

Form 62-103F1

*Required Disclosure under the Early Warning Requirements*

**Item 1 – Security and Reporting Issuer**

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

This report relates to units (“Units”) of ReGen III Corp. (the “Issuer”). Each Unit consists of one convertible debenture in the principal amount of \$1,000 (the “Convertible Debentures”) and 1,000 common share purchase warrants (the “Warrants”). The Issuer’s head office address is located at Suite 1245 – 200 Granville Street, Vancouver, British Columbia V6C 1S4.

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable. The transaction was a purchase from the Issuer pursuant to a private placement.

**Item 2 – Identity of the Acquiror**

- 2.1 *State the name and address of the acquiror.*

Brad White (“White”)  
82 Chestnut Park Road  
Toronto, ON M4W 1W9

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

The private placement through which the Units were acquired closed in two tranches - November 17, 2023, and December 20, 2023 (the “Private Placement”). The Units were acquired on November 17, 2023 (100 Units), and December 20, 2023 (45 Units).

- 2.3 *State the names of any joint actors.*

Not applicable.

**Item 3 – Interest in Securities of the Reporting Issuer**

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

White acquired ownership or control over 145 Convertible Debentures and 145,000 Warrants of the Issuer. This represents an approximate 0.31% change in White's shareholding (assuming the immediate conversion and exercise of the Convertible Debentures and Warrants, but prior to giving effect to the exercise of any additional warrants and options held by White prior to the Private Placement).

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

White acquired ownership and control of 145 Convertible Debentures and 145,000 Warrants of the Issuer.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

White acquired ownership or control over 145 Convertible Debentures and 145,000 Warrants of the Issuer pursuant to the Private Placement. If immediately converted and exercised, the acquired securities would represent approximately 0.34% of the issued and outstanding shares of the Issuer as at the date of this report.

Immediately prior to the Private Placement, White owned and controlled an aggregate of 12,614,090 common shares, 666,750 warrants and 700,000 stock options, representing approximately 10.66% of the issued and outstanding shares of the Issuer on a non-diluted basis and approximately 11.68% on a partially diluted basis assuming White's exercise of his warrants and options. Immediately following the Private Placement, White owns, controls or directs an aggregate of 12,614,090 common shares, 811,750 warrants, 700,000 options and 145 Debentures, representing approximately 10.66% of the issued and outstanding shares of the of the Issuer on a non-diluted basis and approximately 11.98% on a partially diluted basis assuming White's exercise or conversion of his warrants, options and Debentures.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

- (a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*
- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

All securities referred to in paragraph 3.4, above, are owned or controlled by White.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

White does not have an interest in, or right or obligation associated with, any related financial instrument involving the common shares of the Issuer, except as noted in paragraph 3.4 and elsewhere herein.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

*State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 - Consideration Paid**

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

145 Units of the Issuer at a price of \$1,000 per Unit, totaling \$145,000.00.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

The consideration paid for the acquired Units was cash in the amount of \$145,000.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

#### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following: (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer; (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries; (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board; (e) a material change in the present capitalization or dividend policy of the reporting issuer; (f) a material change in the reporting issuer's business or corporate structure; (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company; (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace; (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada; (j) a solicitation of proxies from securityholders; and (k) an action similar to any of those enumerated above.*

The Units acquired will be held for investment purposes. White may, depending on market and other conditions, increase or decrease his beneficial ownership of the Issuer's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of*

*profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

#### **Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

#### **Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable. The transaction was not subject to formal bid requirements under applicable securities legislation.

#### **Item 9 – Certification**

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

**Certificate**

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 20<sup>th</sup> day of December, 2023.

"Brad White"  
Signature

Brad White  
Name