

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

MANAGEMENT CERTIFICATION

I, Paul Woodward, an officer of the reporting issuer noted below have examined this Form 13-502F2 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s)/s/ Paul Woodward
Name: Paul Woodward
Title: CEO

30 January 2017
Date:

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)</u>	(A)
Contributed surplus	<u>\$ nil</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</u>	(C)
Non-current borrowings (including the current portion)	<u>\$ nil</u>	(D)
Finance leases (including the current portion)	<u>\$ nil</u>	(E)
Non-controlling interest	<u>\$ nil</u>	(F)
Items classified on the statement of financial position as non-current liabilities (and not otherwise listed above)	<u>\$ nil</u>	(G)
Any other item forming part of equity and not set out specifically above	<u>\$ nil</u>	(H)

Capitalization for the previous financial year

(Add items (A) through (H))

\$ (63,925)

Participation Fee

(From Appendix A of OSC Rule 13-502 *Fees*, select the participation fee beside the capitalization calculated above)

\$ 890

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 *Fees*)

\$ nil

Total Fee Payable

(Participation Fee plus Late Fee)

\$ 890