

RAILTOWN AI TECHNOLOGIES INC.
(the “Company”)

**STATEMENT OF EXECUTIVE COMPENSATION
FOR THE YEAR ENDED SEPTEMBER 30, 2024**

This statement of executive compensation (this “Statement”) is dated as of February 25, 2026.

Definitions

For the purpose of this Statement:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**named executive officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102FV6 *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table discloses all compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to each NEO and director of the Company during the Company’s two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year ended September 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Cory Brandolini ⁽¹⁾ <i>President, CEO, Director</i>	2024	135,932	Nil	Nil	Nil	Nil	135,932
	2023	90,932	Nil	Nil	Nil	Nil	90,932
Paul Woodward ⁽²⁾ <i>CFO, Director</i>	2024	113,432	Nil	Nil	Nil	Nil	113,432
	2023	90,932	Nil	Nil	Nil	Nil	90,932
Marwan Haddad ⁽³⁾ <i>CTO, Director</i>	2024	150,932	Nil	Nil	Nil	Nil	150,932
	2023	150,932	Nil	Nil	Nil	Nil	150,932
Robert Goehring ⁽⁴⁾ <i>Director</i>	2024	50,000 ⁽⁵⁾	Nil	Nil	Nil	Nil	50,000
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Anna-Maria Parente ⁽⁶⁾ <i>Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mr. Brandolini was appointed as the President of the Company on February 11, 2020, the CEO of the Company on May 4, 2021, and a director of the Company on November 1, 2019.

(2) Mr. Woodward was appointed as the CFO and a director of the Company on August 18, 2016.

(3) Mr. Haddad was appointed as the CTO of the Company on February 11, 2020 and a director of the Company on November 1, 2019.

(4) Mr. Goehring was appointed as a director of the Company on February 5, 2021.

(5) Represents consulting fees paid to Catalyst Ventures Inc., a company controlled by Mr. Goehring.

(6) Ms. Parente was appointed as a director of the Company on May 4, 2021.

External Management Companies

Except as described above, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO or director by the Company during the year ended September 30, 2024, for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Cory Brandolini ⁽¹⁾ <i>President, CEO, Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Paul Woodward ⁽²⁾ <i>CFO, Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Marwan Haddad ⁽³⁾ <i>CTO, Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Robert Goehring ⁽⁴⁾ <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Anna-Maria Parente ⁽⁵⁾ <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

- (1) As of September 30, 2024, Mr. Brandolini held options to purchase 350,000 common shares at an exercise price of \$0.25 per share expiring on March 15, 2026.
- (2) As of September 30, 2024, Mr. Woodward held options to purchase 450,000 common shares at an exercise price of \$0.25 per share expiring on March 15, 2026.
- (3) As of September 30, 2024, Mr. Haddad held options to purchase 350,000 common shares at an exercise price of \$0.25 per share expiring on March 15, 2026.
- (4) As of September 30, 2024, Mr. Goehring held options to purchase 100,000 common shares at an exercise price of \$0.25 per share expiring on March 15, 2026.
- (5) As of September 30, 2024, Ms. Parente held options to purchase 100,000 common shares at an exercise price of \$0.25 per share expiring on May 13, 2026.

No compensation securities were exercised by any directors or NEOs during the financial year ended September 30, 2024. No compensation securities were re-priced, cancelled and replaced, had their term extended, or were otherwise materially modified during the year ended September 30, 2024.

There are no restrictions or conditions currently in place for converting, exercising or exchanging the compensation securities.

Stock Option Plans and Other Incentive Plans

The only incentive plan under which awards are granted by the Company is its existing stock option plan, adopted by the board of directors of the Company (the “**Board**”) on October 15, 2020 (the “**Stock Option Plan**”).

The purpose of the Stock Option Plan, which is commonly known as a “rolling 10% plan”, is to advance the interests of the Company by encouraging the directors, officers, employees, and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire common shares of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of any stock exchange upon which the common shares may be listed (in any case, the “**Exchange**”), the aggregate number of securities reserved for issuance will be 10% of the number of the Company’s common shares issued and outstanding at the time such options are granted. The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such directors, officers, employees, or consultants of the Company and its subsidiaries and affiliates, if any, as the Board may from time to time designate. The exercise price of option grants will be determined by the Board, but may not be less than the closing market price of the common shares on the Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued common shares, if the individual is a director, officer, employee or consultant, or 2% of the issued common shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the

date that is 10 years from the date that such options are granted. Subject to any written agreement between the Company and an optionee to the contrary, options expire as follows: (i) immediately in the event of an employee's termination for cause; (ii) 60 days from the date of the resignation of any director, officer, employee or consultant, or an employee's termination other than for cause; or (iii) one year from the date of the optionee's death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession

Employment, Consulting and Management Agreements

The Company has not entered into any agreements or arrangements under which compensation was provided during the financial year ended September 30, 2024 or is payable in respect of services provided to the Company or any of its subsidiaries that were (a) performed by a NEO or director or (b) performed by any other party but are services typically provided by a NEO or director.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for determining, by way of discussions at Board meetings, the compensation to be paid to the Company's executive officers and directors. The Company does not currently have a formal compensation program with specific performance goals or similar conditions, and the Company does not use any benchmarking in determining compensation or any element of compensation.

Significant Elements

The significant elements of compensation awarded to the named executive officers are salaries or consulting fees and stock options. The Company does not presently have a long-term incentive plan for its NEOs, and there is no policy or target regarding allocation between cash and non-cash elements. The Board is solely responsible for determining compensation to be paid to the NEOs. In addition, the Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

Salary

The compensation payable to NEOs is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each NEO and varies with the amount of time spent by each NEO in carrying out his or her functions on behalf of the Company.

In particular, the Chief Executive Officer's compensation will be determined by time spent on: (i) the Company's technology development efforts and sales strategy; (ii) reviewing potential license and marketing partners of the Company; and (iii) new business ventures. The Chief Financial Officer's compensation is primarily determined by time spent preparing and reviewing the Company's financial statements.

Option-Based Awards

The Stock Option Plan is intended to emphasize management's commitment to the growth of the Company. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Stock option grants are based on the total of stock options available under the Stock Option Plan. In granting stock options, the Board reviews the total of stock options available under the Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are considered when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance with the terms of the Stock Option Plan.

Given the Company's size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time.

The Company has no intention to make any material changes to the compensation described in this section.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.