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These securities have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “**United States**” and “**U.S. person**” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**AMENDED AND RESTATED
OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**Amending and Restating the Offering Document Under the
Listed Issuer Financing Exemption dated January 31, 2024**

FEBRUARY 16, 2024



RAILTOWN AI TECHNOLOGIES INC.
(the “**Company**”, “**Railtown**” or the “**issuer**”)

What are we offering?

Number of Type of Securities:	Up to 19,333,333 units of the Company (each, a “ Unit ”) for gross proceeds of up to \$2,900,000 (the “ Offering ”). Each Unit will consist of one common share in the capital of the Company (each, a “ Common Share ”) and one-half of one Common Share purchase warrant (each whole warrant, a “ Warrant ”). Each Warrant is exercisable into one Common Share at a price of \$0.30 per Common Share for a period of 24 months, subject to standard adjustment mechanisms and acceleration in certain circumstances.
Offering Price:	\$0.15 per Unit
Minimum Offering:	\$2,300,000 for a total of 15,333,333 Units
Maximum Offering:	\$2,900,000 for a total of 19,333,333 Units
Closing Date:	The closing of the Offering may take place in one or more tranches, the first of which is expected to close on or about February 21, 2024.
Exchange:	The Common Shares are listed for trading on the Canadian Securities Exchange (the “ CSE ”) under the symbol “ RAIL ” and on the OTCQB tier of OTC Markets under the symbol “ RLAIF ”.

Closing Price:	The closing price of the Common Shares on the CSE on February 15, 2024, being the most recent trading day before the date of this Offering Document, was \$0.16.
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Description of Common Shares

The holders of Common Shares have no pre-emptive rights to purchase additional Common Shares or other subscription rights. Common Shares carry no conversion rights and are not subject to redemption or to any sinking fund provisions. All Common Shares are entitled to share equally in dividends from sources legally available, when, as and if declared by the board of directors of the Company (the “**Board**”), and upon the Company’s liquidation or dissolution, whether voluntary or involuntary, to share equally in its assets available for distribution to its security holders.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate.

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each Common Share carries the right to one vote.

Description of Warrants

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of \$0.30 per Common Share until 5:00 p.m. (Vancouver time) on the date that is 24 months following the applicable closing date, after which time the Warrants will be void and of no value.

If, during a period of 10 consecutive trading days between the applicable closing date and the expiry of the Warrants, the daily volume-weighted average trading price of the Common Shares on the Canadian Securities Exchange (or such other stock exchange where the majority of the trading volume occurs) exceeds \$0.60 for each of those 10 consecutive days, the Company may, within 30 days of such an occurrence, give written notice to the holders of the Warrants that the Warrants will expire at 5:00 p.m. (Vancouver time) on the 30th day following the giving of notice unless exercised by the holders prior to such date. Upon receipt of such notice, the holders of the Warrants will have 30 days to exercise their Warrants. Any Warrants which remain unexercised at 5:00 p.m. (Vancouver time) on the 30th day following the giving of such notice will expire at that time.

The Warrants will be governed by the terms and conditions set out in definitive certificates representing the Warrants (each, a “**Warrant Certificate**”) delivered to investors at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Common Share upon the occurrence of certain customary events.

No fractional Common Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This offering may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Railtown AI Technologies Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the issuer represents the following is true:

- **The issuer has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.**
- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.”**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Offering Document are forward-looking statements or information (collectively "**forward-looking statements**"). The Company is providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "anticipates", "is expected to", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking. The Company has based the forward-looking statements largely on its current estimates, assumptions and projections about future events and trends that it believes, as of the date of this Offering Document, may affect its business, financial condition, and results of operations. These forward-looking statements include, among other things, statements relating to: the development, functionality, commercialization, release and adoption of the Company's AI software and its various editions; the Company's phased plan to market its software to targeted groups; the business, operations and profitability of the Company; the sale of the Units and the closing of the Offering; the anticipated use of proceeds of the Offering; and the business objectives and milestones of the Company.

Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which it operates. In making the forward-looking statements included in this Offering Document, the Company has made various assumptions, including, among others, that: the Offering will be completed and that any additional financing required will be available on reasonable terms; the Company will be able to raise any necessary additional capital on reasonable terms to execute the Company's business plan; the Company's current corporate activities will proceed as expected; general business and economic conditions will not change in a material adverse manner; budgeted costs and expenditures are and will continue to be accurate; future currency exchange and interest rates will remain consistent with the Company's expectations; the Company will be able to attract and retain skilled personnel; the political, legal and regulatory environments in which the Company operates will remain stable; any required governmental, regulatory and third-party approvals, licenses and permits will be obtained on favourable terms; and financial and capital markets will remain stable. Although management believes that these assumptions are reasonable, they may prove to be incorrect.

By their nature, forward-looking statements involve numerous inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks and uncertainties, many of which are beyond the Company's control, include, but are not limited to: the inability to close the Offering; the ability of the Company to complete the development of its products and establish a market for them; competitive conditions in the software-as-a-service (SaaS) industry which could prevent the Company from becoming profitable; the effectiveness and efficiency of advertising and promotional expenditures to generate interest in the Company's products; the volatility of the price of the Common Shares on the CSE; the inability to secure additional financing; the Company's intention not to pay dividends; claims, lawsuits and other legal proceedings and challenges; conflicts of interest with directors and management; and other relevant factors.

Factors that could cause the Company's actual results to differ from the forward-looking statements include its history of losses from operations; technology risks; its ability to obtain the additional financing required to meet long-term goals; its dependence on key personnel, including its executive officers; and uninsured risks. These factors are not exhaustive.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. There can be no assurance that such information or statements will prove to be accurate, and accordingly, readers should not place undue reliance on forward-looking statements.

All of the forward-looking statements contained in this Offering Document are expressly qualified by the foregoing cautionary statements. Prospective investors should read this entire Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Railtown was incorporated under the *Business Corporations Act* (British Columbia) on May 11, 2011, under the name 0910254 B.C. Ltd. On July 13, 2011, the Company changed its name to Railtown Capital Corp., and on August 15, 2019, the Company changed its name to Railtown AI Technologies Inc. The Company does not have any subsidiaries.

The Company's head office is located at Unit 104, 8337 Eastlake Drive, Burnaby, BC V5A 4W2.

Railtown is developing an artificial intelligence (AI) platform that is designed to allow software developers the ability to extract much deeper knowledge about their applications and their team.

The Company's software platform performs a variety of functions from understanding the root cause of every issue at the earliest stage of the development pipeline to knowledge around the history of all documentation, builds, deployments, assigned tasks, engineering performance and velocity to performing tasks ranging from automated progress reports to ticket and documentation generation.

The platform continually learns and provides actionable knowledge for every stakeholder from the developers all the way up to C-level management.

Root Cause Analyzer

The Railtown platform connects to ticketing systems, build servers and logging services and matches tickets to builds in each environment pointing directly to any code change that it recognizes as the root cause of any issue, error, bug or exception. The platform seamlessly integrates with ticket tracking systems like Azure DevOps, Jira, Asana or Trello, CI/CD build processes and application logs.

Once launched, the Company's Root Cause Analyzer will be able to detect errors at the earliest stage in the CI/CD pipeline and will then surface these errors with meaningful descriptions as alerts and send them directly into a client's team channels on Slack or Microsoft Teams so that dev teams can act quickly and accordingly. Catching and resolving errors at the earliest stage in the pipeline saves money, drives down technical debt, and accelerates productivity velocity.

The Root Cause Analyzer has a deep understanding of how each error affects an application and then prioritizes each error as it surfaces, which can achieve more timely fixes on critical errors by knowing what to act on first. Simultaneously, Railtown's AI Assistant intelligently categorizes errors and correlates them with completed work items which gives the dev team the ability to track the fix all the way to production.

AI Assistant

The AI Assistant is a knowledge-based agent trained on the data and logic from tickets, comments, builds, deployments, logs and wikis of any software application that is connected to the Railtown platform. This gives the agent the ability to provide developers with accurate and reason-based answers to any questions they have about the application and the team working on it as well as execute tasks.

