



**NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, AUGUST 24, 2023**

Dear shareholder:

You are receiving this notification because Regenx Tech Corp. (“**Regenx**” or the “**Corporation**”) will be using the notice-and-access model (“**Notice-and-Access**”) provided for under National Instrument 51-102 and National Instrument 54-101 for the delivery of meeting materials to its shareholders in respect of the annual general and special meeting to be held on Thursday, August 24, 2023 (the “**Meeting**”).

Under Notice-and-Access, instead of receiving printed copies of the Corporation’s management information circular (“**Information Circular**”), shareholders receive this notice with information on how to access the Information Circular electronically. However, together with this notice, shareholders continue to receive a proxy or voting instruction form (“**VIF**”), enabling them to vote at the Meeting. Adopting Notice-and-Access to deliver materials is more environmentally friendly as it reduces paper use and also lowers the Corporation’s costs for printing and mailing.

Meeting Date, Location and Purposes

The Meeting will be held on **Thursday, August 24, 2023 at 11:00 AM (MST)** at the **offices of DLA Piper (Canada) LLP, 10th Floor, Livingston Place, West Tower, 250 – 2nd Street SW, Calgary, AB T2P 0C1**, for the following purposes:

1. Report and Financial Statements: to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2022, and the report of the auditor thereon, as well as the unaudited interim financial statements for the period ended March 31, 2023. Please refer to “*Report and Financial Statements*” in the Information Circular.
2. Fix Number of Directors to be Elected at the Meeting: to fix the number of directors of the Corporation to be elected at the Meeting at five (5). Please refer to “*Fix Number of Directors to be Elected at the Meeting*” in the Information Circular.
3. Election of Directors: to elect the Board of Directors of the Corporation for the ensuing year. Please refer to “*Election of Directors*” in the Information Circular.
4. Appointment of Auditor: to appoint the auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration. Please refer to “*Appointment of Auditor*” in the Information Circular.
5. Re-Approval of Stock Option Plan: to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Information Circular prepared for the purpose of the Meeting, relating to the re-approval of the stock option plan of the Corporation. Please refer to “*Re-Approval of Amended Stock Option Plan*” in the Information Circular.
6. Other Matters: to transact such other business as may properly come before the Meeting or any adjournment thereof.

For detailed information with respect to each of the above matters, please refer to the subsection bearing the corresponding title under “*Particulars of Matters to be Acted Upon*” in the Information Circular.

REGENX URGES SHAREHOLDERS TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Management Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Corporation's toll free at 1-866-498-4213 if you have any questions about notice-and-access.

Accessing Meeting Materials Online

The Meeting materials can be viewed online under Regenx Tech Corp.'s profile at www.sedar.com or at <https://www.regenx.tech/annual-and-special-meeting-of-shareholders>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR. Shareholders may make their request **without charge** by calling the toll-free number at 1-866-498-4213 or by sending an email to greg@regenx.tech. In order to receive paper copies in time to vote before the Meeting, your request should be received by August 10, 2023.

Voting Process

Registered holders: If you are not attending the Meeting, you can submit your proxy as follows:

By Mail: Sign, date and return the enclosed proxy to Computershare Trust Company of Canada ("Computershare") at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department.

By Telephone: Call +1(866) 732-VOTE (8683) and follow the prompts.

On the Internet: Go to www.investorvote.com and follow the instructions.

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

Non-registered holders: If you are not attending the Meeting, use the VIF provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with Computershare not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

Voting in Person: For registered holders, if you plan to attend the meeting, you must register with Computershare when you arrive at the Meeting to have voting rights at the Meeting. For non-registered holders, if you plan to attend the Meeting, you must appoint yourself in the space provided in the VIF and register with Computershare when you arrive at the Meeting to have voting rights at the Meeting.

Dated at Edmonton, Alberta, this 11th day of July, 2023.

BY ORDER OF THE BOARD

signed "Greg Pendura"

Chief Executive Officer and Director
Regenx Tech Corp.