

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Regenx Tech Corp. (“**Regenx**” or the “**Corporation**”)
101 Lafleur Drive, St. Albert, Alberta T8N 7M8

2. Date of Material Change

April 11, 2024

3. News Release

A press release was disseminated on April 11, 2024 via GlobeNewsWire.

4. Summary of Material Change

Regenx appointed a new auditor, extends rights offering expiry date and closes debenture offering.

5. Full Description of Material Change

5.1 Full Description of Material Change

Regenx appointed Gallo LLP, Chartered Professional Accountants, as auditor of Regenx effective April 10, 2024. The resignation of Regenx’s former auditor, Paul J. Rozek Professional Corporation, Chartered Professional Accountant (“**PJR Prof Corp.**”), was accepted by the Corporation effective April 3, 2024. On April 3, 2024, Regenx was notified by PJR Prof Corp., that the Chartered Professional Accountants of Alberta (“**CPA Alberta**”) asked PJR Prof Corp. to cease to perform all assurance engagement work on March 18, 2024. Furthermore, Regenx discovered on April 3, 2024, that PJR Prof Corp. signed an undertaking on October 13, 2023, that any assurance work of PJR Prof Corp. was subject to supervision, until the investigation was completed and a decision was made by the Complaints Inquiry Committee of CPA Alberta. Neither PJR Prof Corp. nor CPA Alberta gave Regenx any notice or warning of this significant risk.

The Board of Directors of Regenx has extended the expiry date for its Rights Offering to 5:00 p.m. (Toronto time) on June 6, 2024, in order to allow shareholders additional time to participate. Similarly, the deadline for shareholders that are resident outside of Canada to establish that they are eligible to participate in the Rights Offering has been extended to May 27, 2024. Complete details of the Rights Offering are set out in the Rights Offering Circular dated March 26, 2024, and the Rights Offering Notice dated March 26, 2024, which are filed under the Corporation’s profile at www.sedarplus.ca.

The Corporation completed the closing of a non-brokered private placement of unsecured convertible debentures (“**Debentures**”) for gross proceeds of \$150,000. The Debentures bear interest at the rate of fifteen percent (15%) per annum, payable on the maturity date and will mature on December 31, 2025. The Debentures are convertible at the holder’s option into common shares of the Corporation (“**Common Shares**”) at a conversion price of: (i) \$0.05 per Common Share until the date that is one (1) year from the closing date; and (ii) \$0.105 per Common Share for the period from the date following one (1) year from the closing date until the maturity date. The Debenture holder will also be issued 14,285 common share purchase warrants (each a “**Warrant**”) for each \$1,000 principal amount of the Debenture. Each Warrant expires after two years from the closing date and allows the holder to purchase one

Common Share at a price of \$0.105 per share if exercised in the first year and \$0.20 per share if exercised in the second year. The Corporation can redeem the Debentures at any time upon 10 days prior written notice. The Company intends to use the proceeds to support operations, repayment of debt, and general working capital. Immediately following closing, the Debenture holder converted the principal amount of the Debenture into 3,000,000 Common Shares. All securities issued in connection with the private placement are subject to a four month plus one day hold period under applicable Canadian securities laws.

Forward Looking Statements

This material change report contains certain statements which constitute forward-looking statements or information (“forward-looking statements”), including statements regarding Regenx’s business, the private placement, including the use of proceeds of the private placement. Such forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond Regenx’s control, including the impact of general economic conditions, the current share price of Regenx’s common shares, and market acceptance of the private placement, industry conditions, currency fluctuations, the lack of availability of qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal and external sources. Although Regenx believes that the expectations in its forward-looking statements are reasonable, they are based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. Such statements are subject to known and unknown risks, uncertainties and other factors that could influence actual results or events and cause actual results or events to differ materially from those stated, anticipated or implied in the forward looking information. As such, readers are cautioned not to place undue reliance on the forward looking information, as no assurance can be provided as to future results, levels of activity or achievements. The forward-looking statements contained in this document are made as of the date of this document and, except as required by applicable law, Regenx does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.

5.2 Disclosure for Restructuring Transactions

Not Applicable

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Emily Richardson
Chief Financial Officer
Phone: 1-780-800-0726

9. Date of Report

April 11, 2024