financial statements and related MD&A. On October 2, 2009, a cease trade order was issued by the BCSC against IAS for failure to file its interim unaudited financial statements for the three months ended July 31, 2009. The cease trade order was revoked on November 30, 2009 following filing of its annual financial statements and related MD&A. On January 1, 2010, a cease trade order was issued by the BCSC against IAS for failure to file its interim unaudited financial statements for the six months ended October 31, 2009. The cease trade order was revoked on January 18, 2010 following filing of its interim financial statements and related MD&A. On September 7, 2010, the BCSC issued a cease trade order against IAS for failure to file its annual audited financial statements and related MD&A. The cease trade order was revoked on October 8, 2010 following filing of its annual financial statements and related MD&A.

On September 9, 2008, the BCSC issued a cease trade order against us for failure to file our annual audited financial statements and related MD&A. We filed the required documents on SEDAR on September 22, 2008, to comply with the requirements to rectify the continuous disclosure deficiencies and the cease trade order was revoked by the BCSC on September 24, 2008.

On December 3, 2007, the BCSC issued a cease trade order against Linux Gold Corp. (“Linux”), a company with related directors and officers, for failure to file a technical report and non-compliant disclosure. The BCSC staff found that the technical report filed on SEDAR on February 22, 2006 was not prepared by a qualified person. The BCSC also found that Linux’s disclosure in the offering memorandum dated April 5, 2007 did not disclose repayment of debt to related parties. Linux filed the required documents on SEDAR to comply with the requirements to rectify the continuous disclosure deficiencies and the cease trade order was revoked by the BCSC on February 8, 2008.

Other than the cease trade orders issued against our company, IAS and Linux, to our knowledge, no proposed director is, or has, within the 10 years before the date of this Circular, been a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied relevant company access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Executive Compensation

During the financial year ended April 30, 2010, we had two Named Executive Officer (“NEO”) being John Robertson, Chief Executive Officer (“CEO”) and President and James Vandeberg, Chief Financial Officer.

“Named Executive Officer” or “NEO” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of a company, nor acting in a similar capacity, at the end of that financial year.

Compensation Objectives and Principles

The primary goal of our executive compensation program is to attract and retain the key executives necessary for our long term success, to encourage executives to further our development and our operations, and to motivate top quality and experienced executives. The key elements of our executive compensation program are: (i) base salary; (ii) potential annual incentive award; and (iii) incentive stock options. Our directors are of the view that all elements of the total program should be considered, rather than any single element.

Compensation Discussion and Analysis

Our executive officers make recommendations to the Board regarding compensation policies and the compensation of senior officers. We do not have a Compensation Committee. The compensation of the senior executives comprises two components; namely, a base salary or consulting fees and the grant of stock options pursuant to our stock option plan. . These forms of compensation are chosen to attract, retain and motivate the performance of selected directors, officers, employees or consultants of high caliber and potential. Each senior executive is employed for his or her skills to perform specific tasks and the base salary and number of options is fixed accordingly.

Senior executives generally enter into an employment agreement, with standard clauses covering salaries and termination and change of control provisions. The highlights of the employment agreements for the NEOs are outlined below under the section entitled “Management Contracts” and *Narrative Discussion* under the *Summary Compensation Table*.

Option-based Awards

The grant of option-based awards to the senior executives is determined by the recommendation of executive officers to the Board pursuant to the terms of our stock option plan. Previous grants of option-based awards are taken into account when considering new grants. The options are always granted at market price.

Benefits and Perquisites

Our NEOs do not receive any benefits or perquisites other than as disclosed herein.

Summary Compensation Table

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each NEO during the fiscal years ended April, 2010, 2009 and 2008. Amounts reported in the table below are in Canadian dollars, the currency that we use in our financial statements.

