



Notice of Annual General & Special Meeting and  
Management Information Circular

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*THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF REGENX TECH CORP. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF REGENX TECH CORP. TO BE HELD ON JUNE 12, 2024.*

To be held

**Wednesday, June 12, 2024  
11:00 AM (Calgary time)  
Offices of DLA Piper (Canada) LLP  
Suite 1000, 250 – 2<sup>nd</sup> Street SW  
Calgary, Alberta**

Dated: April 29, 2024

# REGENX TECH CORP.

## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting of shareholders ("**Meeting**") of Regenx Tech Corp. ("**Corporation**") will be held on Wednesday, June 12, 2024 at the offices of DLA Piper (Canada) LLP, Suite 1000, 250 – 2<sup>nd</sup> Street SW, Calgary, Alberta at 11:00 AM (Calgary time) in order to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2023, and the report of the auditor thereon;
2. fix the number of directors to be elected at the Meeting at five (5);
3. elect the nominated directors being Greg Pendura, Darcy Thiele, Rick Purdy, Harvey Granatier and Curtis Sparrow;
4. appoint the auditor and authorize the directors to fix the auditor's remuneration;
5. to consider, and if thought fit, approve the special resolution, as more particularly set forth in the accompanying Management Information Circular, authorizing and approving the consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for up to every existing two (2) common shares issued and outstanding immediately prior to the consolidation; and
6. transact any other business as may be properly brought before the Meeting or any adjournment.

**Dated** this 29<sup>th</sup> day of April, 2024

BY ORDER OF THE BOARD OF DIRECTORS

*"Don Weatherbee"*

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Don Weatherbee

President

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose, or vote by mail, by telephone or by internet. All proxies, to be valid, must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

# REGENX TECH CORP.

## MANAGEMENT INFORMATION CIRCULAR

Dated April 29, 2024 for the  
Annual General & Special Meeting to be held on June 12, 2024

### SOLICITATION OF PROXIES

This management information circular ("**Circular**") is provided in connection with the solicitation by management of Regenx Tech Corp. ("**Corporation**") of proxies for use at the annual and special general meeting ("**Meeting**") of the holders of common shares ("**Shareholders**") to be held on Wednesday, June 12, 2024 at the offices of DLA Piper (Canada) LLP, Suite 1000, 250 – 2<sup>nd</sup> Street SW, Calgary, Alberta at 11:00 AM (Calgary time) and at any adjournment, for the purposes set forth in the notice of meeting ("**Notice**").

The record date for the purpose of determining holders of common shares is April 29, 2024 ("**Record Date**"). Shareholders of record on that date are entitled to receive notice of and attend the Meeting and vote on the basis of one vote for each common share held, except to the extent that a registered Shareholder has transferred the ownership of any shares subsequent to the Record Date and the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that he owns the shares and demands, not later than 10 calendar days before the Meeting, that his name be included on the Shareholder list, in which case, the transferee will be entitled to vote his shares at the Meeting.

This solicitation is made on behalf of management. The Corporation will bear the costs incurred in the preparation and mailing of the Meeting materials. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by other means of communication, by directors, officers and employees of the Corporation who will not be remunerated for their services.

### NOTICE AND ACCESS

The Corporation has elected to use the notice-and-access provisions ("**Notice-and-Access Provisions**") provided for under NI 54-101 for the Meeting in respect of mailings to beneficial holders of Common Shares (i.e., a shareholder who holds their Common Shares in the name of a broker or an agent) and in respect of mailings to registered holders of Common Shares (i.e., a shareholder whose name appears on our records as a holder of Common Shares). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that are mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

The Corporation will not use procedures known as 'stratification' in relation to the use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using Notice-and-Access Provisions provides a paper copy of the relevant information circular to some, but not all, shareholders with the notice package in relation to the relevant meeting. In relation to the Meeting, all shareholders will receive notice containing information prescribed by the Notice-and-Access Provisions and a form of proxy or voting instruction form, as applicable.

The Corporation will be delivering proxy-related materials to non-objecting beneficial owners of Common Shares directly with the assistance of Broadridge Financial Solutions, Inc. ("**Broadridge**"). The Corporation does not intend to pay for intermediaries to deliver proxy-related materials to objecting beneficial owners of Common Shares and therefore objecting beneficial owners will not receive the Management Information Circular, a form of proxy and the financial information in respect of our most recently completed financial year (the "**Meeting Materials**") unless their intermediary assumes the costs of delivery.

The Meeting Materials will be available electronically at <https://www.regenx.tech/annual-and-special-meeting-of-shareholders> as of May 7, 2024, and will remain on the website for one (1) full year thereafter. The Meeting Materials will also be available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Corporation by calling toll-free at 1-866-498-4213. Meeting Materials will be sent to such shareholders and to shareholders requesting paper copies of the Meeting Materials by any other means at no cost to them, within three (3) business days of the Corporation receiving their request, if such requests are made before the date of the Meeting, including any adjournment thereof, and within 10 calendar days of the Corporation receiving their request, if such requests are made on or after the date of the Meeting and within one (1) calendar year of the Meeting Materials being filed online.