The AI Assistant is trained on a vast amount of data related to the software application, enabling it to quickly learn, understand and deliver reason-based relevant information. It leverages the Company's machine learning technology to understand developers' questions and execute tasks in real-time.

The AI Assistant can provide information related to a wide range of topics, including code snippets, build errors, bug fixes, performance issues, and more. Developers can ask the AI Assistant's conductor specific questions or describe the problem that they are facing, and the AI Assistant will provide relevant and actionable information to help solve the problem and execute the solution. The AI Assistant also learns from the feedback it receives from the developers and continuously improves its ability to perform tasks and provide reason-based answers. The more it is used, the more knowledge it acquires, making the AI Assistant an increasingly valuable resource for software development teams.

Velocity Dashboard

The velocity dashboard provides metrics on the speed and efficiency of creating, modifying and deploying builds and fixes. It also tracks performance applications and teams, helps to determine team capacities, facilitates development planning and forecasting, enables evaluation of velocity improvements compared to cost of engineering, and enables management to recognize strengths and weaknesses within teams.

Release Notes Automator

The Release Notes Automator automatically generates release notes for users, developers, team leads, marketing and managers.

The Release Notes Automator generates release notes from developer tickets. This means that product development teams no longer need to manually review tickets and documentation to start writing their release notes. With the Release Notes Automator, teams can generate a first draft of release notes in under two minutes. The Company is modernizing the generation of release notes in a very agile and AI-driven approach through its AI engine. The Release Note Co-Pilot creates an "executive summary" of any

completed ticket set and presents it in a clear, descriptive, business-like format with the intent of consumption by end users, engineers and team leads, as well as marketing and management personnel.

Ticket Documentation Generator

The Ticket Documentation Generator generates, and pushes requested work item tickets into a development team's preferred project management tool. The AI engine draws on its knowledge of previous tickets to inform the creation of requested tickets and automatically creates the work items and documentation posted inside the ticket. This accelerates the ticket creation process through the use of natural language chat prompts, which in turn establishes consistency across all documentation.

Progress Report Automator

Similar to the Release Notes Automator, the Company's platform will also automatically generate progress reports in the form of executive summaries of all milestones, new builds and deployments. This very proactive function gives the engineering team and C-level management the ability to simply ask the AI Assistant to create a progress report by prompting the assistant with the parameters of the report required.

API No Code Virtual Developer

This function allows the developer community to create new platform features and software solutions on top of the Railtown platform with no code prompting. This will allow users to freely contribute to the platform's overall functionality as well giving each user the ability to customize the platform to its own specific needs and use case.

Recent Developments

On July 5, 2023, the Company announced that it had achieved Microsoft Co-Sell Status. This milestone signified that Railtown had met Microsoft's criteria for co-selling, fostering collaboration and visibility within the Microsoft ecosystem. This status enables Railtown to drive deeper collaboration and go-to-market momentum as the Company works with Microsoft's 7,000 account executives to implement a global sales program.

On September 20, 2023, Railtown announced the launch of its AI Assistant. The AI Assistant is a knowledge-based Targeted Language Model (TLM) built from the data and logic of software applications that are connected to the Railtown platform. At the same time, the Company announced that it had filed a provisional patent application specific to its machine learning and training methodologies.

On December 6, 2023, Railtown announced that its internal machine learning engine had achieved the next level milestone of producing Application General Intelligence, which represents a holistic understanding of the specific software applications connected to the Railtown platform. This level of understanding enables the platform to help clients be more productive and profitable by providing timely mission-critical insights and automating the performance of repetitive tasks. Application General Intelligence also provides the foundation for future functionality that will enable third-party users to customize the Railtown platform by prompting it to create new features and software solutions without the need for writing or understanding the underlying code.

