

**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

September 20, 2023

Item 3: News Release

News release announcing the material change was disseminated on September 20, 2023, and a copy was subsequently filed on SEDAR.

Item 4: Summary of Material Change

On September 20, 2023, the Company announced the launch of *AI Assistant* and the filing of a provisional patent application relating to AI training.

Item 5: Full Description of Material Change

On September 20, 2023, the Company announced it is launching AI Assistant in a limited release on October 1, 2023 to be followed by a global release in Q2.

The AI Assistant is a knowledge-based Targeted Language Model (TLM) chat copilot. AI Assistant TLMs are built from the data and logic of software applications that are connected to the Railtown platform. The AI Assistant has the ability to provide developers with accurate and reason-based answers to any questions that they may have about their application and the team working on it. The AI Assistant is trained on a comprehensive data set related to the software application, enabling it to quickly search through and retrieve relevant information. Railtown’s Machine Learning technology understands the developers’ questions and will provide accurate knowledge-based answers in real-time.

The Company also announced the filing of a provisional patent application specific to its machine learning and training methodologies. Railtown AI is building out its patent portfolio and expects future additional filings

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

Paul Woodward
CFO and Director
Telephone: (604) 690-3797

Item 9: Date of Report

September 20, 2023