## **APPOINTMENT AND REVOCATION OF PROXIES**

**The persons named (the “Management Designees”) in the enclosed form of proxy are officers and directors of the Corporation. As a Shareholder, you have the right to appoint a person, who need not be a Shareholder, to represent you at the Meeting. To exercise this right you should insert the name of your representative in the blank space provided on the form of proxy and strike out the other names or submit another appropriate proxy.** The form of proxy should be dated and executed by the Shareholder or an attorney, authorized in writing and with proof of the authorization attached. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting his shares in person.

A form of proxy will not be valid for the Meeting or any adjournment unless it is completed and delivered to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 prior to 11:00 AM (Calgary time) on Tuesday, August 22, 2023 being at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment.

**The common shares represented by the Shareholder proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and that, if the Shareholder specifies a choice with respect to the any matter to be acted upon, the common shares will be voted accordingly.**

A registered Shareholder may revoke his proxy at any time prior to a vote. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his authorized attorney in writing, or, if the Shareholder is a company, under its corporate seal by an officer or attorney duly authorized, either at the registered office of the Corporation or with Computershare Trust Company of Canada, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment at which the proxy is to be used, or with the Chair of the Meeting on the day of the Meeting, or any adjournment.

## **ADVICE TO BENEFICIAL SHAREHOLDERS**

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold common shares in their own name. Shareholders who do not hold their common shares in their own name (“**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders who appear on the records of the registrar and transfer agent will be recognized at the Meeting. If the common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those common shares will, in all likelihood, **not** be registered in the Shareholder’s name. Without specific instructions, brokers and their nominees are prohibited from voting shares held by Beneficial Shareholders.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every broker and other intermediaries have their own mailing procedures and provide their own return instructions to clients which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the

Meeting. The majority of brokers delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions, Canada ("**Broadridge**"). Broadridge mails a Voting Information Form ("**VIF**") asking the Beneficial Shareholders to return the VIF to Broadridge by mail or by way of the Internet or telephone. **A Beneficial Shareholder who receives a VIF cannot use that VIF to vote directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted.**

**All reference to Shareholders in this Circular, the form of proxy and Notice are to registered Shareholders unless specifically stated otherwise.**

The proxy, VIF, notice and access notification and accompanying documents have been sent directly by the Corporation, rather than through an intermediary, to non-objecting beneficial owners under National Instrument 54-101. These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

### **VOTING OF PROXIES**

Each Shareholder may instruct his proxy how to vote his common shares by completing the blanks on the form of proxy. All common shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the common shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the form of proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the common shares represented by such form of proxy will be voted in favour of the matters set out therein.**

**The enclosed form of proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.**

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. As at the Record Date, there were 395,508,808 common shares issued and outstanding. There were no preferred shares issued and outstanding. Shareholders are entitled to one vote for each common share held.

A quorum of shareholders is present at a meeting of shareholders if at least two holders representing not less than 5% of the outstanding shares of the Corporation are present in person or represented by proxy.

To the knowledge of the directors and management, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

## BUSINESS OF THE MEETING

To the knowledge of the board of directors (“**Board**”), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice.

### 1. Financial Statements

On April 12, 2024, the Corporation announced that, due to the change of the auditor of the Corporation on April 10, 2024, that resulted in delays in the completion of its audit, the Corporation was unable to meet the filing deadline of April 29, 2024, for the audited annual financial statements of the Corporation for the year ended December 31, 2023. In response to the delay in the filing of the audited annual financial statements, on April 30, 2024, a management cease trade order was issued by the Alberta Securities Commission that prohibits the management of the Corporation from trading in the securities of the Corporation until such audited annual financial statements are filed. The Corporation expects the audited financial statements to be filed by May 29, 2024.

In the event that the audited financial statements of the Corporation for the year ended December 31, 2023, are filed on SEDAR+ prior to the Meeting, the Corporation will place before the shareholders at the Meeting such financial statements. In the event that such audited annual financial statements are not filed on SEDAR+ prior to the Meeting, such financial statements will be placed before the shareholders at the next annual general meeting of the shareholders of the Corporation.

Prior to filing on SEDAR+, the Board of Directors of the Corporation will have approved all of the information in the audited financial statements of the Corporation for the year ended December 31, 2023, and the report of the auditor thereon, and following the filing on SEDAR+, copies will be available for the shareholders to review on SEDAR+.

### 2. Fix Number of Directors

Shareholders will be asked to vote in favour of the resolution to fix the number of directors to be elected at the Meeting at five.