Name and Principal Position	Year Ended April 30	Salary (\$)	Share-based Awards (\$)	Option-Based Awards (\$) ⁽⁶⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$) ⁽⁵⁾	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
John G. Robertson,	2010	Nil	Nil	Nil	Nil	Nil	Nil	32,000	38,000
CEO ⁽¹⁾⁽²⁾⁽³⁾	2009	Nil	Nil	31,240 ⁽³⁾	Nil	Nil	Nil	30,000	61,240
	2008	Nil	Nil	Nil	Nil	Nil	Nil	30,688	30,688
James Vandenberg,	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
CFO ⁽⁴⁾	2009	Nil	Nil	15,620	Nil	Nil	Nil	Nil	15,620
	2008	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mr. Robertson is also a director and receives annual compensation of \$6,000 in that capacity.

(2) Mr. Robertson is a director of SMR Investments Ltd., which received or is to receive \$2,500 per month for management services. See “Management Contracts”.

- (3) Mr. Robertson's option-based awards granted during 2009 consisted of 100,000 stock options expiring on August 1 2013, at an exercise price of CDN\$0.40 and fair value of CDN\$0.3124 per share.
- (4) Mr. Vandeberg is also a director but does not receive any compensation in that capacity. Mr. Vandeberg's option-based awards granted during 2009 consisted of 50,000 stock options expiring on August 1, 2013, at an exercise price of CDN\$0.40 and fair value of CDN\$0.3124 per share.
- (6) The valuation of the fair value of the options at the time of the grant is based on the Black Scholes model and includes the following assumptions; weighted average risk free rate, weighted average expected life, expected volatility and dividend yield.

Employment Contracts and Termination of Employment

There are no employment agreements or other compensating plans or arrangements with regard to any of the NEOs which provide for specific compensation in the event of resignation, retirement, other termination of employment or from a change of control of our company or from a change in an NEO's responsibilities following a change in control.

Pursuant to a management agreement dated May 1, 1996, we engaged SMR Investments Ltd. ("SMR") to provide services to us. SMR is a private company controlled by Susanne Robertson, a director and the spouse of our President. Our President is also a director and officer of SMR. SMR provides management services for a monthly fee of \$2,500. These services consist of general management services. The agreement may be terminated by the mutual consent of the parties. During the years ended April 30, 2010 and 2009, we paid or accrued to SMR the sum of \$32,000 and \$30,000 respectively.

During the year ended April 30, 2010, \$Nil (2009 - \$5,431) in professional fees were incurred with a law firm of which Mr. Vandeberg, an NEO, officer and director, is a partner.

Incentive Plan Awards

Outstanding Option-Based Awards and Share-Based Awards

The following table sets out all stock option-based awards granted to the NEOs and outstanding at the end of the most recently completed financial year ended April 30, 2010.

Name	Option-based Awards				Stock-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
John Robertson	750,000	0.30	October 20, 2010	Nil	187,000	Nil
	100,000	0.40	August 1, 2013	Nil	25,000	Nil
James Vandeberg	50,000	0.40	August 1, 2013	Nil	12,500	Nil

⁽¹⁾ The closing price of our shares on the TSX Venture Exchange ("TSX.V") on June 30, 2011 was \$0.15.

Incentive Plan Awards – value vested or earned during the year

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
John Robertson	Nil	Nil	Nil
James Vandeberg	Nil	Nil	Nil

Pension Plan Benefits and Deferred Compensation Plans

We do not offer any pension plan benefits or deferred compensation plans for our NEOs or employees.

Termination of Employment or Change of Control

We have no plans or arrangements with respect to remuneration received or that may be received by the NEOs during our most recently completed financial year or current financial year in view of compensating such officers in the event of

termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

Director Compensation

For our most recently completed fiscal year ended April 30, 2010:

- (a) no compensation of any kind was accrued, owing or paid to any of our directors for acting in their capacity as such, except for John Robertson, who receives annual compensation of \$6,000;
- (c) no arrangements of any kind existed with respect to the payment of compensation of any kind to any of our directors for acting in their capacity as such;
- (c) excluding our NEOs, no compensation of any kind was accrued, owing or paid to any of the directors for services rendered to us as consultants or experts, except for research and developments costs of \$Nil (2009 - \$38,465) that were paid to a company of which Mr. Robert Grisar is a director and officer; and
- (d) excluding our NEOs, no arrangements of any kind existed with respect to the payment of compensation of any kind to any of our directors for services rendered, or proposed to be rendered, to us as consultants or experts.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all stock option-based awards granted to the directors that were outstanding at the end of the most recently completed financial year ended April 30, 2010.

