

RAILTOWN CAPITAL CORP.

STOCK OPTION PLAN

OPTION CERTIFICATE

Date: September 28, 2011

This certificate is issued pursuant to the provisions of the Railtown Capital Corp. (the “**Company**”) Stock Option Plan (the “**Plan**”) and evidences that Martin Woodward is the holder of an option (the “**Option**”) to purchase up to 80,000 common shares (the “**Shares**”) in the capital stock of the Company at a purchase price of \$0.10 per Share. Subject to the provisions of the Plan:

- (a) the Award Date of this Option is September 28, 2011; and
- (b) the Expiry Date of this Option is September 27, 2016.

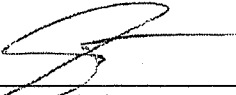
Additional Vesting or Other Restrictions:

This Option may be exercised in accordance with its terms at any time and from time to time from and including the Award Date through to and including up to 5:00 p.m. (Vancouver time) on the Expiry Date, by delivering to the Administrator of the Plan an Exercise Notice, in the form provided in the Plan, together with this certificate and a certified cheque or bank draft payable to the Company in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which this Option is being exercised.

This certificate and the Option evidenced hereby is not assignable, transferable or negotiable and is subject to the detailed terms and conditions contained in the Plan. This certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Company shall prevail.

If the optionee does not continue as a director, officer, technical consultant or employee of the Company following completion of the Company’s “qualifying transaction” under the rules and policies of the TSX Venture Exchange, the Option will have a maximum term of the latter of 12 months after the completion of the qualifying transaction and 90 days after the optionee ceases to become a director, officer, technical consultant or employee of the Company following completion of the qualifying transaction.

RAILTOWN CAPITAL CORP.

By: 

Authorized Signatory