

RAILTOWN AI TECHNOLOGIES INC.

Management's Discussion and Analysis of Financial Position and Results of Operations
For the six months ended March 31, 2020

General

This Management Discussion and Analysis ("MD&A") has been prepared by management as of May 29, 2020 of the financial position of the Company and results of operations for the period ended March 31, 2020 and should be read in conjunction with the unaudited condensed interim financial statements of Railtown AI Technologies Inc. ("Railtown" or the "Company") for the period ended March 31, 2020, and the audited financial statements for the year ended September 30, 2019. The condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") using Accounting Standards 34 – Interim Financial Reporting ("IAS 34"), which includes International Accounting Standards and Interpretations adopted by the International Accounting Standards Board.

All amounts are expressed in Canadian dollars unless otherwise indicated.

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.

On November 1, 2019, Railtown AI Technologies Inc. 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 has become the Company's ongoing business. 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 technology will consist 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 will utilize 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. In May, the company launched its alpha build of the software V0.1 and is now in the process of on-boarding alpha users for purposes of bulk testing the platform and data analysis.

The head office of the Company is located at Unit 104, 8337 Eastlake Drive, Burnaby, British Columbia, V5A 4W2. The registered office of the Company is located at 3148 Highland Boulevard, North Vancouver, B.C. V7R 2X6. The Company does not have any subsidiaries.

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 May 29, 2020.
- 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,

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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.

Going Concern

As at March 31, 2020, the Company is not able to finance day to day activities through operations. The continuing operations of the Company are dependent upon its ability to continue to acquire sufficient working capital to maintain operations, and commencing profitable operations in the future. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and or private placement of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Liquidity and Capital Resources

As at March 31, 2020, the Company had a working capital of \$147,988 (September 30, 2019 – \$50,642) as a result of expenses incurred during the period. As at March 31, 2020, the Company had cash on hand of \$165,437 (September 30, 2019 - \$63,346).

Contractual Obligations

The Company has no contractual obligations.

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.

Results of Operations for the six months ended March 31, 2020

For the six months ended March 31, 2020, the Company had a net loss of \$158,123 (2019 – \$31,739).

The significant differences between the two periods, are primarily due to the company beginning operations as a software development company and include:

- Consulting fees of \$Nil (2019 - \$15,600) due to a director no longer accruing fees during the current period.

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- Office of \$18,253 (2019 - \$2,111) due to start-up activities during the current period.
- Professional fees of \$33,683 (2019 - \$9,667) due to legal fees related to the acquisition of software technologies.
- Rent of \$9,337 (2019 - \$787) due to moving into office space provided by a company with a director in common of the Company during the current period.
- Salaries of \$82,116 (2019 - \$Nil) due to salaries paid or accrued to the directors, officers, and employees of the Company.
- Travel of \$5,714 (2019 - \$Nil) for expenditures related to attend meetings and accommodation during the current period.

Results of Operations for the three months ended March 31, 2020

For the three months ended March 31, 2020, the Company had a net loss of \$117,950 (2019 – \$22,064).

- Consulting fees of \$Nil (2019 - \$9,300) due to a director no longer accruing fees during the current period.
- Office of \$12,704 (2019 - \$1,106) due to start-up activities during the current period.
- Professional fees of \$21,683 (2019 - \$7,333) due to legal fees related to the acquisition of software technologies.
- Rent of \$3,141 (2019 - \$787) due to office space provided by a company with a director in common of the Company during the current period.
- Salaries of \$73,541 (2019 - \$Nil) due to salaries paid or accrued to the directors, officers, and employees of the newly operational Company.

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Quarterly Information

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

Period	Apr 1 – Jun 30/18	Jul 1 – Sep 30/18	Oct 1 – Dec 31/18	Jan 1 – Mar 31/19
Revenue	\$ -	\$ -	\$ -	\$ -
Gen & Admin	\$ 8,183	\$ 10,115	\$ 9,675	\$ 22,064
Stock Based Comp.	\$ -	\$ -	\$ -	\$ -
Loss (gain) for the Period	\$ 8,183	\$ 10,115	\$ 9,675	\$ 22,064
Net Loss / Share	\$ (0.01)	\$ (0.07)	\$ (0.01)	\$ (0.02)
Cash	\$ 3,481	\$ 2,440	\$ 1,314	\$ 2,621
Current Assets	\$ 3,481	\$ 2,440	\$ 1,314	\$ 2,621
Working Capital Deficiency	\$ (136,043)	\$ (145,190)	\$ (154,865)	\$ (161,929)

Period	Apr 1 – Jun 30/19	Jul 1 – Sep 30/19	Oct 1 – Dec 31/19	Jan 1 – Mar 31/20
Revenue	\$ -	\$ -	\$ -	\$ -
Gen & Admin	\$ 3,006	\$ 12,490	\$ 40,173	\$ 117,950
Stock Based Comp.	\$ -	\$ -	\$ -	\$ -
Loss (Income) for the Period	\$ 3,006	\$ (34,930)	\$ (40,173)	\$ (117,950)
Net Loss / Share	\$ -	\$ (0.08)	\$ (0.00)	\$ (0.00)
Cash	\$ 2,002	\$ 63,346	\$ 27,873	\$ 165,437
Current Assets	\$ 2,002	\$ 66,128	\$ 30,001	\$ 171,662
Working Capital (Deficiency)	\$ (165,005)	\$ 50,642	\$ 1,528	\$ 147,988

Transactions with Related Parties

The following loans from related companies, who have directors in common with the Company. The payables are unsecured, non-interest bearing with no specific terms of repayment.

	Due to related parties
Balance at September 30, 2018	\$ 129,596
Issuance of 5,032,332 common shares	(127,874)
Balance at September 30, 2019	1,722
Repayment	(1,722)
Balance at March 31, 2020	\$ -

During the six months ended March 31, 2020, the Company paid or accrued:

- consulting fees of \$Nil (2019 - \$15,600) and rent expenses of \$9,337 (2019 - \$787) to a corporation which has a director in common with the Company.
- marketing fees, included in office, of \$4,775 (2019 - \$Nil) paid or accrued to a company related to a director of the Company.

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- salaries of \$66,007 (2019 - \$Nil) paid or accrued to directors and officers of the Company.

During the year ended September 30, 2019, the Company issued 5,032,332 common shares valued at \$100,647 to settle outstanding indebtedness of \$148,067, of which \$127,874 indebtedness was owed to a corporation which has a director in common with the Company .

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.

Readers should refer to the March 31, 2020 unaudited condensed interim financial statements on www.sedar.com for additional details.

Recently adopted accounting policies and future accounting pronouncements

Please refer to the March 31, 2020 unaudited condensed interim financial statements on www.sedar.com for all recently adopted accounting policies and future accounting pronouncements.

Share Capital

Authorized capital:

Unlimited number of common shares without par value

Issued and outstanding:

63,430,875 common shares as at May 29, 2020.

Fully diluted:

63,430,875 common shares as at May 29, 2020.

Convertible securities

There are no stock options outstanding as at May 29, 2020.

There are no warrants or convertible securities outstanding as at May 29, 2020.