

**FORM 13-501F2**  
**CLASS 2 REPORTING ISSUERS – PARTICIPATION FEE**

**MANAGEMENT CERTIFICATION**

I, Paul Woodward, an officer of the reporting issuer noted below have examined this Form 13-501F2 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

/s/ Paul Woodward

30 January 2017

Name: Paul Woodward

Date:

Title: CEO

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

**End date of previous financial year:** September 30, 2016

**Financial Statement Values:**

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

Retained earnings or deficit	\$ <u>-163,925.00</u> (A)
Contributed surplus	\$ <u>0.00</u> (B)
Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes)	\$ <u>100,000.00</u> (C)
Non-current borrowings (including the current portion)	\$ <u>0.00</u> (D)
Finance leases (including the current portion)	\$ <u>0.00</u> (E)
Non-controlling interest	\$ <u>0.00</u> (F)
Items classified on the statement of financial position as non-current liabilities (and not otherwise listed above)	\$ <u>0.00</u> (G)
Any other item forming part of equity and not set out specifically above	\$ <u>0.00</u> (H)

**Capitalization for the previous financial year**  
(Add items (A) through (H))

\$                   -63,925.00

**Participation Fee**

\$                   400.00

**Late Fee, if applicable**

\$                   0.00

**Total Fee Payable**  
(Participation Fee plus Late Fee)

\$ 400<sup>-</sup>          -63,525.00