# Form 45-106F1 Report of Exempt Distribution

### **ITEM 1 - REPORT TYPE**

✓ New report

Amended report

If amended, provide filing date of report that is being amended.

(YYYY-MM-DD)

### ITEM 2 - PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement Fund Continuous Disclosure).

Investment fund issuer

✓ Issuer (other than an investment fund)

Underwriter

### **ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS**

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name	Railtown Al Technologies Inc. / Railtown Al Technologies Inc.					
Previous full legal name	RAILTOWN AI TECHNOLOGIES INC. (FORMERLY RAILTOWN CAPITAL CORP.)					
If the issuer's name changed in	the last 12 months, provide most recent previous legal name.					
Website	(if applicable)					
lf the issuer has a legal entity identifier, p	rovide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".					
Legal entity identifier	984500AUE8BA5CB9C805					
lf two or more issuers distributed a single above.	e security, provide the full legal name(s) of the co-issuer(s) other than the issuer named					
Full legal name(s) of co-issuer(s)	(if applicable)					

ITEM 4 - UNDERWRITE	R INFORMATION		
lf an underwriter is completing	the report, provide the underwriter's ful	l legal name, firm NRD number, and	SEDAR+ profile number.
Full legal name			
Firm NRD number		(if applicable)	

ITEM 5 - ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.
NAICS industry code 541514
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
Exploration     Development     Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
🗌 Mortgages 🛛 Real estate 🔲 Commercial/business debt 🗌 Consumer debt 🗌 Private companies
Cryptoassets
b) Number of employees
Number of employees: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🗌 500 or more
c) SEDAR+ profile number
Provide the issuer's SEDAR+ profile number
000032472
000032472

# ITEM 6 - INVESTMENT FUND ISSUER INFORMATION If the issuer is an investment fund, provide the following information. a) Investment fund manager information a) Investment fund manager information Full legal name Full legal name Firm NRD number SEDAR+ profile number b) Type of investment fund Type of investment fund Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity

Alternative strategies	Cryptoasset	Other (describe)		
Indicate whether one or both of th	ne following apply to the i	investment fund.		
Invest primarily in other inve		,		
☐ Is a UCITs Fund <sup>1</sup> <sup>1</sup> Undertaking for the Collective Investme that allow collective investment schemes	ent of Transferable Securities fu			
c) Net asset value (NAV	) of the investment f	und		
Select the NAV range of the investr	ment fund as of the date	of the most recent NAV cal	culation (Canad	lian \$).
🗌 Under \$5M	S5M to under	\$25M 🗌 \$25M to und	ler \$100M	Date of NAV calculation:
☐ \$100M to under \$500M	S500M to unde	er \$1B 🔲 \$1B or over		YYYY MM DD
<b>ITEM 7 - INFORMATION</b>	ABOUT THE DIST	RIBUTION		
<i>If an issuer located outside of Can information about purchasers res commissions or finder's fees, in co Item 7 must reconcile with the info</i>	ident in that jurisdiction of onnection with the distributed of the second stributed of the second st	of Canada only. Do not inc ution, which must be discle	lude in Item 7 s	securities issued as payment of
a) Currency				
Select the currency or currencies i dollars.	n which the distribution v	vas made. All dollar amoui	nts provided in	the report must be in Canadian
🗹 Canadian dollar 🛛 🗹 US d	dollar 🗌 Euro C	Other (describe)		
b) Distribution dates				
State the distribution start and en the distribution date as both the s include the start and end dates fo	start and end dates. If the	report is being filed for se		
Start date 20.	24 07 12	End date	2024	07 12
YY	YY MM DD		YYYY	MM DD
c) Detailed purchaser i	nformation			
Complete Schedule 1 of this for	m for each purchaser a	nd attach the schedule to	o the complete	ed report.
d) Types of securities d	listributed			
Provide the following information to indicate the security code. If pro distributed.				

