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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.

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

November 26, 2024



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

### What are we offering?

<b>Number of Type of Securities:</b>	Up to 7,000,000 units of the Company (each, a “ <b>Unit</b> ”) for gross proceeds of up to \$2,100,000 (the “ <b>Offering</b> ”). Each Unit will consist of one common share in the capital of the Company (each, a “ <b>Common Share</b> ”) and one-half of one Common Share purchase warrant (each whole warrant, a “ <b>Warrant</b> ”). Each Warrant is exercisable into one Common Share at a price of \$0.60 per Common Share for a period of 24 months, subject to standard adjustment mechanisms and acceleration in certain circumstances.
<b>Offering Price:</b>	\$0.30 per Unit
<b>Minimum Offering:</b>	\$2,100,000 for a total of 7,000,000 Units
<b>Maximum Offering:</b>	\$2,100,000 for a total of 7,000,000 Units
<b>Closing Date:</b>	The closing of the Offering may take place in one or more tranches, the first of which is expected to close on or about December 5, 2024.
<b>Exchange:</b>	The Common Shares are listed for trading on the Canadian Securities Exchange (the “ <b>CSE</b> ”) under the symbol “ <b>RAIL</b> ” and on the OTCQB tier of OTC Markets under the symbol “ <b>RLAIF</b> ”.
<b>Closing Price:</b>	The closing price of the Common Shares on the CSE on November 25, 2024, being the most recent trading day before the date of this Offering Document, was \$0.35.

## **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 \$0.60 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 \$1.20 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 has developed a cloud-based Application General Intelligence Platform called Conductor that utilizes Artificial intelligence to perform tasks in addition to streamlining, enhancing and accelerating Developer Productivity Engineering (DPE) through the following characteristics and features:

- **Deep Application Understanding** - The system continually trains on a client's application to understand its functionalities, workflows, and underlying architecture. It also provides comprehensive knowledge to stakeholders, from developers to C-level management, through natural language prompts.
- **Task Automation** - The system automates a wide range of tasks associated with the client's application, from routine and repetitive processes to more complex workflows. This automation capability can significantly increase efficiency and team velocity while improving documentation, technical debt and reducing manual effort.

- **Adaptive Learning** - The system learns from and adapts based on user interactions and changes in the application environment. This adaptive learning enables the system to continually improve its performance and remain up to date with any application modifications or updates.
- **Monitoring and Reporting** - The system monitors its own performance and provides detailed reports on automated tasks, including generating executive summaries of any deployment, completed ticket sets, documentation and technical debt.

### **AI Model Releases:**

#### **Railtown AGI Conductor I**

Ingestion of all forms of development and application data (Tickets to Builds and Deployments to Logs) Development of an AGI model that understands all aspects of software development. It is always available to assist users by answering questions related to their project, automate simple tasks like progress reports, release notes, onboarding, and can also understand and make sense of events like bug discovery, root cause understanding and ticket matching.

#### **Railtown AGI Conductor II**

Railtown AGI model integrates with all data sources and can streamline, manage and automate all aspects of development and the Continuous Integration and Continuous Deployment {CI/CD} process. Not only can it understand and respond to information ingested into the model (Conductor), but also it can act by pushing data and decisions back into the integrations for example: generate tickets automatically, write and test bug fixes, update infrastructure settings, etc. Working towards complete automation of the entire process through additional integrations such as code co- pilots and infrastructure and deployment management. Multi-step reasoning and higher order insights, increased efficiency and increased velocity.

#### **Railtown AGI Conductor III**

Additional Functionality is focused on source code integration and understanding actions and orchestrating sequences of actions to accomplish specific goals to improve developer and team productivity. The functionality will enable teams to identify and resolve issues earlier in the development process and move quicker. The conductor will be able to pin-point specific root causes of encountered errors within the code base, associated library dependencies or deployment environment. It will be able analyse the source code and identify some potential bugs before the code is even deployed. Once deployed, if an error were to be encountered, it can automate tasks and processes associated with fixing the error, including suggesting potential code changes that may fix the error, automatically generating pull requests and associated documentation for the fix, and then automatically spinning up a custom test environment to verify that the fix has indeed solved the problem.

### **Features:**

**Root Cause Agent** - The Railtown platform connects to source code repositories, ticketing systems, build servers and logging services and matches code to 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 Agent 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.

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

**Documentation and Ticket Agent** - The Documentation Agent generates, and pushes requested work item tickets into a development team's preferred project management tool. The Conductor draws on its knowledge from previous written documentation to real-time ticket data 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 Agent** - Similar to the Release Notes Agent, 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.

**Developer Assistant** - The Developer 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 Developer 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 Developer Assistant can provide information related to a wide range of topics, including code, build errors, bug fixes, performance issues, and more. Developers can ask the Developer Assistant specific questions or describe the problem that they are facing, and the Assistant will provide relevant and actionable information to help solve the problem and execute the solution.

**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.

## Recent Developments

**On June 28,, 2024**, the Company announced a strategic partnership with Mila - Quebec Artificial Intelligence Institute. Under the partnership agreement, Railtown will be able to forge links with Mila's research community and explore ways to help further develop the company's AI capabilities.

