

**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

June 18, 2024

3. News Release

A press release was disseminated on June 12, 2024 via NewsWire.

4. Summary of Material Change

Effective on Tuesday, June 18, 2024, the Corporation will complete the consolidation (the “**Consolidation**”) of its Common Shares on the basis of 2 pre-Consolidation Common Shares for 1 post-Consolidation Common Share, subject to regulatory approval, including approval of the Canadian Securities Exchange.

5. Full Description of Material Change

5.1 Full Description of Material Change

Effective on Tuesday, June 18, 2024, the Corporation will complete the consolidation (the “**Consolidation**”) of its Common Shares on the basis of 2 pre-Consolidation Common Shares for 1 post-Consolidation Common Share, subject to regulatory approval, including approval of the Canadian Securities Exchange (the “**CSE**”). Where the exchange results in a fractional share, the number of Common Shares will 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. Shareholder approval of the Consolidation was obtained at the annual general and special shareholders meeting held on June 12, 2024. A new CUSIP number of 75903N208 replaces the old CUSIP number of 603465303, to distinguish between the pre- and post- consolidated Common Shares. The Corporation’s name and trading symbol will remain unchanged.

The Consolidation is being conducted on a “push-out” basis. Shareholders of the Corporation, with or without a physical share certificate, do not need to take any action with respect to the Consolidation. DRS statements for the post-Consolidation Common Shares will be mailed on or about June 18, 2024. Existing share certificates will be cancelled.

Commencing at the opening of trading on Tuesday, June 18, 2024, the Common Shares of the Corporation will trade on a post-Consolidation basis on the CSE. Following the completion of the Consolidation, there are expected to be 395,508,808 post-Consolidation Common Shares outstanding..

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: 1-866-498-4213

9. Date of Report

June 18, 2024