										Canadian	\$
Security code	numl	SIP per (if cable)	D	escriptio	n of secu	rity	Number o securitie		Single or lowest price	Highest price	Total amount
UBS			mon sha	are and		one com a commo nt	7,000,000	.0000	0.2862		2,003,316.000
e) D	etails	of righ	its and o	convert	ible/exc	hangeable	esecurities				
convertible convertible	e/excha e/excha	ngeable	securitie	s were dis					piry date for eacher date for eacher date for eacher date for eacher date any ot		
Convert exchang security	eable		rlying ty code	(Canad			e (YYYY-MM- D)	Conv	ersion ratio		other terms (if licable)
WN.	г	CI	MS	0.5724		2026	-01-12		1:1		
tate the t urisdiction ocated ou	otal dol n where tside of	lar amo a purch Canado	ount of sec haser resi a complet	curities di ides and f	istributed <sup>f</sup> or each e	and the nun exemption rel	lied on in Can	asers fo ada foi	or each jurisdict r that distributio e distributions to	n. However,	
State the t urisdiction ocated ou urisdiction This table urisdiction Canada, if	otal dol n where tside of n of Car requires n where a purcl	lar amo a purch Canada nada on s a sepa a purch haser re	ount of sea haser resi a complet ly. haser resi sides in a	curities d ides and f tes a distr item for: ides, if a p i foreign j	istributed for each e ribution ir (i) each ju purchaser urisdictio	and the nun exemption rel n a jurisdictic risdiction wh resides in a n.	nber of purch lied on in Can on of Canada, nere a purcha.	asers fo ada foi includo ser resi f Canac	r that distributio e distributions to ides, (ii) each exe da, and (iii) each	n. However, o purchasers emption relie	if an issuer s resident in that ed on in the
State the t urisdiction ocated ou urisdiction Fhis table urisdiction Canada, if For jurisdi	otal dol n where tside of n of Car requires n where a purcl	lar amo a purch Canada nada on s a sepa a purch haser re vithin Cc	ount of sea haser resi a complet ly. haser resi sides in a	curities d ides and f tes a distr item for: ( ides, if a p foreign j ate the pr	istributed for each e ribution ir (i) each ju purchaser urisdictio	and the nun exemption rel n a jurisdictic risdiction wh resides in a n. territory, oth	nber of purch lied on in Can on of Canada, nere a purcha. jurisdiction oj nerwise state t	asers fi ada foi includo ser resi f Canao the cou	r that distributio e distributions to ides, (ii) each exe da, and (iii) each entry. of unique	n. However, o purchasers emption relia exemption	if an issuer s resident in that ed on in the
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itate the t urisdiction ocated ou urisdiction this table urisdiction Canada, if Tor jurisdi <b>Provir</b> British Co	otal dol n where tside of n of Car requires n where a purch ctions w	lar amo a purch Canada ada on s a sepa a purch haser re vithin Cc ountry	ount of sea haser resi a complet ly. rrate line i haser resi sides in a anada, sta NI 45 inves	curities di ides and f tes a distr item for: i ides, if a p foreign j ate the pr <b>Exem</b> 5-106 2.3 5-106 2.3	istributed for each e ribution ir (i) each ju ourchaser urisdictio rovince or <b>ption reli</b>	and the nun exemption rel n a jurisdiction rrisdiction wh resides in a n. territory, oth ied on lited	nber of purch lied on in Can on of Canada, nere a purcha. jurisdiction oj nerwise state t	asers f ada foi include ser resi f Canad the cou	r that distributio e distributions to ides, (ii) each exe da, and (iii) each ntry. of unique isers <sup>2a</sup> 2	n. However, o purchasers emption relia exemption Total arr	if an issuer s resident in that ed on in the relied on in <b>s</b> ) 815,181.910
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State the t urisdiction ocated ou urisdiction This table urisdiction Canada, if For jurisdi Provir British Co Alberta Ontario Québec United S	otal dol n where tside of n of Car require: n where a purch ctions w	lar amo a purch Canada nada on s a sepa a purch haser re vithin Cc ountry ia	ount of sea haser resi a complet ly. mate line i haser resi sides in a anada, sta NI 45 inves NI 45 inves NI 45 inves NI 45 inves NI 45	curities di ides and f ites a distr item for: i ides, if a p foreign j ate the pr <b>Exem</b> 5-106 2.3 5-106 2.3 5-106 2.3 5-106 2.3 5-106 2.3 5-106 2.3	istributed for each e fibution ir (i) each ju ourchaser urisdiction ovince or <b>ption reli</b> 3 [Accred 3 [Accred	and the num exemption rel a jurisdiction trisdiction whether resides in a n. territory, other ied on lited lited lited	nber of purch lied on in Can on of Canada, nere a purcha. jurisdiction oj nerwise state t	asers f ada foi include ser resi f Canad the cou	r that distributio e distributions to ides, (ii) each exe da, and (iii) each entry. of unique esers <sup>2a</sup> 2 2	n. However, p purchasers emption relie exemption <b>Total am</b> 1 2	if an issuer s resident in that ed on in the relied on in <b>nount (Canadian</b>
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<sup>2b</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