Name	Option-based Awards				Stock-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Susanne Robertson	250,000	0.21	April 22, 2014	Nil	62,500	Nil
Jennifer Lorette	50,000	0.40	August 1, 2013	Nil	12,500	Nil
	75,000	0.21	April 22, 2014	Nil	18,750	Nil
Robert Grisar	Nil	Nil	Nil	Nil	Nil	Nil

(1) the closing price of our common shares on the TSX.V on April 30, 2010 was \$0.185

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned by our non-executive directors during the financial year ended April 30, 2010.

Name (a)	Option-Based Awards – Value Vested During the Year (\$) (b)	Share-Based Awards – Value Vested During the Year (\$) (c)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$) (d)
Susanne Robertson	Nil	Nil	Nil
Jennifer Lorette	Nil	Nil	Nil
Robert Grisar	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets forth, as of April 30, 2010, information concerning securities authorized for issuance under our stock option plan (the “Reg Stock Option Plan”), which is our only equity compensation plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	1,575,000	\$0.011	1,261,985
Equity compensation plans not approved by security holders(1)	N/A	N/A	N/A
Total	1,575,000	\$0.11	1,261,985

The Reg Stock Option Plan provides for the issuance of stock options to acquire up to 10% of our issued common shares as of the date of granting of the option(s), subject to standard anti-dilution adjustments. This is a “rolling” plan as the number of common shares reserved for issuance pursuant to the grant of stock options will increase as our issued and outstanding common shares increases.

In addition to this limit, the Reg Stock Option Plan provides that the maximum number of common shares that may be reserved for issuance to any one insider under the plan and any other share compensation arrangement may not exceed 5% of our issued and outstanding common shares at the time of grant (on a non-diluted basis).

The Board has the authority under the Reg Stock Option Plan to establish the option price at the time each option is granted, which price shall not be less than the market price of our common shares at the time of grant. Options granted under the Reg Stock Option Plan are exercisable over a period not exceeding five years from the date of grant, subject to earlier termination if the optionee ceases to be an eligible person by reason of termination of employment, retirement, disability or death. The options granted under the Reg Stock Option Plan are not transferable or assignable other than by will or the laws of descent and distribution.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS OF THE COMPANY

No director or senior officer, proposed management nominee for election as a director or each associate or affiliate of any such director, senior officer or proposed nominee is or has been indebted to us or any of our subsidiaries at any time during our last completed financial year, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of our most recently completed financial year, which has materially affected or will materially affect us, other than as disclosed by us during the course of the year or as disclosed herein.

MANAGEMENT CONTRACTS

SMR Investments Ltd.

Pursuant to a management agreement dated May 1, 1996, we engaged SMR Investments Ltd. (“SMR”) to provide services to us. SMR is a private company which is controlled by Susanne Robertson, a director and the spouse of our President. Our President is also a director and officer of SMR. SMR provides management services for a monthly fee of \$2,500. These services consist of general management services. The agreement may be terminated by the mutual consent of the parties. During the years ended April 30, 2010 and 2009, we paid or accrued to SMR the sum of \$32,500 and \$30,000 respectively.

APPOINTMENT OF AUDITORS

The shareholders are asked to vote in favour of a resolution ratifying and appointing ACAL Group, Chartered Accountants, as auditors for the ensuing year, authorizing the Board to fix the compensation of the auditor.

Management recommends the appointment of ACAL Group, Chartered Accountants, as our auditor.

AUDIT COMMITTEE

We are required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of our company or an affiliate of our company. Our current audit committee consists of Jennifer Lorette, Susanne Robertson and James Vandenberg.

Audit Committee Charter

The text of our Audit Committee Charter is attached as Schedule A to this Circular.

Composition of the Audit Committee

National Instrument 52-110 *Audit Committees*, (“NI 52-110”) provides that a member of an audit committee is “*independent*” if the member has no direct or indirect material relationship with a company, which could, in the view of the company’s Board, reasonably interfere with the exercise of the member’s independent judgment. As defined in NI 52-110, Jennifer Lorette is independent. Susanne Robertson and James Vandenberg are not independent as they each have an indirect material relationship with us.