At the Meeting, it will be proposed that five (5) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).**

### 3. Election of Directors

There are currently five directors and all of the directors are being nominated for re-election. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board.** Each director elected will hold office until the next annual general meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* to which the Corporation is subject.

The following table sets forth the nominees, positions with the Corporation, their principal occupations at present and during the preceding five year periods during which they have served as directors and the number of voting shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction. Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that a nominee cannot stand for election for any reason prior to the Meeting, the proxy shall **not** be voted with respect to the filling of that vacancy.

Name and Residence	Director and Position held with the Corporation	Principal Occupation and Positions Held During the Last Five Years	Common Shares Beneficially Owned or Controlled or Directed
Greg Pendura <sup>1</sup> Alberta, Canada	Director since 2010 President and CEO since 2010	President and Chief Executive Officer of the Corporation	4,410,831
Darcy Thiele <sup>1</sup> Saskatchewan, Canada	Director since June 2015	Principal Owner & Engineering Manager of PSI Pressure Solutions Inc.	3,877,011 <sup>2</sup>
Rick Purdy Alberta, Canada	Director since June 2015	Founder of Nutraponics Canada Corp.	2,501,851
Harvey Granatier <sup>1</sup> Saskatchewan, Canada	Director since Jan 15, 2021	President & CEO of HDG Holdings Inc.	2,588,108 <sup>3</sup>
Curtis Sparrow, Alberta, Canada	Director since Feb 11, 2021	President & CEO of Concorde Consulting	150,000

<sup>1</sup>Member of Audit Committee

<sup>2</sup>Mr. Thiele's spouse is the joint owner of 107,500

<sup>3</sup>Mr. Granatier holds 418,530 shares directly / 473,311 are held in a TFSA / 1,305,917 are held jointly with his spouse / 390,350 are held by Mr. Granatier's spouse

### *Penalties, Sanctions, Cease Trade Orders or Bankruptcies*

Other than as set forth below, no proposed director, within 10 years before the date of this Circular, has been, a director, chief executive officer or chief financial officer of any company that: (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an “**Order**”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Sparrow is a director of Deep Well Oil & Gas, Inc. (“Deep Well”). On February 4, 2016, the Alberta Securities Commission issued a cease trade order against Deep Well for failure to file its annual financial statements and annual management’s discussion and analysis for the year ended September 30, 2015.

No proposed director, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except as noted below.

No proposed director has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

#### 4. Appointment of Auditor

The Shareholders will be asked to vote for the appointment of Gallo LLP, Chartered Professional Accountants, as auditor to hold office until the next annual meeting of the Shareholders at remuneration to be fixed by the directors. **Unless directed otherwise by a proxy holder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the common shares represented by any such proxy in favour of a resolution appointing Gallo LLP, as auditor of the Corporation,** to hold office until the close of the next annual general meeting of shareholders or until the firm of Gallo LLP is removed from office or resigns as provided by the Corporation's by-laws, and the Management Designees also intend to vote the common shares represented by any such proxy in favour of a resolution authorizing the Board to fix the compensation of the auditor.

Paul J. Rozek Professional Corporation, the former auditor, resigned as auditor effective April 3, 2024, as it was required to cease to perform all assurance engagement work by the Chartered Professional Accountants of Alberta. Gallo LLP, the current auditor of the Corporation, was appointed auditor of the Corporation effective April 10, 2024, by the Board of Directors.

In accordance with Part 4.11 of National Instrument 51-102, the "Reporting Package", which includes the notice of change of auditor, letter from the former auditor, and the letter from the successor auditor, was filed on April 11, 2024, with the necessary securities commissions and on SEDAR, and copies of these documents are attached hereto and made a part hereof as Exhibit I.

#### 5. Approval of Consolidation of Share Capital

Management of the Corporation believes that it is in the best interests of the Corporation to consolidate the Corporation's common shares on the basis of one (1) new common share for up to every two (2) common shares issued and outstanding immediately prior to the consolidation (the "**Consolidation**").

As a result, the Shareholders of the Corporation will be asked to consider, and, if thought advisable, to approve the Consolidation of the Corporation's common shares. All outstanding common share purchase warrants, stock options and any other securities granting rights to acquire common shares of the Corporation will be affected by the Consolidation in accordance with the adjustment provisions contained in the instruments giving rise to the issuance of such securities. Management would like the consent of the Shareholders to not proceed with the Consolidation in the event that the special resolution is passed by the shareholders at the Meeting and management subsequently concludes that it would not be in the best interests of the Corporation to proceed with the Consolidation. The Consolidation is subject to the approval of the Exchange.

No fractional common shares shall be issued in connection with the Consolidation. The number of common shares issued in connection with the Consolidation shall be rounded up to the next greater whole number of common shares if the fractional entitlement is equal to or greater than 0.5 and shall, without any additional compensation, be rounded down to the next lesser whole number of common shares if the fractional entitlement is less than 0.5 and, in calculating such fractional interests, all common shares registered in the name of and held by such Shareholder shall be aggregated.

