

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

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the annual general and special meeting (the “**Meeting**”) of the shareholders of **Reg Technologies Inc.** (the “**Company**”) will be held on **Friday, November 18, 2016**, at **10:00 a.m.** (Pacific time) at Suite 409 - 221 West Esplanade, North Vancouver, British Columbia, Canada, V7M 3J3 for the following purposes:

1. to consider and, if thought fit, pass, with or without variation, a special resolution approving a sale of all or substantially all of the assets of the Company; and
2. to transact such other business as may properly be brought before the Meeting.

The accompanying information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made as part of, this Notice of Annual General and Special Meeting.

The Company’s board of directors has by resolution fixed **Monday, September 26, 2016** as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying information circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), at their offices located on the 9th Floor, 100 University Avenue, Toronto ON M5J 2Y1, or by toll-free fax within North America 1-866-249-7775 by 10:00 AM (Pacific time) on **Wednesday, November 16, 2016**, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement thereof. Alternatively, you may contact the Transfer Agent for online voting instructions or follow the online telephone voting instructions accompanying this Notice of Annual General and Special Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Annual General and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at Vancouver, British Columbia this 12<sup>th</sup> day of October, 2016

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/ “Paul Chute”

Paul Chute  
Director and Chairman of the Board