*If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.*<sup>3</sup>*If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.* 

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exe whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete ad</b> <b>copies of this page if more than one person was, or will be, compensated.</b>	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant.	
□ No ✓ Yes	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual	
Family nameFirst given nameSecondary giverIf the person compensated is not an individual, provide the following information.	n names
Full legal name of non-individual HAYWOOD SECURITIES INC. / VALEURS MOBILIERES HAYWOOD Inc.	
Firm NRD number 1630 (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based po	ortal
☑ No □ Yes	
b) Business contact information	
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compe	nsatea. T
Street address	
Municipality Province/State	
Country Postal code/Zip code	
Email address Telephone number	
c) Relationship to issuer or investment fund manager	
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the mean 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation respecting Prospectus Exemptions) for the purposes of completing this section.	
Connected with the issuer or investment fund manager	
Insider of the issuer (other than an investment fund)	
Director or officer of the investment fund or investment fund manager	
<ul> <li>Employee of the issuer or investment fund manager</li> <li>None of the above</li> </ul>	
d) Compensation details	

Cash commissions paid	\$2,289.5000			
Value of all securities distributed as compensation <sup>4</sup>				
Security codes	Security code 1	Security code 2	Security code 3	
	WNT			
Describe terms of warrants, options or other rights	8,000 Finders' Wa acquire 1 commo until January 12, 2	n share at \$0.2860		
Other compensation <sup>5</sup>				
Describe				
Total compensation paid	\$2,289.5000		]	
Check box if the person will or may receive any def	erred compensatio	on (describe the te	rms below)	
<sup>4</sup> Provide the aggregate value of all securities distributed as compensati securities of the issuer. Indicate the security codes for all securities dist acquire additional securities of the issuer.		-		
<sup>5</sup> Do not include deferred compensation.				

Provide information for each person (as defined in NI 45-106) (in Québec, Regulation 45-106 respecting Prospectus Exempt whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additic</b> copies of this page if more than one person was, or will be, compensated.	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant.	
□ No 🗹 Yes	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual	
Family name         First given name         Secondary given name           If the person compensated is not an individual, provide the following information.         Secondary given name	es
Full legal name of non-individual LEEDE FINANCIAL INC.	
Firm NRD number 5770 (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal	
✓ No □ Yes	
b) Business contact information	
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensat	ted.
Street address	
Country Postal code/Zip code	
Email address Telephone number	
c) Relationship to issuer or investment fund manager	
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of 'connected' in Part B(2) of the Instructions and the meaning of 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45 respecting Prospectus Exemptions) for the purposes of completing this section.	
Connected with the issuer or investment fund manager	
Insider of the issuer (other than an investment fund)	
Director or officer of the investment fund or investment fund manager	
Employee of the issuer or investment fund manager	
✓ None of the above	
d) Compensation details	

Cash commissions paid	\$3,377.0200		
Value of all securities distributed as compensation <sup>4</sup>			
Security codes	Security code 1	Security code 2	Security code 3
	WNT		
Describe terms of warrants, options or other rights	11,800 Finders' W acquire 1 commo until January 12, 2		
Other compensation <sup>5</sup>			
Describe			
Total compensation paid	\$3,377.0200		
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)
<sup>4</sup> Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.			
<sup>5</sup> Do not include deferred compensation.			