This partnership grants Railtown other benefits such as access to recruitment, training, and Mila workspaces, as well as the opportunity to conduct applied research projects together with Mila, in addition to visibility across Mila's website and social media, channels, conferences, and business opportunities related to other Mila partners.

Mila is internationally renowned for its significant contributions to artificial intelligence and machine learning (ML). The collaboration will strengthen Railtown's relationship within the research and developer communities, and expand access to a growing pool of domestic and global ML talent; additionally, Railtown will have exposure to Mila's continued research findings.

**On July 2, 2024**, Railtown announced the launch of Conductor Version 2.0, an advanced AI platform that is transforming how companies build and manage their software applications. Conductor Version 2.0 is designed to drive new insights by seamlessly aggregating and analyzing diverse application data. By providing a holistic view of application performance and development processes, Railtown AI enables organizations to understand all aspects of their software applications. This enhanced perspective is a crucial step toward the company vision of building an Artificial General Intelligence (AGI) that manages and controls all aspects of the software application lifecycle.

**On July 23, 2024**, Railtown announced that it had entered into a co-development agreement with The Alberta Machine Learning Institute (Amii). Under the terms of the agreement, Railtown and Amii will partner together on a specific project and build that is related to Railtown's core AI Conductor Technology.

Under the terms of the agreement Amii will provide Railtown with additional machine learning engineers and PHD's to co-develop a specific build designed and managed by Railtown. As part of the agreement all co-developed IP will be owned by Railtown.

**On November 21, 2024**, the Company announced that it had that it has achieved the SOC 2 Type II certification, underscoring its dedication to data security, privacy, and compliance. This certification was awarded following an independent audit that validated the company's adherence to the strict standards established by the American Institute of Certified Public Accountants (AICPA). The SOC 2 Type II audit evaluated Railtown's internal controls and policies for handling customer data based on five trust service criteria: security, availability, processing integrity, confidentiality, and privacy. Achieving SOC 2 certification reflects *Railtown's* proactive approach to protecting sensitive information and building customer trust.

## **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 pursue customer acquisition initiatives. More specifically, the Company is planning to expand its value proposition, brand, commercial offerings and market; 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	2,100,000	2,100,000
B	Selling commissions and fees	168,000	168,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	5,000	5,000
D	Net proceeds of Offering: $D = A - (B + C)$	1,927,000	1,927,000
E	Working capital as at October 31, 2023	904,000	904,000
F	Additional sources of funding	0	0
G	Total available funds: $G = D + E + F$	2,831,000	2,831,000

### 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	1,550,000	1,550,000
Sales and marketing expenses	215,000	215,000
Office expenses	150,000	150,000
Professional fees	60,000	60,000
Listing and filing fees	35,000	35,000
Product Development	175,000	175,000
External consulting fees	276,000	276,000
Public relations and investor relations expenses	370,000	370,000
<b>Total</b>	<b>2,831,000</b>	<b>2,831,000</b>

#### 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 March 1, 2024, 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 \$2,899,550 (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 24 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 8.5 months ended October 31, 2024. There are significant differences that arise from an increase in spending due to available funds.

Description	Proposed Amount (\$)	Actual Amount (\$)
Payroll and benefits	1,250,000	1,145,634
Sales and marketing expenses	450,000	1,789,093
Office expenses	150,000	209,806
Professional fees	50,000	78,885
Listing and filing fees	30,000	84,960
External consulting fees	150,000	1,256,250

Description	Proposed Amount (\$)	Actual Amount (\$)
Public relations expenses	400,000	942,788

Due to the burgeoning market for AI services and the Company's rapidly evolving platform, and the raising of an additional \$3,993,862 net proceeds from two private placements and warrant exercises, an acceleration of spending occurred in the last three quarters, resulting in certain significant variances, as follows:

- Payroll and benefits were lower than indicated as the above "Actual Amount" figures are for an eight and a half month period.
- Sales and marketing expenses were substantially higher than projected due to the availability of funds and the engagement of a marketing services firm to be in place ahead of our SOC 2 certification.
- Office expenses were higher than anticipated, as additional expenditures on software, website, and travel were incurred.
- Professional fees were higher due to the engagement of a firm to assist with SOC 2 certification.
- Listing and filing fees were higher due to the Company's listing on the OTCQB exchange.
- External consulting fees increased due to the engagement of personnel paid as consultants, as well as the engagement of corporate finance and business development consultants to assist with capital raising and the investigation of M&A opportunities within the AI space that might be complementary to the Company.
- Public relations expense increased to support the Company's listing on the OTCQB exchange.

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 8% 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 \$0.31 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.

The Company may also pay a flat referral fee to certain eligible finders.

## 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](http://www.sedarplus.ca). The Company's website address is [www.railtown.ai](http://www.railtown.ai).

## DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after January 31, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: November 26, 2024

*(signed) "Cory Brandolini"*

*(signed) "Paul Woodward"*

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Cory Brandolini  
Chief Executive Officer

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Paul Woodward  
Chief Financial Officer