

RAILTOWN CAPITAL CORP.

Management's Discussion and Analysis of Financial Position and Results of Operations for the Period ended March 31, 2013

General

This Management Discussion and Analysis ("MD&A") has been prepared by management as of May 28, 2013 of the financial position of the Company and results of operations for the quarter ended March 31, 2013 and should be read in conjunction with the unaudited condensed financial statements of Railtown Capital Corp. ("Railtown" or the "Company") for the period ended March 31, 2013, March 31, 2012, and the audited financial statements for the period ended September 30, 2012.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") which include International Accounting Standards and Interpretations adopted by the International Accounting Standards Board. All amounts are expressed in Canadian dollars unless otherwise indicated.

Forward Looking Statements

This MD&A may contain forward-looking statements based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of May 28, 2013.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

Description of business

The Company was incorporated under the Business Corporations Act (British Columbia) on May 11, 2011 and was classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The company chose to not complete its IPO and is no longer classified as a Capital Pool Company,

however, its mandate remains that of identifying and evaluating business' and assets suitable for acquisition.

The head office of the Company is located at Suite 108, 329 Main Street, Vancouver, British Columbia, V6A 2S9. The registered office of the Company is located at Suite 108, 329 Main Street, Vancouver, British Columbia, V6A 2S9. The Company does not have any subsidiaries.

Results of Operations

During the three months ended March 31, 2013, the company was inactive, save for its continued evaluation of potential acquisition targets and ongoing filing requirements, as a result, the Company recorded a loss of \$4,674 (2012 - \$24,698) and a loss per share of \$nil (2012 - \$0.01). The loss for the period was comprised of Bank Charges of \$64 (2012 - \$18), filing fees of \$3,891 (2012 - \$1,249), and professional fees of \$719 (2012 - 22,591). The smaller loss was primarily the result of lower professional fees due to the fact that fees in 2012 were primarily for preparation of our prospectus, since completed.

Quarterly Information

The following table sets forth selected unaudited financial information prepared by management of the Company:

Period	Oct 1 - Dec 31/11	Jan 1 - Mar 31/12	Apr 1 - Jun 30/12	Jul 1 - Sep 30/12
Revenue	\$ -	\$ -	\$ -	\$ -
Gen & Admin	\$ 13,904.00	\$ 24,698.00	\$ 1,568.00	11078.82
Stock Based Comp.		\$ -	\$ -	
Loss for the Period	\$ 13,904.00	\$ 24,698.00	\$ 1,568.00	11078.82
Net Loss/Share	\$ -	\$ 0.01	\$ -	\$ -
Cash & Cash Equiv.	\$ 147,900.00	\$ 138,065.00	\$ 176,327.00	\$ 22,260.00
Current Assets	\$ 149,197.00	\$ 138,065.00	\$ 186,327.00	\$ 22,260.00
Working Capital	\$ 133,037.00	\$ 108,339.00	\$ 156,781.00	\$ 16,510.00
Period	Oct1-Dec31/12	Jan 1 - Mar 31/13		
Revenue	\$ -	\$ -		
Gen & Admin	\$ 30.00	\$ 4,674.00		
Stock Based Comp.		\$ -		
Loss for the Period	\$ 30.00	\$ 4,674.00		
Net Loss/Share	\$ -	\$ -		
Cash & Cash Equiv.	\$ 22,230.00	\$ 17,556.00		
Current Assets	\$ 22,230.00	\$ 17,556.00		
Working Capital	\$ 16,480.00	\$ 11,806.00		

Liquidity and Capital Resources

The Company's working capital decreased to \$11,806 from the prior quarter's \$16,480 as a result of the payment of bank fees in the amount of \$64, filing fees in the amount of \$3,891, and professional fees of \$719. As at March 31, 2013, the company had cash on hand of \$17,556 (December 31/12 - \$22,230).

During the three months ended March 31, 2013, the Company incurred operating expenditures of \$4,674, made up of bank charges of \$64, filing fees in the amount of \$3,891, and professional fees of \$719. This compares to the prior quarter's expenditures of \$30 for bank fees, \$0 in filing fees, and \$0 in professional fees. The increased amount for filing fees is reflective of the costs of filing our annual financial statements which occurred during the quarter; the increase in professional fees is in part the result of services required to account for the return of capital to shareholders that occurred in the 4th quarter of 2012.

As at March 31, 2013, the company had working capital of \$11,806 compared to working capital of \$16,510 at year end September 30, 2012. The decrease in working capital was made up of \$94 in bank charges, \$719 in professional fees, and \$3,891 in filing fees. Cash on hand at March 31, 2013 consisted of \$17,556 versus \$22,260 at year end September 30, 2012.

Contractual Obligations

The Company has no contractual obligations.

Transactions with Related Parties

There are no transactions with related parties and management did not receive any compensation during the period from incorporation on May 11, 2011 to March 31, 2013. The directors and officers currently own 56% of the issued and outstanding common shares.

Proposed Transactions

The Company does not currently have any proposed transactions approved by the Board of Directors.

Off-Balance Sheet Arrangements

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or with respect to any obligations under a variable interest equity arrangement.

Financial Instruments

The Company's financial instruments consist of cash. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of the financial instruments approximate their amortized cost value due to their short-term nature. Cash is stated at cost plus accrued value, which approximates market value. Investments of cash are of sufficient quality and diversity to ensure a high probability of liquidity at the accrued value, at such times as needed to meet financial obligations.

Share Capital**Authorized Capital:**

Unlimited number of common shares and preferred shares without par value

Issued and outstanding:

4,500,000 common shares as at May 28, 2013

Fully diluted:

4,900,000 common shares as at May 28, 2013

The Company has granted 400,000 stock options with an exercise price of \$0.10 and an expiry date of 5 years after the grant date of September 27, 2011. There are no warrants, or convertible securities, outstanding as at May 28, 2013.

Other Information

Additional information related to the Company, including its Prospectus, is available for viewing on SEDAR at www.sedar.com.

On behalf of the Board of Directors,

“Jason Moreau”

Jason Moreau
President and Director

May 28, 2013