Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Railtown AI Technologies Inc. (the "**Issuer**")
Unit 104, 8337 Eastlake Drive
Burnaby, BC V5A 4W2

Item 2: Date of Material Change

November 1, 2019

Item 3: News Release

A news release was issued and disseminated on November 1, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

On November 1, 2019, the Issuer entered into a technology transfer agreement (the "**TTA**") with a group of vendors to acquire the rights to certain software technology in consideration for the payment of $1,000,000 in the form of 50,000,000 common shares in the capital of the Issuer at a deemed price of $0.02 per share.

Also on November 1, 2019, and in connection with the execution and delivery of the TTA, Marwan Haddad and Cory Brandolini were appointed to the Issuer's board of directors, replacing Martin Woodward and Benjamin Catalano.

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

November 4, 2019

Schedule "A"

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RAILTOWN AI TECHNOLOGIES INC.
Unit 104, 8337 Eastlake Drive
Burnaby, B.C. V5A 4W2

RAILTOWN ACQUIRES AI TECHNOLOGY AND ANNOUNCES CHANGES TO BOARD OF DIRECTORS

Burnaby, BC – November 1, 2019 - Railtown AI Technologies Inc. ("**Railtown**" or the "**Company**") announces that the Company has entered into a technology transfer agreement (the "**TTA**") with a group of vendors to acquire the rights to certain software technology, the development and subsequent commercialization of which is expected to become the Company's ongoing business.

The technology consists of software that uses proprietary, state-of-the-art artificial-intelligence data science deployed as an "AI-as-a-Service" cloud-based platform to support efficient software development at scale by deriving operational insights and optimization in the development process. More specifically, the software platform utilizes data at every stage of the development life cycle in complex, agile environments to provide feedback cycles suggesting training areas for developers, predicting weak areas/modules and suggesting areas/modules to fix quickly, identifying each process, person or code library changes.

The Company anticipates developing the software platform for development teams within the context of larger-scale enterprise organizations that produce sophisticated software solutions which could potentially realize significant operating efficiencies – cost, time and QoS improvements – by deploying a data-science based development process platform.

Pursuant to the TTA and in consideration for acquiring the technology, the Company paid the vendors $1,000,000 in the form of 50,000,000 common shares in the capital of Railtown at a deemed price of $0.02 per share. The shares are subject to a standard hold period of four months and a day in accordance with applicable securities laws.

In conjunction with the acquisition, the Company is pleased to announce that Mr. Marwan Haddad and Mr. Cory Brandolini have joined its board of directors.

Marwan Haddad

Mr. Haddad has over 20 years of software development experience, and has spent more than 10 years leading and building high performance engineering and product development teams.

Mr. Haddad spent 8 years as the Chief Technology Officer & VP Engineering for RESAAS Services Inc., a publicly traded TSX-V company. During this time, he transformed its engineering team, culture and intellectual property into a salable technology platform offering a variety of solutions that are powering RESAAS's client base globally 24/7.

Prior to joining RESAAS, Mr. Haddad worked as a software consultant/solution provider for a number of local and international companies. He has experience setting up teams and building applications/platforms on time and on budget, and during his career has successfully led the development efforts/teams and launched several platforms for Fortune 500 Companies including Microsoft and Starbucks.

Mr. Haddad holds a B.Sc. in Electrical Engineering and has completed several advanced MIS courses and is actively involved with UBC computer science/engineering mentor-ship programs.

Cory Brandolini

Mr. Brandolini has over 3 decades of experience in the capital markets and as an advisor to disruptive, high growth software companies across many verticals in the technology sector.

Over the course of his career, he has helped raise over $150 million for public companies specifically in the technology sector. Mr. Brandolini's background includes two decades spent in the investment industry.

Most recently, Mr. Brandolini was the Founder, CEO and Chairman of RESAAS Services Inc., an award-winning global real estate cloud platform. Under his direction, RESAAS saw its largest growth phase from a raw start up to over 400,000 subscribing realtors worldwide including the biggest brands in real estate.

Mr. Brandolini took RESAAS public as one of the first true IPOs on the Canadian Securities Exchange and assisted the company in raising over $30 million in investment. Mr. Brandolini has continued to provide capital markets and M&A advisory services to technology companies, including Teleo (VoIP platform acquired by Microsoft), Think Technologies (Artificial Intelligence Incubator), AuthenTicket (Ticket Verification Technology) and iGMS (Vacation Rental Software).

Mr. Haddad and Mr. Brandolini replace Mr. Martin Woodward and Mr. Benjamin Catalano, who have resigned from the Company's board of directors effective November 1, 2019.

The Company would like to thank Mr. Woodward and Mr. Catalano for their service and wishes them well in their future endeavours.

ON BEHALF OF THE BOARD OF
RAILTOWN AI TECHNOLOGIES INC.

"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.