



January 8, 2021

FILED BY SEDAR

British Columbia Securities Commission (*Principal Regulator*)
Alberta Securities Commission
TSX Venture Exchange

Dear Sirs / Mesdames:

**Re: Railtown Capital Corp., a Capital Pool Company (the “Corporation”)
Final Prospectus for Initial Public Offering dated January 8, 2021 (the “Prospectus”)
TSX-V Proposed Capital Pool Company Submission 498966
SEDAR Project Number 3138434**

We refer to the Prospectus of the Corporation relating to the initial public offering of 5,000,000 common shares of the Corporation at a price of \$0.10 per common share and the concurrent listing of the common shares of the Corporation for trading on the TSX Venture Exchange.

We, as counsel to the Corporation, hereby consent to the use of and reference to our firm opinion under the heading “*Eligibility for Investment*” and to the reference to our firm name on page iii of the Prospectus and under the heading “*Relationship Between the Corporation and Professional Persons*”.

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

Yours truly,

“CASSELS BROCK & BLACKWELL LLP”