

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Railtown AI Technologies Inc. (the “**Company**”)
Unit 104, 8337 Eastlake Drive
Burnaby, British Columbia
Canada V5A 4W2

Item 2: Date of Material Change

February 10, 2021

Item 3: News Release

A news release announcing the material change was disseminated on February 10, 2021, and a copy was subsequently filed on SEDAR.

Item 4: Summary of Material Change

On February 10, 2021, the Company announced the appointment of Robert Goehring to the Company’s board of directors, effective February 5, 2021. Mr. Goehring replaces Kevin O’Neill, who has resigned as the Chairman and a director but will continue to serve as an advisor to the Company.

Item 5: Full Description of Material Change

On February 10, 2021, the Company announced the appointment of Robert Goehring to the Company’s board of directors, effective February 5, 2021. Mr. Goehring replaces Kevin O’Neill, who has resigned as the Chairman and a director but will continue to serve as an advisor to the Company.

Mr. Goehring is a serial entrepreneur with over 20 years of experience founding and running private and public software and hardware companies in telecom, marketing tech, SaaS, and financial services. He is currently the CEO of Think Technologies Corp. (“**Think**”), a private British Columbia company in the process of completing a reverse takeover transaction with a capital pool company listed for trading on the TSX Venture Exchange. Prior to his involvement with Think, he acted as the CEO of RewardStream Solutions Inc., a leader in referral and loyalty marketing (acquired by Buyapowa Ltd.). He also previously acted as the Chief Marketing Officer of TIO Networks Corp. (acquired by PayPal Holdings, Inc.) and was the co-founder of Contigo Systems Inc., an award-winning telematics company (acquired by Vecima Networks Inc.).

Mr. Goehring obtained his MBA from Simon Fraser University in Marketing and Management Information Systems, is an advisor to technology growth companies, and speaks regularly on technology trends. He is also the founding director of the AI Chief Executive Council for the BC Technology Industry Association.

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

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

Cory Brandolini
President and Director
Telephone: (604) 690-3797

Item 9: Date of Report

February 10, 2021