The shareholders of the Corporation will be asked to consider, and if thought advisable, to approve a special resolution to amend the Articles of the Corporation with respect to the Consolidation.

The board of directors believes that the Consolidation is in the best interests of the Corporation and therefore unanimously recommends that Shareholders vote in favour of the special resolution.

The text of the special resolution to be voted on at the Meeting by the Shareholders is set forth below.

**"BE IT RESOLVED as a special resolution of the Corporation that:**

1. the Corporation's Common Shares be consolidated on the basis of one (1) new Common Share for up to every two (2) Common Shares issued and outstanding immediately prior to the consolidation (the "Consolidation");
2. shareholders shall not receive fractional shares as a result of the Consolidation and the number of Common Shares held by each shareholder at the time of the Consolidation shall be rounded to the nearest whole number of Common Shares;
3. the Articles of the Corporation be amended with respect to the Consolidation;
4. the Board of Directors may, at its sole discretion, set the exact ratio of the Consolidation (not to exceed 2:1), and determine to not act on this special resolution, without further approval or authorization from the shareholders of the Corporation; and
5. any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this special resolution."

**Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the special resolution approving the Consolidation.** In order to be effective, the special resolution in respect of the approval of the Consolidation requires approval of not less than two thirds (2/3) of the votes cast by Shareholders who vote in respect of such special resolution.

#### **Other Business**

While there is no other business other than that business mentioned in the Notice to be presented for action by Shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

#### **GENERAL**

**Unless otherwise directed, it is management's intention to vote proxies in favor of the resolutions set forth herein.** All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of common shares.

#### **AUDIT COMMITTEE**

##### **Audit Committee Terms of Reference**

The text of the Corporation's Audit Committee charter is set out under Exhibit II to the Corporation's Management Information Circular dated July 23, 2014 and filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on August 5, 2014, which is incorporated by reference herein.

##### **Composition and Relevant Education and Experience**

The Audit Committee is composed of Harvey Granatier, Darcy Thiele and Greg Pendura. Messrs. Granatier and Thiele are considered independent.

All members have the ability to read, analyze and understand the complexities surrounding the preparation of financial statements pertinent to the Corporation. All members have been involved in the financing, administration and operation of managing small private and/or public companies for several

years and have been, either directly or indirectly, involved in the preparation of financial statements, dealing with the auditors or as a member of an audit committee.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

Since the commencement of the Corporation’s most recently completed financial year, it has not relied on the exemption in section 2.4 (*De Minimus Non-audit Services*) or an exemption granted under Part 8 (*Exemptions*) of NI 52-110 *Audit Committees* (“**NI 52-110**”).

### **Pre-Approval Policies and Procedures**

The Audit Committee must approve all non-audit services provided by auditors prior to any work commencing.

### **External Auditor Service Fees**

The aggregate fees billed by the external auditors in each of the last two fiscal years for audit and other fees are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees<sup>1</sup></b>	<b>Audit Related Fees<sup>2</sup></b>	<b>Tax Fees<sup>3</sup></b>	<b>All Other Fees<sup>4</sup></b>
2022	\$28,500	Nil	\$1,425	Nil
2023	\$27,500	Nil	\$1,375	Nil

<sup>1</sup>Audit Fees is the aggregate fees billed by the external auditor

<sup>2</sup>Audit-Related Fees are the aggregate fees billed for assurance and related services by the external auditor

<sup>3</sup>Tax Fees are the aggregate fees billed for professional services rendered by the external auditor for tax compliance, tax advice and tax planning.

<sup>4</sup>All Other Fees are the aggregate fees billed for products and services provided by the external auditor other than the services reported.

### **Exemption**

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its audit committee and its reporting obligations under NI 52-110.

## **EXECUTIVE COMPENSATION**

The Named Executive Officers (“**NEOs**”) for the year ended December 31, 2023 were Greg Pendura, Chief Executive Officer (“**CEO**”), Emily Richardson, Chief Financial Officer (“**CFO**”), Don Weatherbee, President and Fabricio Maia, Director of Research & Development.

NEO means a CEO, CFO, each of the three most highly compensated executive officers other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year, and each individual who would be an NEO but for the fact that the individual was neither an executive officer at the end of that financial year.

### **Compensation Discussion and Analysis**

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation’s corporate objectives and to increase shareholder value. The main objective of the compensation program is to recognize the contribution of the NEOs to the overall success and strategic growth of the Corporation. The philosophy

of the Corporation is to pay the management a total compensation amount that is competitive with other Canadian junior resource companies and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Corporation on both an annual and long-term basis.