On December 7, 2023, the Company announced that during Q4 2023 it had successfully evolved from a pure AI research and development (R&D) engineering company to a vendor following the full commercial release of Railtown's cloud-based Application General Intelligence platform. The Company is now providing and selling its AI services and solutions for software developers and teams that practice agile project management. In addition, Railtown announced that it was on its way to achieving SOC (System and Organization Controls) compliance, which is often a requirement of large companies when selecting cloud-based services to ensure the safety and confidentiality of their data. Upon achieving SOC compliance,

Railtown is expected to appear on the list of SOC-compliant vendors considered by leading companies and will also qualify to start on certain significant projects in the development pipeline.

Also on December 7, 2023, the Company announced that it had added seasoned tech marketing and tech demand gen specialists, had started investing in multiple acquisition marketing campaigns in August 2023, and continued to significantly increase its user signup conversion rate, resulting in month-over-month growth reaching 178%.

On December 14, 2023, the Company announced that it had filed its second provisional patent application covering AI driven ticket generation.

On December 19, 2023, the Company announced that it had begun trading on the OTCQB tier of OTC Markets under the symbol "RLAIF". To qualify for the OTCQB, companies must meet high financial standards, follow best practice corporate governance, and demonstrate compliance with applicable securities laws. In addition, the Company announced that it had entered into a marketing agreement with i2i Marketing Group, LLC ("i2i"), for the purpose of providing various marketing services to the Company. Under the terms of the agreement, which is subject to CSE approval and the completion of a financing by Railtown, i2i will create and distribute certain marketing content for Railtown to enhance the Company's exposure among investors in the United States. In consideration for i2i's services, Railtown will pay i2i US\$50,000 to write and design the content and provide i2i with a US\$200,000 media distribution budget for the content.

On February 1, 2024, the Company announced that it had engaged Canaccord Genuity Corp. ("**Canaccord**") to act as its exclusive financial advisor. The engagement letter covers a variety of potential transactions, including financings and M&A, and states that Canaccord will provide customary investment banking services to the Company in exchange for a fixed work fee payable over a period of three months plus certain additional cash fees payable in the event that Railtown successfully completes one or more transactions during the term of the engagement.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed elsewhere in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company's primary business objective over the next 12 months is to accelerate the commercialization of its software platform and, in particular, pursue customer acquisition initiatives. More specifically, the Company is planning to expand its value proposition, brand, commercial offerings and market reach at an approximate cost of \$200,000; invest in a progressive user acquisition campaign to accelerate revenue growth at an approximate cost of \$500,000; continue ongoing research and development activities; and pay general and administrative expenses. There are no significant events that must occur in order for the Company to achieve these objectives, nor is there a specific period in which each event is expected to occur.

The Company does not intend to spend more than 10% of the available funds on the research and development of products or services. Instead, the Company intends to spend a substantial portion of the available funds on payroll and benefits, which includes a research and development component given the nature of the Company's business.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming Minimum Offering Only (\$)	Assuming 100% of Offering (\$)
A	Amount to be raised by the Offering	2,300,000	2,900,000
B	Selling commissions and fees	184,000	232,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	20,000	20,000
D	Net proceeds of Offering: $D = A - (B + C)$	2,096,000	2,648,000
E	Working capital (deficiency) as at January 31, 2024	(124,000)	(124,000)
F	Additional sources of funding	0	0
G	Total available funds: $G = D + E + F$	1,972,000	2,524,000

How will we use the available funds?

The Company intends to use the available funds as follows:

Description of Intended Use of Available Funds Listed in Order of Priority	Assuming Minimum Offering (\$)	Assuming 100% of Offering (\$)
Payroll and benefits	1,250,000	1,250,000
Sales and marketing expenses	225,000	450,000
Office expenses	135,000	150,000
Professional fees	50,000	50,000
Listing and filing fees	30,000	30,000
External consulting fees	150,000	150,000
Public relations and investor relations expenses	125,000	400,000
Unallocated working capital	7,000	44,000
Total	1,972,000	2,524,000

Notes:

1. The above-noted allocation of capital represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business

conditions evolve. Although the Company intends to use the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See "*Cautionary Note Regarding Forward-Looking Statements*".

