

# **Form 45-106F1**

## ***Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

### **Item 1**

**Reg Technologies Inc.  
240 – 11780 Hammersmith Way  
Richmond, B.C.  
V7A 5E9**

**Telephone: (604) 278-5996**

### **Item 2**

**This issuer is a reporting issuer in the jurisdictions of British Columbia and Alberta.**

### **Item 3**

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | Mining   |
| Financial Services                                      | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production              |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate             |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities               |
| <input checked="" type="checkbox"/> Industrial          | <input type="checkbox"/> Other (describe)        |

### **Item 4**

**Schedule 1 attached.**

### **Item 5**

**Distribution date: January 28, 2010**

### **Item 6**

**1,012,596 units at \$0.15 per Unit for gross proceeds of \$151,889.40. Each Unit consists of one common share and one one-year common share purchase warrant entitling the purchaser to purchase an additional common share of the Company at \$0.20 until January 26, 2011.**

**Exemptions relied on would include: NI45-106, s. 2.9 and NI45-106, s. 2.3(1).**

**Item 7**

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	4	\$0.15	\$ 90,000.00
Alberta	1	\$0.15	15,000.00
Ontario	2	\$0.15	25,000.00
United States	2	\$0.15	21,889.50
<b>Total number of Purchasers</b>	9		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			\$151,889.50

**Item 8**

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued <sup>(1)</sup>	Price per security	Exemption relied on and date of distribution	
Cindy Broad, 969 Montroyal Blvd., North Vancouver, BC, V7M 1H7	\$1,040.00	N/A	N/A	N/A	N/A
Monique Van Oord, 358 East 26 <sup>th</sup> Street, North Vancouver, BC, V7N 1B1	\$800.00	N/A	N/A	N/A	N/A
Sue Bromberg, 205 – 1354 North Harper Avenue, West Hollywood, CA, 90046	\$4,160.00	N/A	N/A	N/A	N/A
Arnie Winrob, 6537 Pimlico Way, Richmond, BC, V6Y 2Y1	\$1,050.00	N/A	N/A	N/A	N/A

**Item 9**

If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

**Date**

**February 5, 2010**

**Reg Technologies Inc.**

Name of issuer (please print)

**John Robertson, President, 604-278-5996**

Print name, title and telephone number of person signing

**"John Robertson"**

Signature

**Item 10**

**Jennifer Lorette, Corporate Admin. 604-278-5996**

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**