The compensation program provides incentives to its NEOs and Board to achieve long term objectives through grants of stock options pursuant to the Plan. Increasing the value of the common shares increases the value of the stock options. This incentive closely links the interests of the NEOs and directors to Shareholders. The allocation of options pursuant to the Plan is determined by the Board which considers such factors as previous grants to individuals, overall corporate performance, share price performance, the role and performance of the individuals and, in the case of grants to non-executive directors, the amount of time directed to the Corporation's affairs. The Corporation believes that participation by the NEOs in the Plan aligns the interests of the NEOs with the Shareholders, as the NEOs are rewarded for the Corporation's performance as evidenced by share price appreciation.

The Board has not considered the implications of the risks associated with the Corporation's compensation policies and practices. Neither a NEO nor a director are permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

During the year-ended December 31, 2023, the Corporation had a written agreement with Mr. Pendura for his consulting services which include, as CEO, providing leadership and vision to manage the Corporation in the best interests of the Shareholders; serving as external spokesman; providing strategic planning; and risk management in addition to other appropriate duties and responsibilities assigned by the Board. Pursuant to such agreement, Mr. Pendura was paid an annual base fee in the aggregate of \$244,000 for the year ended December 31, 2023.

Effective October 2, 2022, the Corporation entered into an employment agreement with Ms. Richardson, which provides that Ms. Richardson would act as CFO. Pursuant to such agreement, Ms. Richardson is entitled to receive an annual salary of \$130,000.

### **Option-based Awards**

During the year-ended December 31, 2023, the Board of Directors granted 4,150,000 stock options to directors and officers of the Corporation. The Corporation took into account the options granted during the previous financial year in determining the grant of options in the financial year ended December 31, 2023.

The allocation of the number of options granted among the directors and officers of the Corporation is determined by the entire Board of Directors. See *"Incentive Plan Awards"* below and *"DIRECTOR COMPENSATION - Incentive Plan Awards"* below.

### **Compensation Governance**

The Board has not appointed a Compensation Committee. The Board is responsible for matters related to human resources and compensation, including equity compensation, and the establishment of a plan of continuity and development for senior management of the Corporation. The Board reviews and approves all new executive employment, consulting, retirement and severance agreements and arrangements proposed for the Corporation's executives and evaluates existing agreements with the Corporation's executives.

### **Summary Compensation Table**

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly to the NEOs during the last completed financial year. The Corporation does not have any share-based award plans, non-equity long-term incentive plans, or any defined benefit or defined contribution pension plans.

Name and Principal Position	Year Ended Dec 31	Salary (\$)	Option-Based Awards (\$) <sup>(1) (2)</sup>	All Other Compensation (\$)	Total Compensation (\$)
Greg Pendura, CEO	2023	Nil	\$64,802	\$247,434 <sup>(3)</sup>	\$312,236
	2022	Nil	\$34,793	\$262,529 <sup>(3)</sup>	\$297,322
	2021	Nil	\$202,926	\$251,242 <sup>(3)</sup>	\$454,168
Emily Richardson, CFO	2023	\$130,524	\$20,251	\$4,701	\$155,476
	2022	\$20,090	\$8,698	\$636	\$29,424
Don Weatherbee President	2023	\$210,231	\$64,802	\$4,946	\$279,979
	2022	\$210,138	\$30,444	\$4,067	\$244,650
	2021	\$189,398	\$106,707	\$4,189	\$300,294
Fabricio Maia Director of Research & Development	2023	\$150,524	\$20,251	\$4,655	\$175,430
	2022	\$123,349	\$13,047	\$3,889	\$140,285
	2021	\$88,124	\$26,379	\$4,112	\$118,615

**Notes:**

- (1) "Option-Based Award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features.
- (2) The "grant date fair value" has been determined by using the Black-Scholes option pricing model. See discussion below.
- (3) Compensation was paid pursuant to consulting agreements with Mr. Pendura.

*Narrative Discussion*

Calculating the value of stock options using the Black-Scholes option pricing model is very different from a simple "in-the-money" value calculation. In fact, stock options that are well out-of-the-money can still have a significant "grant date fair value" based on a Black-Scholes option pricing model, especially where, as in the case of the Corporation, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation.

**Incentive Plan Awards**

*Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth details of all option-based awards outstanding for each NEO as of December 31, 2023. The Corporation does not have any share-based award plans for its NEOs.