Relevant Education and Experience

NI 52-110 provides that an individual is “*financially literate*” if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by a company’s financial statements. All audit committee members have many years of practical business experience, have served for many years as directors of public companies, have experience reviewing financial statements of public companies and meet the criteria of “*financially literate*” as outlined in NI 52-110.

Audit Committee Oversight

Since the commencement of our most recently completed fiscal year, our Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of our most recently completed financial year and the effective date of NI 52-110, we have not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total amount of fees payable to the auditor in the fiscal year in which the non-audit services were provided.

Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of MI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

We have not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

Exemption

We are relying on the exemption provided by Part 6.1 of MI 52-110 for Venture Issuers which allows for an exemption from Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of MI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2 and disclosed in this Circular.

External Auditor Service Fees (by category)

	Year ended April 30, 2010	Year ended April 30, 2009
Audit fees	\$22,000	\$27,940
Audit related fees	0	2,500
Tax fees	3,000	6,200
All other fees	0	0
Total:	\$25,000	\$36,640

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Reg Stock Option Plan

Pursuant to Policy 4.4 of the TSX.V, we are required to obtain shareholder approval for the Reg Stock Option Plan on an annual basis. There have been no changes to the Reg Stock Option Plan since it was approved by the shareholders on May 20, 2010. Shareholders will be asked at the Meeting to consider and, if deemed advisable, approve an ordinary resolution approving the Reg Stock Option Plan. The approval by shareholders requires a favorable vote of a majority of the common shares voted in respect thereof at the Meeting.

The purpose of the Reg Stock Option Plan is to advance our interests by encouraging the directors, officers and key employees and consultants retained by us to acquire common shares, thereby: (i) increasing the proprietary interests of such persons in our company; (ii) aligning the interests of such persons with the interests of the shareholders generally; (iii) encouraging such persons to remain associated with our company; and (iv) furnishing such persons with an additional incentive in their efforts on our behalf.

Pursuant to the Reg Stock Option Plan, options may be granted to officers, directors, employees and consultants (the "Participants") of our company or our affiliates. The maximum number of common shares reserved for issuance upon exercise of options granted thereunder may not exceed 10% of the total number of the issued common shares at the time the options are granted. Under the Reg Stock Option Plan, no one participant may be granted options to purchase more than 5% of the number of issued common shares and no more than 2% of the issued common shares may be granted to any one consultant in any twelve month period. No more than an aggregate of 2% of the issued common shares may be granted to an employee conducting investor relations activities in any twelve month period. The price at which common shares may be acquired upon the exercise of an option may not be less than the price permitted under the rules of any stock exchange or exchanges on which our common shares are listed.

Subject to the foregoing restrictions, and certain other restrictions set forth in the Reg Stock Option Plan, the Board is authorized to provide for the granting of options and the exercise and method of exercise of options granted under the Reg Stock Option Plan. Options granted under the Reg Stock Option Plan are non-assignable. Options are subject to early termination in the event of the death of a participant or in the event a participant ceases to be an officer, director, employee or consultant.

A copy of the Reg Stock Option Plan will be available for review at the Meeting and will also be supplied upon request being made to our head office.

Accordingly, the shareholders will be asked at the Meeting to pass an ordinary resolution, the text of which will be in substantially the form as follows:

"RESOLVED, as an ordinary resolution, that:

1. the Reg Stock Option Plan be and is hereby approved;
2. the Company be and is hereby authorized to grant stock options pursuant to and subject to the terms and conditions of the Reg Stock Option Plan entitling the option holders to purchase common shares of the Company;
3. the maximum number of common shares of the Company reserved for issuance under the Reg Stock Option Plan shall be 10% of the issued and outstanding share capital at the time of granting;

