

**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**

May 14, 2021

**Item 3: News Release**

News release announcing the material change was disseminated on May 14, 2021, and a copy was subsequently filed on SEDAR.

**Item 4: Summary of Material Change**

On May 14, 2021, the Company announced the appointment of Anna-Maria Parente as a director of the Company. The Company also announced it has granted 1,125,000 incentive stock options to directors, officers, and employees. The incentive stock options have an exercise price of \$0.25 per share and are valid for a 5 year period from the date of grant.

**Item 5: Full Description of Material Change**

On May 14, 2021, the Company announced it has appointed Anna-Maria Parente as a director of the Company.

Ms. Parente is the VP of Human Resources, Global for SureWerx, a supplier of professional safety products, tools and equipment. SureWerx offers access to its brands through its partner distributor network servicing the industrial, construction, safety, and automotive aftermarket markets globally. Ms. Parente joined SureWerx in 2005 after over a decade with PricewaterhouseCoopers.

The Company also announces that it has granted 1,125,000 incentive stock options to directors, officers, and employees. The incentive stock options have an exercise price of \$0.25 per share and are valid for a 5 year period from the date of grant.

The Company’s Stock Option Plan allows for the issuance of up to 10% of issued and outstanding share capital in the form of incentive stock options. As the result of the above grants, the company has 4,275,000 options issued, representing 6% of the issued and outstanding share capital.

**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**

May 14, 2021