Name	Option-Based Awards			
	Number of Securities Underlying Unexercised Options <sup>3</sup>	Option Exercise Price	Option Expiration Date	Value of Unexercised in-the-money Option <sup>1, 2</sup>
Greg Pendura	400,000	\$0.21	September 25, 2024	Nil
	2,000,000	\$0.075	May 3, 2026	Nil
	900,000	\$0.10	July 28, 2026	Nil
	800,000	\$0.05	November 24, 2027	Nil
	800,000	\$0.13	September 14, 2028	Nil

<b>Option-Based Awards</b>				
<b>Name</b>	<b>Number of Securities Underlying Unexercised Options<sup>3</sup></b>	<b>Option Exercise Price</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised in-the-money Option<sup>1, 2</sup></b>
Emily Richardson	200,000	\$0.05	November 24, 2027	Nil
	250,000	\$0.13	September 14, 2028	Nil
Don Weatherbee	150,000	\$0.21	September 25, 2024	Nil
	950,000	\$0.075	May 3, 2026	Nil
	550,000	\$0.10	July 28, 2026	Nil
	700,000	\$0.05	November 24, 2027	Nil
Fabricio Maia	800,000	\$0.13	September 14, 2028	Nil
	150,000	\$0.075	May 3, 2026	Nil
	200,000	\$0.10	July 28, 2026	Nil
	300,000	\$0.05	November 24, 2027	Nil
	250,000	\$0.13	September 14, 2028	Nil

<sup>1</sup>Unexercised “in-the-money” options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.

<sup>2</sup>As at December 29, 2023, the market value of the common shares on the Canadian Securities Exchange was \$0.04.

#### *Incentive Plan Awards - Value Vested or Earned During the Year*

The following table sets forth the value of option-based awards which vested or were earned during the most recently completed financial year for each NEO. The Corporation does not have any share-based award plans for its NEOs.

<b>Name</b>	<b>Option-Based Awards - Value vested during the year<sup>1</sup></b>
Greg Pendura	Nil
Emily Richardson	Nil
Don Weatherbee	Nil
Fabricia Maia	Nil

<sup>1</sup>Based on the difference between the market price of the options at the vesting date and the exercise price.

#### *Narrative Discussion*

The Corporation has a stock option plan (the “**Plan**”) previously approved by the shareholders of the Corporation on August 24, 2023. The significant terms of the Plan set out below.

The Plan shall be administered by the Board of Directors of the Corporation, or if appointed, by a special committee of directors appointed from time to time by the Board of Directors (the “**Board**”). The aggregate number of Common Shares which may be reserved for issuance under the Plan shall not exceed 10% of the Corporation’s issued and outstanding Common Shares. The number of Common Shares subject to an option to a participant shall be determined by the Board, but no participant shall be granted an option which exceeds the maximum number of shares permitted by any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction. The exercise price of the Common Shares covered by each option shall be determined by the Board, provided however, that the exercise price shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction. The maximum length any option shall be ten (10) years from the date the option is granted, provided that participant’s options expire ninety (90) days after a participant ceases to act for the Corporation, subject to extension at the discretion of the Board, except upon the death of a participant, in which case the participant’s estate shall have twelve (12) months in which to exercise the outstanding options. The Plan includes a provision that should an option expiration date fall within a blackout period or immediately following a blackout period, the expiration date will automatically be extended for ten (10) business days following the end of the blackout period. The Plan also allows for the exercise of stock options on a cashless and net exercise basis.

In addition, pursuant to the Plan, amendments to any of the following provisions of the Plan are subject to shareholder approval:

- (a) persons eligible to be granted or issued options under the Plan;
- (b) the maximum number or percentage, as the case may be, of listed shares that may be issuable under the Plan;
- (c) the limits under the Plan on the amount of options that may be granted or issued to any one person or any category of persons (such as, for example, Insiders);
- (d) the method for determining the exercise price of the options;
- (e) the maximum term of the options;
- (f) the expiry and termination provisions applicable to the options, including the addition of a blackout period;
- (g) the addition of a Net Exercise (as defined in the policies of the Exchange) provision; and
- (h) any method or formula for calculating prices, values or amounts under the Plan that may result in a benefit to a Participant, including but not limited to the formula for calculating the appreciation of a Stock Appreciation Right (as defined in the policies of the Exchange).

### **Pension Plan Benefits**

The Corporation does not have any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

### **Termination and Change of Control Benefits**

The Corporation is not a party to any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation, its subsidiaries or affiliates or a change in a NEOs responsibilities, except for the consulting contract for Mr. Pendura. The contract states the consultant would be entitled to his base fee not yet paid up to the termination date plus a retiring allowance calculated as: one-quarter of the current annual base fee, plus an additional one-sixth of the current annual base fee for each full year that the Consultant has been retained by the Corporation (with a start date of September 20, 2010 for Mr. Pendura) up to maximum retiring allowance in the amount of two times the current annual base fee.

### **Director Compensation**

During the most recently completed financial year, the Corporation did not pay any cash compensation to any of the directors for services rendered in their capacity as directors, in addition to reimbursement of reasonable expenses.

### **Director Compensation Table**

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to directors for the most recently completed financial year, excluding NEOs whose compensation has been previously disclosed in this Circular. The Corporation does not have share-based award plans, non-equity incentive plans or pension plans for its directors.