4. *the Board of Directors or any committee created pursuant to the Reg Stock Option Plan be and is hereby authorized to make such amendments to the Reg Stock Option Plan from time to time, as may be required by the applicable regulatory authorities, or may, in its discretion, be considered appropriate by the Board of Directors or committee, in its sole discretion, provided always that such amendments be subject to the approval of all applicable regulatory authorities, if applicable, and in certain cases, in accordance with the terms of the Reg Stock Option Plan, the approval of the shareholders;*
5. *the approval of the Reg Stock Option Plan by the Board of Directors be ratified, approved and confirmed and any one director of the Company be and is hereby authorized to execute any and all documents as the director deems necessary to give effect to the transactions contemplated in the Reg Stock Option Plan;*
6. *the Company be and is hereby authorized to abandon or terminate all or any part of the adoption of the Reg Stock Option Plan if the Board of Directors of the Company deem it appropriate and in the best interest of the Company to do so ;and*
7. *the Board of Directors be authorized in its sole discretion, to amend, postpone, or abandon the implementation of the foregoing resolutions, including the implementation of the Reg Stock Option Plan, if, in the Board of Directors' sole opinion, the circumstances so warrant."*

The Board recommends that the shareholders vote in favour of the Reg Stock Option Plan.

Recommendation of Our Directors

The directors have reviewed and considered all facts respecting the foregoing matters, which they have considered to be relevant to shareholders. It is the unanimous recommendation of the directors that shareholders vote for passage of the foregoing resolutions.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "Guidelines") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by us in adopting our corporate governance practices. Our approach to corporate governance is set out below.

Mandate and Responsibility of the Board

The Board is responsible for supervising management in carrying on our business and affairs. Directors are required to act and exercise their powers with reasonable prudence in our best interests. The Board agrees with and confirms its responsibility for overseeing management's performance in the following particular areas: the strategic planning process; identification and management of the principal risks associated with our business; planning for succession of management; our policies regarding communications with our shareholders and others; and the integrity of our internal controls and management information systems.

In carrying out its mandate, the Board relies primarily on management to provide it with regular detailed reports on our operations and our financial position. The Board reviews and assesses these reports and other information provided to it at meetings of the full Board and of its committees. The CEO is a member of the Board, giving the Board direct access to information on all areas of responsibility.

The independent directors do not hold separate meetings at which members of management are absent.

Composition of the Board

The Board facilitates its exercise of independent supervision over management through frequent communication with the Board.

The Board currently consists of five directors, of whom one is independent, namely Jennifer Lorette. None of the independent directors has any direct or indirect material relationship with us (other than shareholdings or stock options) which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. If management's nominees for

directors are elected at the Meeting, following the Meeting the Board will consist of five directors, of whom one will be independent.

Directorships

The following directors and nominee directors are also directors of other reporting companies, as described in the table below.

Name of Director	Other Reporting Issuers
John G. Robertson	REGI U.S., Inc. IAS Energy Inc. Teryl Resources Corp. Linux Gold Corp.
Jennifer Lorette	REGI U.S., Inc. Teryl Resources Corp. Linux Gold Corp.
Susanne Robertson	Teryl Resources Corp. Linux Gold Corp.
James Vandeberg	REGI U.S., Inc. IAS Energy Inc. ASAP Expo Inc.
Robert Grisar	Nil

Orientation and Continuing Education

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for the directors. At this stage of our development the Board does not feel it necessary to have such policies or programs in place. New directors are provided with access to our recent, publicly filed documents, technical reports and our internal financial information, are provided with access to management and technical experts and consultants and a summary of significant corporate and securities responsibilities.

Members of the Board are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit our offices. Board members have full access to our records.

Ethical Business Conduct

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However the small size of the Board and number of officers and consultants allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. The Board views good corporate governance as an integral component to its success and to meet its responsibilities to shareholders. As we do not have a large number of officers and consultants, the Board is able to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As we grow in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Board Approvals and Review

No formal description has yet been established of the types of decisions by us which will require prior Board approval. To date, all substantive decisions involving acquisitions, major financings, major asset sales, budgets and major business initiatives have been referred to the Board. As and when our activities evolve beyond the early stages of development for commercialization of our rotary engine, review and approval criteria will be further considered and specific dollar capital amounts established.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties

effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by us, this policy will be reviewed.

