

**BC FORM 51-102F3**  
*Material Change Report*

**Item 1. Name and Address of Company**

State the full name and address of your company and the address of its principal office in Canada.

***REG TECHNOLOGIES INC.***  
*Suite 500 – 666 Burrard Street*  
*Vancouver, BC V6C 3P6*  
*Phone: (778) 836-5581*

**Item 2. Date of Material Change**

State the date of the material change.

*September 23, 2016*

**Item 3. News Release**

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

*September 23, 2016*

*The press release relating to this material change was distributed and filed by Marketwired, Stockwatch and Baystreet, on September 23, 2016.*

**Item 4. Summary of Material Change**

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

*The Company announced that the board of directors has accepted the Asset Purchase Agreement from REGI U.S. Inc. which is subject to Reg Technologies Inc. special shareholder meeting approval and the TSX Venture Exchange review.*

**Item 5. Full Description of Material Change**

Supplement the summary required under Item 4 with the disclosure that should be sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

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

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

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

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

*Not applicable.*

Instruction:

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

**Item 7. Omitted Information**

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

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

*Not applicable.*

Instruction:

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

**Item 8. Executive Officer**

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

*Paul Chute  
President  
253-514-6114*

**Item 9. Date of Report**

*DATED at Vancouver, British Columbia this 23rd day of September, 2016.*

**REG TECHNOLOGIES INC.**

Per: "Paul Chute"  
(Authorized Signatory)

Paul Chute, CEO  
(Print name and title)

SCHEDULE "A"

## **REG TECHNOLOGIES INC.**

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

## **REGI U.S., INC.**

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

NEWS RELEASE

### **CLARIFICATION OF SEPTEMBER 19TH 2016 NEWS RELEASE ANNOUNCING ASSET SALE AGREEMENT BETWEEN BOTH COMPANIES**

Reg Technologies Inc. ("Reg" or "RRE.V" or "REGRF" or "the Company")  
REGI U.S., Inc. ("REGI" or "RGUS" or "the Company")

#### **PLEASE DISREGARD THE SEPTEMBER 19TH RELEASE AND RELY COMPLETELY ON THIS RELEASE OF SEPTEMBER 23, 2016.**

The Board of Directors of Reg Technologies Inc. is pleased to announce they have entered into an asset purchase agreement with REGI U.S., Inc. subject to shareholder and TSX Venture Exchange approval.

This will complete the consolidation of all assets, specifically all IP, "Intellectual Property" into a single company. Regi U.S., Inc. is a US based company, trading on the OTC:BB under the symbol RGUS.

Paul W Chute, President of both companies is pleased to announce this Asset Purchase is a dynamic beginning to a consolidated, single focused development of our RadMax Technologies. The concentration of our efforts, resources and personnel, along with significant cost savings and efficiencies make this a Win-Win for all Shareholders.

The agreement is subject to shareholder approval and a special shareholder meeting will be called to vote on the proposed agreement.

The purchase price is one & one tenth (1.1) shares of Regi U.S., Inc. for each one (1) share of Reg Technologies, Inc. for a total purchase of approximately 50,596,043 shares of REGI U.S., Inc. common stock.

The shareholder RECORD DATE to determine those shareholders eligible to vote at the special meeting on the transaction will be 4:00 PM / EST "Close of Trading" on September, 26th, 2016.

Shareholders of Reg Technologies, Inc. will receive their Regi Shares after the Special Shareholders Meeting, through a formal Distribution process. Such process will be outlined in the detail supporting the Shareholders Notice of Meeting and Votes.

This transaction will be subject to approval by the TSX Exchange and Reg Technologies, Inc. shareholders.

If the transaction is approved /completed, Reg Technologies Inc. will be delisted from the Exchange.

## ON BEHALF OF THE BOARD OF DIRECTORS

Reg Technologies, Inc.  
Paul Chute  
President and CEO

Regi U.S., Inc.  
Paul W Chute  
President and CEO

CONTACTS:  
253-514-6114, pwchute@regtech.com

4810 Pt. Fosdick Dr. NW, #100  
Gig Harbor, WA. 98335-1733

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

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

#### READER ADVISORY

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

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

*Readers are cautioned that the foregoing list of factors is not exhaustive. All subsequent forward-looking statements, whether written or oral, attributable to the Companies or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Furthermore, the forward-looking statements contained in this news release are*

*made as at the date of this news release and the Companies do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.*

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