<b>Name</b>	<b>Fees Earned</b>	<b>Option-Based Awards <sup>1</sup></b>	<b>All Other Compensation</b>	<b>Total</b>
Curtis Sparrow	Nil	\$40,501	Nil	\$40,501
Darcy Thiele	Nil	\$40,501	Nil	\$40,501
Rick Purdy	Nil	\$64,801	\$203,947	\$268,748
Harvey Granatier	Nil	\$40,501	Nil	\$40,501

<sup>1</sup> All options are granted pursuant to the stock option plan. Option-based award amounts are non-cash amounts and are the fair value estimates of options granted during the year, calculated using the Black-Scholes pricing model, whereby the fair value of stock

options is determined on the grant date and recorded as compensation expense over the period that the stock options vest. The Black-Scholes model is an industry accepted valuation method.

## Incentive Plan Awards

### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth for each director, other than NEOs, all option-based awards outstanding as at December 31, 2023. The Corporation does not have any share-based award plans.

Name	Option-Based Awards			
	Number of Securities Underlying Unexercised Options <sup>3</sup>	Option Exercise Price	Option Expiration Date	Value of Unexercised in-the-money Option <sup>1 2</sup>
Curtis Sparrow	300,000	\$0.075	May 3, 2026	Nil
	300,000	\$0.10	July 28, 2026	Nil
	300,000	\$0.05	November 24, 2027	Nil
	500,000	\$0.13	September 14, 2028	Nil
Darcy Thiele	150,000	\$0.21	September 25, 2024	Nil
	925,000	\$0.075	May 3, 2026	Nil
	300,000	\$0.10	July 28, 2026	Nil
	300,000	\$0.05	November 24, 2027	Nil
	500,000	\$0.13	September 14, 2028	Nil
Harvey Granatier	300,000	\$0.075	May 3, 2026	Nil
	300,000	\$0.10	July 28, 2026	Nil
	300,000	\$0.05	November 24, 2027	Nil
	500,000	\$0.13	September 14, 2028	Nil
Rick Purdy	200,000	\$0.21	September 25, 2024	Nil
	1,150,000	\$0.075	May 3, 2026	Nil
	800,000	\$0.10	July 28, 2026	Nil
	500,000	\$0.05	November 24, 2027	Nil
	800,000	\$0.13	September 14, 2028	Nil

<sup>1</sup>Unexercised "in-the-money" options refer to the options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the option.

<sup>2</sup>As at December 29, 2023, the market value of the common shares on the Canadian Securities Exchange was \$0.04.

### *Incentive Plan Awards - Value Vested or Earned During the Year*

The following table sets forth for each director, other than a NEO, the value vested or earned on all option-based awards during the financial year ending December 31, 2022. The Corporation does not have non-equity incentive plans or share based award plans for Directors.

Name	Option-Based Awards - Value vested during the year
Curtis Sparrow	Nil
Darcy Thiele	Nil
Rick Purdy	Nil
Harvey Granatier	Nil

<sup>1</sup>Based on the difference between the market price of the options at the vesting dates and the exercise price.

## Other Compensation

Other than as set forth herein, the Corporation did not pay any other compensation to executive officers or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full time employees) during the last completed financial year other than benefits and perquisites which did not amount to \$10,000 or greater per individual.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	27,249,998	\$0.11	12,300,882
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	27,249,998	\$0.11	12,300,882

## DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the directors who are elected by and are accountable to the Shareholders and takes into account the role of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board is committed to sound corporate governance practices which are in the interest of its shareholders and contribute to effective and efficient decision making.

### Board of Directors

The Board is currently comprised of five directors, all of whom are nominated for re-election at the Meeting. Messrs. Thiele, Purdy, Granatier and Sparrow are independent directors. Mr. Pendura, Chief Executive Officer, is a member of management and, as a result, is not an independent director.

An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. As disclosed above, the Board is comprised of a majority of independent directors. The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the directors have access to the external auditors, legal counsel and to any of the Corporation's officers.

### Directorships

The following directors of the Corporation are presently directors of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)
Curtis Sparrow	BioNeutra Global Corporation	TSX Venture
	Deep Well Oil & Gas, Inc.	Over-the-counter markets
Rick Purdy	Health Logic Interactive Inc.	NEX

### Orientation and Continuing Education

Each new director is given an outline of the Corporation's business, its corporate strategy and any current issues before the Board and copies of the Corporation's governance policies. New directors meet with management to discuss and better understand the Corporation's business and are advised by counsel to the Corporation of their legal obligations as directors. The introduction and education process is reviewed and revised as necessary.

### Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics, which was filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) on December 12, 2007.

The Board has established a Whistleblower Policy, which establishes the complaint procedure for concerns about any aspect of the Corporation's activities and operations. These policies assist in maintaining the ethical business conduct of the officers and directors.

