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
section 1.1 of National Instrument 81-10 Québec, Regulation 81-106 respecting Inv Investment Fund Continuous Disclosure).	elect only one). For guidance regarding whether an issuer is an investment fund, refer to 6 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in vestment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting
Investment fund issuer	دام میں
✓ Issuer (other than an investment for Underwriter	una)
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)
If 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
If 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 - UNDERWRITER INFO	DRMATION
If an underwriter is completing the repor	t, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number.
Full legal name	
Firm NRD number	(if applicable)

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

☐ Alternative strategies	Cryptoasset	Other (describ	ne)					
Indicate whether one or both of the following apply to the investment fund. Invest primarily in other investment fund issuers Is a UCITs Fund 1 1 Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives								
that allow collective investment schemes	to operate throughout the EU o	on a passport basis on aut	-					
c) Net asset value (NAV) of the investment for	und						
Select the NAV range of the investr	ment fund as of the date c	of the most recent NAV	' calculation (Canad	dian \$).				
☐ Under \$5M	S5M to under \$	\$25M	under \$100M	Date of NAV calculation:				
S100M to under \$500M	\$500M to unde	er \$1B 🔲 \$1B or o	ver	YYYY MM DD				
ITEM 7 - INFORMATION	ABOUT THE DIST	RIBUTION						
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	sident in that jurisdiction of the connection with the distribution.	of Canada only. Do no ution, which must be a	t include in Item 7 s	securities issued as payment of				
a) Currency								
Select the currency or currencies i dollars.	n which the distribution w	vas made. All dollar an	nounts provided in	the report must be in Canadian				
✓ Canadian dollar US	dollar 🗌 Euro O	ther (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 fo	-	•				
Start date 20	24 12 09	End	date 2024	12 09				
YY	YY MM DD		YYYY	MM DD				
c) Detailed purchaser i	nformation							
Complete Schedule 1 of this for	m for each purchaser an	nd attach the schedu	le to the complete	ed report.				
d) Types of securities d	listributed							
Provide the following information to indicate the security code. If prodistributed.								

					Canadian S	\$
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
UBS		Common Shares	7,000,000.0000	0.3000		2,100,000.0000

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Convertible / exchangeable	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM- DD)	Conversion ratio	Describe other terms (if applicable)
security code		Lowest	Highest	,		аррисаые)
WNT	CMS	0.6000		2026-12-09	1:1	

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)
IBrifish (Ollimbia	NI 45-106 5A.2 [Listed issuer financing exemption]	56	1,486,950.0000
Alberta	NI 45-106 5A.2 [Listed issuer financing exemption]	5	132,589.8000
Ontario	NI 45-106 5A.2 [Listed issuer financing exemption]	12	432,910.2000
Belize	NI 45-106 5A.2 [Listed issuer financing exemption]	1	30,000.0000
Haiwan	NI 45-106 5A.2 [Listed issuer financing exemption]	1	17,550.0000
	\$2,100,000.0000		
	Total number of unique purchasers ^{2b}	75	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one 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

^{2b}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.

jurisdiction where a purchaser resides. ³If 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	

³"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.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions)) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional** 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. If yes, indicate number of persons compensated. | 5 ☐ No ✓ Yes 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 names If the person compensated is not an individual, provide the following information. Full legal name of non-individual Canaccord Genuity Corp./Corporation Canaccord Genuity Firm NRD number 900 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** 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 compensated. 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 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 45-106 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

Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securities-bo ntal to the distribution, or report on, internal o	ased compensation, such as clerical,	on, gifts, discounts printing, legal or (or other accounting
Cash commissions paid	\$99,279.9800]	
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1 Se	ecurity code 2	Security code 3	
Describe terms of warrants, options or other rights	330,933 broker warrants exercisable at \$0.30 for 24 months from closing			
Other compensation ⁵				
Describe				
			1	
Total compensation paid	\$99,279.9800			
Check box if the person will or may receive any def	erred compensation ((describe the ter	ms below)	
⁴ 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. ⁵ Do not include deferred compensation.	= :	_	•	
20 not metade dejerred compensation.				

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Cash commissions paid	\$12,000.0000		
e of all securities distributed as compensation 4			
Security codes	Security code 1	Security code 2	Security code 3
,			
cribe terms of warrants, options or other rights	40,000 broker wa	rrants exercisable sing.	at \$0.30 for 24
Other compensation ⁵			
Describe			
	+42 000 0000		\neg
Total compensation paid	\$12,000.0000		
eck box if the person will or may receive any def	ferred compensati	on (describe the te	erms below)

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution.

