

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Railtown AI Technologies Inc. (formerly, Railtown Capital Corp.) (the “**Issuer**”)
Unit 104, 8337 Eastlake Drive
Burnaby, BC V5A 4W2

Item 2: Date of Material Change

August 15, 2019

Item 3: News Release

A news release was issued and disseminated on August 23, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

On August 15, 2019, the Issuer (a) changed its name from “Railtown Capital Corp.” to “Railtown AI Technologies Inc.”, (b) completed a consolidation of its issued and outstanding common shares on the basis of one (1) new share for each 5.754 existing shares, (c) increased its authorized capital by creating a new class of “blank cheque” preferred shares without par value, and (d) adopted an amended and restated set of Articles to, among other things, reflect the rights and restrictions attached to the preferred shares.

Item 5: Full Description of Material Change

See the news release attached as Schedule “A” hereto.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Paul Woodward, CEO
Telephone: (604) 690-3797

Item 9: Date of Report

August 23, 2019

Schedule "A"

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NEWS RELEASE

RAILTOWN CAPITAL CORP.

*Unit 104, 8337 Eastlake Drive
Burnaby, BC V5A 4W2*

**RAILTOWN ANNOUNCES COMPLETION OF NAME CHANGE, CONSOLIDATION
AND AUTHORIZED CAPITAL INCREASE**

Vancouver, BC – August 23, 2019 – Railtown Capital Corp. (“**Railtown**” or the “**Company**”) is pleased to announce that the Company has changed its name from Railtown Capital Corp. to Railtown AI Technologies Inc (the “**Name Change**”). The Name Change is part of a re-branding initiative to better align the Company’s name and image with its anticipated new business operations.

In connection with the Name Change, the Company also completed a consolidation of its issued and outstanding common shares on the basis of one (1) post-consolidation share for every 5.754 pre-consolidation shares (the “**Consolidation**”); increased its authorized capital by creating a new class of voting “blank cheque” preferred shares without par value (the “**Preferred Shares**”) that may be issued in one or more series (the “**Authorized Capital Increase**”); and adopted an amended and restated set of Articles (the “**New Articles**”) to replace the current Articles of the Company in their entirety (the “**Amendment**”). Importantly, the New Articles set forth the rights and restrictions attached to the Preferred Shares, which allow the directors to fix the number of shares in the series and to establish the preferences, special rights and restrictions, privileges, conditions and limitations attaching to the shares of that series.

No series of Preferred Shares has been created to date and the Company has no plans to issue any Preferred Shares for the foreseeable future. The primary purpose of the Preferred Shares is to allow the Company’s board of directors to react quickly to market conditions and other factors and create a series of shares without the time and expense involved in calling a special meeting of shareholders.

The Name Change, the Consolidation, the Authorized Capital Increase and the Amendment were each approved by the unanimous consent in writing of Railtown’s shareholders.

As a result of the Consolidation, the number of issued and outstanding common shares without par value of the Company decreased from 1,200,000 shares to approximately 208,550 shares. No fractional shares were issued in connection with the Consolidation and each shareholder continues to hold the same percentage of outstanding common shares immediately after the Consolidation as such shareholder held immediately prior to the Consolidation.

Railtown’s board of directors believes that the Consolidation will provide the Company with greater flexibility for pursuing new business opportunities in the area of artificial intelligence, an industry that the Company is currently exploring with great interest.

ON BEHALF OF THE BOARD OF
RAILTOWN CAPITAL CORP.

“Paul Woodward”

PAUL WOODWARD

Director

This news release contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “intends”, “anticipates”, “expects” and similar expressions. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding the future plans and objectives of the Company, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations are risks detailed from time to time in the filings made by the Company with securities regulators.

Readers are cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. As a result, the Company cannot guarantee that any forward-looking statement will materialize and readers should not place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will only update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.