2. The most recent condensed interim financial statements of the Company included a going concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Company's ability to continue as a going concern. There can be no assurance that the Company's business and strategy will enable it to become profitable or sustain profitability in future periods. The Offering is intended to permit the Company to continue its operations and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.
3. None of the available funds will be paid to an insider, associate or affiliate of the Company, except for normal course salaries or consulting fees currently paid by the Company to its officers and/or directors.
4. The Company does not intend to spend more than 10% of the available funds on the research and development of products or services. Instead, the Company intends to spend a substantial portion of the available funds on payroll and benefits, which includes a research and development component given the nature of the Company's business.

How have we used the other funds we have raised in the past 12 months?

On June 27, 2023, the Company announced that it had completed a non-brokered private placement financing pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 *Prospectus Exemptions* for aggregate gross proceeds of \$2,064,950 (the "**LIFE Financing**"). The LIFE Financing was comprised of Units at a price of \$0.15 per Unit, with each Unit consisting of one Common Share and one-half of one Warrant. Each Warrant is exercisable into one Common Share at a price of \$0.25 per Common Share for a period of 36 months. In connection with the LIFE Financing, the Company filed an offering document under its SEDAR profile that included detailed "use of available funds" disclosure.

The table below describes how the Company used the proceeds of the LIFE Financing in comparison to the prior disclosure. The numbers in the "Proposed Amount" column reflect Railtown's intended use of funds over a 12-month period, whereas the numbers in the "Actual Amount" column reflect the Company's expenses for the six (6) months ended December 31, 2023.

Description	Proposed Amount (\$)	Actual Amount (\$)
Payroll and benefits	870,000	626,000
Sales and marketing expenses	700,000	263,000
Office expenses	60,000	77,000
Professional fees	85,000	63,000
Listing and filing fees	20,000	67,000
External consulting fees	120,000	77,000

Description	Proposed Amount (\$)	Actual Amount (\$)
Public relations expenses	0	683,000

Due to the burgeoning market for AI services and the Company's rapidly evolving platform, a reallocation and acceleration of spending occurred in the last two quarters, resulting in certain significant variances, as follows:

- Payroll and benefits were higher than expected; in order to quickly advance the Company's platform as it moved towards Application General Intelligence™ (AGI), Railtown increased its developer headcount.
- Sales and marketing expenses were substantially lower than expected; the evolving capability of the platform caused the Company to delay a full customer acquisition program until such time as the feature set was finalized.
- Office expenses were higher than anticipated, as additional expenditures on equipment were required in light of the increased developer headcount; hosting was also included in this category, and reflected an increased usage of the platform and the ending of Railtown's Microsoft Azure credits.
- The increased developer headcount and delay in marketing required the Company to raise additional capital more quickly than anticipated; Railtown therefore decided to combine an investor awareness program with a traditional PR push to increase product and market visibility, which resulted in a significant increase in public relations expenses.
- Listing and filing fees were higher than expected due to expenses related to the Company's OTCQB listing, substantially all of which were payable in U.S. dollars.

Management believes that the foregoing variances has had no impact on the Company's ability to achieve its business objectives and milestones.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

As of the date of this Offering Document, the Company has not engaged any dealers or finders in connection with the Offering.

The Company intends to pay cash finders' fees equal to 8% of the gross proceeds raised from the sale of Units to investors directly introduced to the Company by eligible finders. In addition, the Company expects to issue Common Share purchase warrants equal to 10% of the number of Units issued to investors directly introduced to the Company by eligible finders, with each warrant exercisable into one Common Share at a price of \$0.15 per Common Share for a period of 24 months. Such warrants will be subject to the same acceleration conditions as the Warrants issuable to investors in the Offering.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Company's continuous disclosure under its profile at www.sedarplus.ca. The Company's website address is www.railtown.ai.

DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after February 16, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: February 16, 2024

(signed) "Cory Brandolini"

(signed) "Paul Woodward"

Cory Brandolini
Chief Executive Officer

Paul Woodward
Chief Financial Officer