Provide information for each person (as whom the issuer directly provides, or win <b>copies of this page if more than one p</b>	ll provide, any cor	mpensation in connecti			•
Indicate whether any compensation was □ No ☑ Yes If yes		<i>paid, in connection with</i> er of persons compen		ı. ]	
a) Name of person compens	sated and regi	stration status			
Indicate whether the person compensate	ed is a registrant.				
🗌 No 🗹 Yes					
If the person compensated is an individu	ual, provide the n	ame of the individual.			
Full legal name of individual					
If the person compensated is not an ind	Family name ividual, provide th		t given name <i>N.</i>	Secondary giv	en names
Full legal name of non-individual		PITAL CORPORATION	/ CORPORATIO	N RECHERCHE	]
Firm NRD number	3070		(if applicable	)	
Indicate whether the person compensate	ed facilitated the	distribution through a j	funding portal c	or an internet-based <sub>F</sub>	oortal
b) Business contact informa	tion				
If a firm NRD number is not provided in	Item 8(a), provide	e the business contact i	nformation of t	he person being com	pensated.
Street address					7
		Droving	ce/State		
Municipality					
Country		Postal code/Z	ip code		
Email address		Telephone r	number		
c) Relationship to issuer or i	nvestment fur	nd manager			
Indicate the person's relationship with th 'connected' in Part B(2) of the Instruction respecting Prospectus Exemptions) for th	he issuer or invest ns and the meanii	tment fund manager (so ng of 'control' in section			
Connected with the issuer or inve	stment fund ma	nager			
🗌 Insider of the issuer (other than a	n investment fur	nd)			
Director or officer of the investme	ent fund or inves	tment fund manager			
Employee of the issuer or investm	ient fund manag	ger			
✓ None of the above					

### d) Compensation details

Cash commissions paid	\$46,334.9800			
Value of all securities distributed as compensation <sup>4</sup>				
Security codes	Security code 1	Security code 2	Security code 3	
Security coues	WNT			
Describe terms of warrants, options or other rights		Warrants entitling n share at \$0.2866 2026.		
Other compensation <sup>5</sup>				
Describe				
			_	
Total compensation paid	\$46,334.9800			
Check box if the person will or may receive any def	erred compensatio	on (describe the te	rms below)	
<sup>4</sup> Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.				
<sup>5</sup> Do not include deferred compensation.				

	) (in Québec, Regulation 45-106 respecting Prospectus Exemptions) to nsation in connection with the distribution. <b>Complete additional</b> <b>e, compensated.</b>
Indicate whether any compensation was paid, or will be paid,	
a) Name of person compensated and registra	ation status
Indicate whether the person compensated is a registrant.	
🗌 No 🗹 Yes	
If the person compensated is an individual, provide the name	of the individual.
Full legal name of individual	
Family name If the person compensated is not an individual, provide the fo	First given name Secondary given names
Full legal name of non-individual Canaccord Genuit	y Corp./Corporation Canaccord Genuity
Firm NRD number 900	(if applicable)
Indicate whether the person compensated facilitated the dist	ribution through a funding portal or an internet-based portal
✓ No □ Yes	
b) Business contact information	
If a firm NRD number is not provided in Item 8(a), provide the	e business contact information of the person being compensated.
Street address	
Municipality	Province/State
Country	Postal code/Zip code
Email address	Telephone number
c) Relationship to issuer or investment fund r	nanager
	nt fund manager (select all that apply). Refer to the meaning of f 'control' in section 1.4 of NI 45-106 (in Québec, Regulation 45-106 eting this section.
Connected with the issuer or investment fund manag	er
Insider of the issuer (other than an investment fund)	
Director or officer of the investment fund or investme	nt fund manager
<ul> <li>Employee of the issuer or investment fund manager</li> <li>None of the above</li> </ul>	
d) Compensation details	

Cash commissions paid	\$58,889.5200		
Value of all securities distributed as compensation <sup>4</sup>			
Security codes	Security code 1	Security code 2	Security code 3
	WNT		
Describe terms of warrants, options or other rights	205,772 Finders' V acquire 1 commo until January 12, 2	n share at \$0.286	
Other compensation <sup>5</sup>			
Describe			
Total compensation paid	\$58,889.5200		
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)
<sup>4</sup> Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.	•	•	•
<sup>5</sup> Do not include deferred compensation.			