The Board has found that the fiduciary duties placed on individual directors by governing corporate legislation and the common law have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, directors must comply with the conflict of interest provisions of the *Business Corporations Act* (Alberta), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

### Nomination of Directors

The Board establishes criteria for board membership, reviews candidates' qualifications and any potential conflicts of interest. The Board employs prescribed criteria in its selection of new candidates, which criteria include:

- independence and judgment - the directors should have a substantial degree of independence from management. Board independence depends not only on directors' individual relationships (personal, employment or a business) but also on the Board's overall attitude towards management; and
- relevant experience in business and industry - the directors should be possessed of relevant experience in business and industry, government, education and other areas which are beneficial to the Corporation. Directors with such backgrounds can provide a useful perspective on significant risks and competitive advantages.

## **Compensation**

The Board is responsible for determining the compensation of the directors and executive officers. The Board uses market data for comparable industry sectors in order to set compensation levels. See "EXECUTIVE COMPENSATION - Compensation Governance" above.

## **Other Board Committees**

The Corporation has no standing committees at this time other than the Audit Committee.

## **Assessments**

The Board has not implemented a formal process for assessing its effectiveness or the effectiveness of individual members or committees. Due to the Corporation's size, its stage of development and the limited number of directors, the Board considers a formal assessment process to be unnecessary at this time. The Board continues to evaluate its own effectiveness on an ad hoc basis.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No director, executive officer, employee or former director, executive officer or employee of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any of these persons been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

## **INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

The Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, or proposed nominee for election as a director or any associate or affiliate of any of the foregoing, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has or would materially affect the Corporation or any of its subsidiaries.

## **MANAGEMENT CONTRACTS**

During the most recently completed financial year, no management functions of the Corporation were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

## **INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as otherwise set out herein, no director or executive officer of the Corporation or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information of the most recently completed financial year is provided in the comparative financial statements and management discussion and analysis available on SEDAR+. A shareholder may contact the Corporation at 101 Lafleur Drive, St. Albert, AB T8N 7M8 or by fax (250) 247-7393 to obtain a copy of the most recent financial statements and management discussion and analysis.

## **BOARD APPROVAL**

The contents and the sending of this Circular have been approved by the Board.

**EXHIBIT I**

**REPORTING PACKAGE**

Attached.

**REGENX TECH CORP.**  
101 Lafleur Drive  
St. Albert, Alberta T8N 7M8

**NOTICE OF CHANGE OF AUDITOR**  
Pursuant to NI 51-102 (Part 4.11)

TO: Paul J. Rozek Professional Corporation, Chartered Professional Accountant

AND TO: Gallo LLP Chartered Professional Accountants

AND TO: Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

It is proposed that Regenx Tech Corp. (the “**Corporation**”) will change its auditor from Paul J. Rozek Professional Corporation, Chartered Professional Accountant (the “**Former Auditor**”) to Gallo LLP Chartered Professional Accountants (the “**Successor Auditor**”) effective as of April 10, 2024.

The Former Auditor resigned at the request of the Corporation on April 3, 2024. The Audit Committee’s recommendation to the Board of Directors for the change of auditor was made due to the Corporation’s need to move to a different audit firm, as the Former Auditor was required to cease to perform all assurance engagement work by the Chartered Professional Accountants of Alberta.

The Corporation further reports there were no reservations in the auditor’s reports on the Corporation’s financial statements for the period during which the Former Auditor was the Corporation’s auditor.

There are no reportable events including disagreements, consultations, or unresolved issues as defined in NI 51-102 (Part 4.11) between the Corporation and the Former Auditor. The change of the auditor and the recommendation to appoint the Successor Auditor was approved by the Audit Committee and the Board of Directors of the Corporation.

DATED this 11 day of April, 2024.

**REGENX TECH CORP.**

Per:   
\_\_\_\_\_  
Emily Richardson  
Chief Financial Officer



**GALLO LLP**

CHARTERED PROFESSIONAL ACCOUNTANTS

April 11, 2024

Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Regenx Tech Corp. (the "Corporation")**

We have read the notice of change of auditor (the "**Notice**") of Regenx Tech Corp. dated April 11, 2024 and are in agreement with the statements in such Notice.

Yours truly,

**GALLO LLP CHARTERED PROFESSIONAL ACCOUNTANTS**

Per: \_\_\_\_\_

Jonathan Gallo, MBA, CPA, CA

Managing Partner



**Paul J. Rozek Professional Corporation**  
**Chartered Professional Accountant**

Suite 301, 1220 Kensington Road NW  
Calgary, Alberta, T2N 3P5

April 11, 2024

Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Regenx Tech Corp. (the "Corporation")

As required by National Instrument 51-102, we have reviewed the information contained in the notice of change of auditor (the "Notice") for Regenx Tech Corp. dated April 11, 2024 and, based upon our firm's knowledge of the circumstances, we do not disagree with the information contained in the Notice.

Yours truly,

PAUL J. ROZEK PROFESSIONAL CORPORATION, CHARTERED PROFESSIONAL  
ACCOUNTANT

Per:

*Paul J. Rozek Professional Corporation*

Paul J. Rozek Professional Corporation





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