

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.

Issuer information

Item 1: **REG TECHNOLOGIES INC.**
 #240 - 11780 Hammersmith Way
 Richmond, BC V7A 5E9
 Telephone: (604) 278-5996

Item 2: The Issuer is a reporting issuer in British Columbia and Alberta.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|--|
| ☐ Bio-tech | Mining |
| Financial Services | ☐ exploration/development |
| ☐ investment companies and funds | ☐ production |
| ☐ mortgage investment companies | ☐ Oil and gas |
| ☐ Forestry | ☐ Real estate |
| ☐ Hi-tech | ☐ Utilities |
| ☒ Industrial | ☐ Other (describe) |
-

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

February 24, 2011

Item 6: For each security distributed:

(a) describe the type of security,

An aggregate of up to 4,000,000 Units are offered pursuant to a private placement at \$0.15 per Unit to raise gross proceeds of \$600,000. Each Unit consists of one share (“Share”) of Common Stock of the Company (the “Common Stock”) and one warrant (the “Warrant”). Each Warrant will enable the investor to purchase one additional share of Common Stock at US\$0.20 for one year from the date the Units are issued.

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

The total number of Units distributed pursuant to this report of exempt distribution, representing the first tranche of Units offered, is 1,894,333 Units pursuant to the private placement.

- (c) state the exemption(s) relied on.

NI 45-106 (Section 2.3 and 2.5)

1. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	\$0.15	\$154,500
United States	7	\$0.15	\$102,150
Ontario	1	\$0.15	\$10,500
Alberta	1	\$0.15	\$17,000
Total number of Purchasers	15		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$284,150

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 7: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

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	Price per security	Exemption relied on and date of distribution	
Arnie Winrob 2982 W. 22nd Ave., Vancouver, B.C. V6L 1M8	\$6,000	None	n/a	n/a	\$6,000
Susan Bromberg, Suite 205 – 1354 North Harper Ave., West Hollywood, CA 90046	\$2,560	None	n/a	n/a	\$2,560

Item 8: 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: March 7, 2011

REG TECHNOLOGIES INC.

Name of issuer (please print)

John G. Robertson, President

(604) 278-5996

Print name, title and telephone number of person signing

"John Robertson"

Signature

Item 9: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) the Ontario Subscribers have been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) the Ontario Subscribers have authorized the indirect collection of the information by the Ontario Securities Commission.