



TSX Symbol: P

RAILPOWER COMPLETES \$41.6 MILLION OFFERING OF COMMON SHARES

NOT FOR DISTRIBUTION TO U.S. WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

VANCOUVER, British Columbia, December 21, 2004 – RailPower Technologies Corp. (TSX: P) announces that it has completed its previously announced offering of 8,000,000 common shares at a price of \$5.20 per share for total gross proceeds of \$41,600,000.

National Bank Financial led the syndicate of underwriters in this bought deal financing.

The common shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act") and may not be offered within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any state in which such offer, solicitation, or sale would be unlawful.

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