

**FORM 13-502F2**  
**CLASS 2 REPORTING ISSUERS – PARTICIPATION**  
**FEE**

**Reporting Issuer Name:**     Railltown Capital Corp.    

**End date of last completed fiscal year: September  
30, 2012**

Financial Statement Values:

(Use stated values from the audited financial statements  
of the reporting issuer as of the end of its last completed  
fiscal year)

Retained earnings or deficit     16,510     (A)

Contributed surplus    -55,441     (B)

Share capital or owners' equity, options, warrants and  
preferred shares (whether such shares are classified as  
debt or equity for financial reporting purposes)     90,000     (C)

Non-current borrowings<sup>1</sup> (including the current portion)                      (D)

Finance leases<sup>2</sup> (including the current portion)                      (E)

Non-controlling interest<sup>3</sup>                      (F)

Items classified on the statement of financial position<sup>4</sup> as non-current liabilities (and not otherwise listed above)<sup>5</sup>

\_\_\_\_\_ (G)

Any other item forming part of equity<sup>6</sup> and not set out specifically above

\_\_\_\_\_ (H)

**Capitalization for the last completed fiscal year**

(Add items (A) through (H))

\_\_\_\_\_ 51,069

**Participation Fee**

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

\_\_\_\_\_ 960.00

**Late Fee, if applicable**

(As determined under section 2.5 of the Rule)

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