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	/ provides, or will p	rovide, any compe	) (in Québec, Regulation 4 nsation in connection wit r <b>e, compensated.</b>			
Indicate whether any co □ No  ☑ Yes			<i>. in connection with the di</i> f persons compensated.			
a) Name of per	son compensat	ed and registra	ation status			
Indicate whether the pe	rson compensated	is a registrant.				
If the person compensati	ted is an individual,	provide the name	of the individual.			
Full legal name of	individual					
If the person compensa	ted is not an individ	Family name Iual, provide the fo	First given n Dilowing information.	ame	Secondary given	names
Full legal name of	f non-individual	AcKim & Compan	y LLC			
Firi	m NRD number		(if a	oplicable)		
Indicate whether the pe	∟ rson compensated	facilitated the distr	ribution through a fundin	g portal or a	in internet-based po	ortal
✓ No ☐ Yes					,	
D) Business col	ntact informatic	n				
lf a firm NRD number is	not provided in Ite	m 8(a), provide the	e business contact inform	ation of the	person being compe	ensated.
Street address	37 West 19th Str	eet, 6th Floor				
Municipality	New York		Province/Stat	e New Yo	rk	
Country	United States of	America	Postal code/Zip cod	e 10011		
Email address	cahill@mckimco.	com	Telephone numbe	er 1 (917) 7	705-0155	
c) Relationship	to issuer or inv	estment fund r	manager			
Indicate the person's rel 'connected' in Part B(2) respecting Prospectus E	ationship with the of the Instructions of xemptions) for the e issuer or investr	issuer or investmen and the meaning o purposes of compl nent fund manag	nt fund manager (select a f 'control' in section 1.4 oj eting this section.			
Insider of the issue Director or officer	-	-	ent fund manager			
Employee of the is						
None of the above						
d) Compensati	on details					

Cash commissions paid	\$37,874.9500		
Value of all securities distributed as compensation <sup>4</sup>			
Convituondos	Security code 1	Security code 2	Security code 3
Security codes	WNT		
Describe terms of warrants, options or other rights		Warrants, each wa uire 1 common sh nuary 12, 2026	
Other compensation <sup>5</sup>			
Describe			
Total compensation paid	\$37,874.9500		
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)
<sup>4</sup> Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.			
5Do not include deferred companyation			

<sup>5</sup>Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

Foreign public issuer

Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>

Provide name of reporting issuer

Wholly owned subsidiary of a foreign public issuer <sup>6</sup>

*Provide name of foreign public issuer* 

□ Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup>.

### If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10.

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer

or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

### □ If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Organization or company name	Family name	First given	Secondary given names	Business location of non-individual or residential jurisdiction of individual		onship to t all that a	
		name		Province or country	D	0	Р

### b) Promoter information

*If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.* 

Organization or	Family	First given	, , ,	Residential jurisdiction of individual	Relationship to one or both	promoter (select if applicable)
company name	name	name	names	Province or country	D	0

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## **ITEM 10 - CERTIFICATION**

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar to that of a director of of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

*If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.* 

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of Issuer/ investment fund manager/agent	Railtown Al Technologies Inc				
Full legal name	WOODWARD	Pa	iul		John Courtney
	Family name	First give	en name		Secondary given names
Title	Chief Financial Officer				
Telephone number	+1 (604) 690-3797	Email address	paul@railtov	vn.ai	
Signature	Paul Woodward	Date	2024	07	18
			YYYY	MM	DD

### ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

✓ Same as individual certifying the report

Full legal name			
	Family name	First given name	Secondary given names
Title			
Name of company			
Telephone number		Email address	

# NOTICE – COLLECTION AND USE OF PERSONAL INFORMATION

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation. If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.