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions)) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional** 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. ☐ No If yes, indicate number of persons compensated. | 5 ✓ Yes 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 names If the person compensated is not an individual, provide the following information. 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 portal **V** 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 compensated. 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 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 45-106 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

Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securities ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discount. I, printing, legal or	s or other accounting
Cash commissions paid	\$25,200.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3	
				_
Describe terms of warrants, options or other rights	84,000 broker warrants exercisable at \$0.30 for 24 months from closing.			
Other compensation ⁵				
Describe				
Total compensation paid	\$25,200.0000			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ 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.				
⁵ Do not include deferred compensation.				

ITEM 8 - COMPENSATION INFORMATION Provide information for each person (as defined in NI 45-106 (in Québec, Regulation 45-106 respecting Prospectus Exemptions)) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional 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. ☐ No **V** Yes If yes, indicate number of persons compensated. 5 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 names If the person compensated is not an individual, provide the following information. RESEARCH CAPITAL CORPORATION / CORPORATION RECHERCHE Full legal name of non-individual **CAPITAL** Firm NRD number | 3070 (if applicable) Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal **V** 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 compensated. 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 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 45-106 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) $\hfill \square$ 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				
Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incider services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issu	nmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerica	ion, gifts, discounts I, printing, legal or	s or other accounting
Cash commissions paid	\$20,000.8300			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3	
Describe terms of warrants, options or other rights	66,669 broker warrants exercisable at \$0.30 for 24 months from closing.			
Other compensation ⁵				
Describe				
Total compensation paid	\$20,000.8300			
Check box if the person will or may receive any def	erred compensation	on (describe the te	erms below)	
⁴ 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.	= :	=	·	
⁵ Do not include deferred compensation.				

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Provide details of all compensation paid, or to be paid, to Provide all amounts in Canadian dollars. Include cash con compensation. Do not report payments for services incide services. An issuer is not required to ask for details about, or employees of a non-individual compensated by the issue	nmissions, securitie ntal to the distribut or report on, intern	s-based compensat ion, such as clerical	ion, gifts, discounts , printing, legal or (or other accounting		
Cash commissions paid	\$7,200.0000					
Value of all securities distributed as compensation ⁴			<u></u>			
value of all securities distributed as compensation	Socurity code 1	Security code 2	Security code 3			
Security codes	Security code 1	Security code 2	Security code 3			
Describe terms of warrants, options or other rights	24,000 broker wa	rrants exercisable sing.	at \$0.30 for 24			
Other compensation ⁵						
Describe						
Total compensation paid	\$7,200.0000					
Check box if the person will or may receive any def		on (describe the te	 urms helow)			
effects box in the person will of may receive any def	erred compensation	on (describe the te	Titis below)			
⁴ 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. ⁵ Do not include deferred compensation.		_	·			
ITEM A DIDECTORS EVECUTIVE OFFICE	DC AND DDOA	AOTERS OF T	UE ICCLIED			
ITEM 9 – DIRECTORS, EXECUTIVE OFFICE	RS AND PROM	MOTERS OF II	HE ISSUER			
If the issuer is an investment fund, do not complete It	em 9. Proceed to I	tem 10.				
Indicate whether the issuer is any of the following (select t	he one that applies	– if more than one	applies, select only	one).		
lacksquare Reporting issuer in a jurisdiction of Canada						
☐ Foreign public issuer						
☐ Wholly owned subsidiary of a reporting issuer in ar	ny jurisdiction of C	anada ⁶				
Provide name of reporting issuer						
☐ Wholly owned subsidiary of a foreign public issuer	6					
Provide name of foreign public issuer						
☐ Issuer distributing only eligible foreign securities a	nd the distribution	is to permitted cli	ents only ⁷ .			
If the issuer is at least one of the above, do not compl						
⁶ An issuer is a wholly owned subsidiary of a reporting issu				ng voting		
securities, other than securities that are required by law to		•		-		

or the foreign public issuer, respectively.

⁷ 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.							
Ouganization or	Family	First	Socondami	Business location of non-individual or residential jurisdiction of	Relationship to issuer		

Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)		
				Province or country	D	0	P

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 company name	Family First give name	· ·	Secondary given names	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)	
		name		Province or country	D	О

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 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

securities regulatory aut exercised reasonable dil	nation below, I certify, on beh chority or regulator, as applica	ble, that I have r	eviewed this re	nvestment fund manager, to the eport and to my knowledge, having the extent required, complete.		
investment fund	Name of Issuer/ investment fund Railtown AI Technologies Inc.					
manager/agent						
Full legal name	WOODWARD	Paul		John Courtney		
	Family name	First given name		Secondary given names		
Title	Chief Financial Officer					
Telephone number	+1 (604) 897-8025	Email address	paul@railtowi	n.ai		
Signature	"Paul Woodward"	Date	2024 YYYY	12 22 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 co	ertifying 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.