

## REG TECHNOLOGIES INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Reg Technologies Inc. (the “**Company**”) will be held at Suite 500, 666 Burrard Street, Vancouver, British Columbia, Canada V6C 3P6, on September 17, 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal years ended April 30, 2016, 2017 and 2018, together with the reports of the auditors thereon;
2. To set the number of directors at three (3);
3. To consider and, if deemed advisable, to approve, with or without variation, a special resolution to consolidate the Company’s common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share as more fully described in the Circular;
4. To elect the directors of the Company to serve from: (i) the close of the Meeting until the earlier of (A) the close of the next annual meeting of Shareholders or until their successors are elected or appointed and (B) the effective time of the completion of the Proposed Transaction (as such term is defined in the Circular); and (ii) the effective time of the completion of the Company’s Proposed Transaction until the close of the next annual meeting of shareholders of the Company or until their successors are elected or appointed, as more fully described in the Circular;
5. To appoint auditors of the Company for the ensuing year and authorize the directors to fix their remuneration.
6. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving upon the completion of the Proposed Transaction an amendment to the Company’s articles to change the Company’s name from “Reg Technologies Inc.” to “Graph Blockchain Inc.”, or such other name as the board of directors of the Company in its discretion may resolve and as may be acceptable to applicable regulatory authorities, if required; and
7. to transact such other business as may properly be brought before the Meeting.

Information relating to the matters to be brought before the Meeting is set forth in the Circular.

The 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 the Notice and the Circular is a form of proxy for use at the Meeting. 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 August 15, 2018, will be entitled to receive notice of and vote at the Meeting.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Registered Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed 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 these materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.**

Dated at Vancouver, British Columbia, this 21st day of August, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

*“Paul W. Chute”*

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Paul W. Chute, Director