Position Descriptions

The Board has not developed written position descriptions for the Chairman, the Chairman of Board Committees, or the Chief Executive Officer. The Board is of the view that given our size, the relatively frequent discussions between Board members and the CEO, and the experience of the individual members of the Board, the responsibilities of such individuals are known and understood without position descriptions being reduced to writing. The Board will evaluate this position from time to time and if written position descriptions appear to be justified, they will be prepared.

Compensation

The Board has the responsibility for determining compensation for the directors and senior management and the quantity and quality of the Board compensation is reviewed on an annual basis. To determine compensation payable, the Board reviews compensation paid to directors, CEOs and CFOs of companies of similar size and at a similar stage of development as our company and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account our financial and other resources. In setting the compensation, the Board annually reviews the performance of the CEO and CFO in light of its objectives and consider other factors that may have impacted our success in achieving our objectives.

The number of options to be granted is determined by the Board as a whole, which allows the independent directors to have input into compensation decisions. At this time, we do not believe our size and limited scope of operations requires a formal compensation committee.

Description of Board Committees

At the present time, our only standing committee is the Audit Committee. As the directors are actively involved in our operations, and the size of our operations does not warrant a larger Board, the Board has determined that additional committees are not necessary at this stage of our development.

The written charter of the Audit Committee, as required by NI 52-110, is contained in Schedule A to this Circular. As we grow, and our operations and management structure become more complex, the Board expects it will constitute formal standing committees, such as a Corporate Governance Committee, a Compensation Committee and a Nominating Committee, and will ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

Assessments

The Board does not consider that formal assessments would be useful at this stage of our development. The Board conducts informal annual assessments of the Board's effectiveness, the individual directors and of the Audit Committee. To assist in its review, the Board conducts informal surveys of its directors about assessment of the functioning of the Board. As part of the assessments, the Board or the individual committee may review its mandate and conduct reviews of applicable corporate policies.

ADDITIONAL INFORMATION

Copies of our most recent audited annual and unaudited interim quarterly financial statements, as well as our recent annual and interim Management Discussion and Analysis, may be obtained from SEDAR at www.sedar.com and upon request from us as follows:

Reg Technologies Inc.
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Richmond, BC V7A 5E9
Tel: (604) 278-5996
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Email: jlorette@ihivay.com

BOARD APPROVAL AND CERTIFICATION

APPROVAL AND CERTIFICATION

The Board has approved the contents and the sending of this Circular and recommends that shareholders vote in favour of all proposed resolutions. Where information contained in this Circular, rests specifically within the knowledge of a person other than our company, we have relied upon information furnished by such person. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

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

By Order of the Board of
REG TECHNOLOGIES INC.

“John G. Robertson”

John G. Robertson,

President

SCHEDULE A**Charter of the Audit Committee of the Board of Directors
of Reg Technologies Inc. (the “Company”)****Mandate**

The primary function of the Audit Committee (“Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;

(ii) review and appraise the performance of the Company’s external auditors; (iii) provide an open avenue of communication among the Company’s auditors, financial and senior management and the board of directors; and (iv) to ensure the highest standards of business conduct and ethics.

Composition

The Committee shall be comprised of three directors as determined by the board of directors, the majority of whom shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full board of directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Executive Officer and/or the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- a) Review and update this Charter annually.
- b) Review the Company’s financial statements, MD&A, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.

External Auditors

- a) Review annually the performance of the external auditors who shall be ultimately accountable to the board of directors

and the Committee as representatives of the shareholders of the Company.

- b) Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.
- c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- d) Take or recommend that the full board of directors take appropriate action to oversee the independence of the external auditors.
- e) Recommend to the board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Process

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation

of the financial statements.

- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review certification process for certificates required under NI 52-109.
- (i) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- (a) Review any related party transactions.
- (b) Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters (“Concerns”) relating to the Company such that:
 - i. an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing , by telephone, or by email
 - ii. the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and
 - iii. the Committee retains all records relating to any Concern reported by an individual for a period the Committee judges to be appropriate.

All of the foregoing in a manner that the individual submitting such Concerns shall have no fear of adverse consequences.