FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Railtown Capital Corp.
Suite 2200 – 855 West Georgia Street
Vancouver, BC V6C 3E8

Item 2 Date of Material Change

October 25, 2023

Item 3 News Release

A news release was issued on October 25, 2023 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Railtown Capital Corp. ("**Railtown**" or the "**Company**") (TSXV: RLT.P) announced that subject to the approval of the TSX Venture Exchange (the "**TSXV**"), the Company intends to appoint Mr. Christopher Taylor M.Sc. to its Board of Directors ("**Board**") and to the role of President and Chief Executive Officer of the Company. The Company also announced its intent to raise up to $1,000,000 by way of a non-brokered private placement of up to 10,000,000 common shares at a price of $0.10 per share

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Railtown Capital Corp. ("**Railtown**" or the "**Company**") (TSXV: RLT.P) announced that, subject to the approval of the TSX Venture Exchange (the "**TSXV**"), the Company intends to appoint Mr. Christopher Taylor M.Sc. to its Board of Directors ("**Board**") and to the role of President and Chief Executive Officer of the Company. Upon Mr. Taylor's appointment, Cameron White will step down as the President and CEO of the Company, but will remain on the Board.

Mr. Taylor is a structural and economic geologist with more than 20 years of industry and research experience with both mid-tier producer and junior exploration companies. Mr. Taylor is the founder and previous CEO & President of Great Bear Resources Ltd., which made a district-scale gold discovery in Canada and was taken over by Kinross Gold for $1.8bn in 2022. Mr. Taylor is also the founder and current Chair of Kodiak Copper Corp. (TSX-V: KDK), an exploration company whose most advanced asset is its 100% owned MPD copper-gold porphyry project located in the prolific Quesnel Trough in southern British Columbia.

In connection with Mr. Taylor's appointment, and subject to the approval of the TSXV, Mr. Taylor will purchase 2,500,000 common shares of the Company (the "**Escrow Shares**") from current Board members and shareholders of the Company for cash consideration of $0.05 per share. The Escrow Shares are subject to a Form 2F - *CPC Escrow Agreement* ("**Escrow Agreement**") and will remain in escrow in accordance with the terms of the Escrow Agreement upon transfer. Upon completion of the purchase of the Escrow Shares and prior to the completion of the proposed Private Placement, Mr. Taylor will own 19.2% of the Company's issued common shares.

Private Placement

The Company also announced that it intends to raise up to $1,000,000 by way of a non-brokered private placement of up to 10,000,000 common shares at a price of $0.10 per share (the "**Offering**").

Securities issued pursuant to the Offering will be subject to a hold period under applicable securities laws in Canada expiring four months and one day from the closing date of the Offering. Completion of the Offering is subject to certain closing conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSXV.

In accordance with applicable securities laws and the policies of the TSXV, the Company may pay a cash finders' fee of up to 7% of gross proceeds raised from investors introduced to the Offering by eligible registrants and finders.

Item 5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Cameron White, Director, CEO, President & Corporate Secretary, railtowncapital@gmail.com

Item 9 Date of Report

October 25, 2023