

RAILTOWN CAPITAL CORP.

Change of Auditor Notice

To: British Columbia Securities Commission
Alberta Securities Commission

And to: MNP LLP ("**MNP**")

And to: CHARLTON & COMPANY ("**CHARLTON**")

Re: Notice of Change of Auditor

Railtown Capital Corp. (the "**Company**") gives the follow notice in accordance with Section 4.11 of National Instruments 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**") as follows:

- 1) Charlton tendered resignation, upon their own initiative, as auditors of the Company effective March 10, 2021 (the "**Effective Date**"). The Company appointed MNP as the auditor of the Company to fill the resulting vacancy as of the Effective Date and to hold office until the next annual meeting of shareholders of the Company, at which time the Board of Directors anticipates MNP will be proposed for appointment as auditor of the Company.
- 2) The resignation of Charlton has been considered by the Board of Directors of the Company and the appointment of MNP in their place has been approved by the Board of Directors of the Company, following consideration and recommendation by the Audit Committee, and constitutes the "resignation" of EY and the "appointment" of MNP for the purposes of NI-51-102.
- 3) Charlton has not expressed any modified opinion on the Company's financial statements for the period of incorporation on June 22, 2020 to November 30, 2020.
- 4) There have been no "reportable events" (as such term defined in Section 4.11 NI 51-102).

The Company requests that each of Charlton and MNP provide the Company with a letter addressed to the regulatory authorities stating whether or not it agrees with the above statements. These response letters shall be posted on SEDAR.

Dated March 10, 2021

Railtown Capital Corp.

(signed) "*Cameron White*"

ON BEHALF OF THE BOARD OF DIRECTORS

Per: Mr. Cameron White, Chief Executive Officer, President and Corporate Secretary