

**NOTICE OF CHANGE IN CORPORATE STRUCTURE
PURSUANT TO
SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

Item 1: Name of the Parties to the Transaction

Pathfinder Ventures Inc. (the “**Issuer**” – formerly Discovery One Investment Corp.); 1231986 BC Ltd. (“**Subco**”), a wholly owned subsidiary of the Issuer; and Pacific Frontier Investments Inc. (“**PFI**”).

Item 2: Description of the Transaction

The Issuer, a capital pool company listed on the TSX Venture Exchange, completed its qualifying transaction (the “**QT**”) through the acquisition of PFI. The QT was conducted as a three-corner amalgamation, pursuant to which Subco and PFI completed an amalgamation (the “**Amalgamation**”) under the Business Corporations Act (British Columbia), PFI securityholders received securities of the Issuer, and the Issuer received all of the shares of the newly amalgamated company (“**Amalco**”) such that Amalco became a wholly owned subsidiary of the Issuer possessed of the business and undertaking of PFI.

Immediately prior to the completion of the Amalgamation (and resulting share exchange), the Issuer changed its name to Pathfinder Ventures Inc. and consolidated its outstanding common shares on a 2.3 old for 1 new common share basis, with the PFI shareholders then receiving 0.452398 post-consolidated common share of the Issuer for every common share of PFI previously held (for a total issuance of approximately 47,112,695 post-consolidated common shares of the Issuer). Convertible securities of PFI were also adjusted based on the foregoing exchange ratio.

The QT constituted a “reverse takeover” of the Issuer (the acquiree) by PFI (the acquirer) for the purposes of National Instrument 51-102 – *Continuous Disclosure Obligations*, and the Issuer has changed its year end to coincide with that of PFI, the reverse takeover acquirer.

Item 3: Effective Date of Transaction

October 14, 2021.

Item 4: Name of each party, if any, that ceased to be a Reporting Issuer after the Transaction and the name of each continuing entity

The Issuer remains a reporting issuer in British Columbia, Alberta and Ontario. Amalco continues to be a non-reporting issuer.

Item 5: Date of Reporting Issuer's first Financial Year-End subsequent to the Transaction (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

December 31, 2021.

Item 6: Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements required to be filed for the Reporting Issuer's first Financial Year after the Transaction (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

Transition Financial Year

Interim: 3 months ended July 31, 2021 compared to 3 months ended July 31, 2022	Pre-Transaction: Previously Filed
Year End: 12 months ended December 31, 2021 compared to 12 months ended December 31, 2020	Due: Apr. 30, 2022

New Financial Year

Interim: 3 months ended March 31, 2022 compared to 3 months ended March 31, 2021	Due: May 30, 2022
Interim: 6 months ended June 30, 2022 compared to 6 months ended June 30, 2021	Due: Aug. 29, 2022
Interim: 9 months ended September 30, 2022 compared to 9 months ended September 30, 2021	Due: Nov. 29, 2022
Year End: 12 months ended December 31, 2022 compared to 12 months ended December 31, 2021	Due: Apr. 30, 2023

Item 7: Documents filed Under NI 51-102 that described the Transaction and where those Documents can be found in Electronic Format (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

The following documents describing the Transaction are available under the Issuer's SEDAR profile at www.sedar.com:

- (a) Material Change Report dated October 14, 2020;
- (b) Material Change Report dated December 3, 2020;
- (c) Material Change Report dated December 21, 2020;
- (d) Amalgamation Agreement;
- (e) Material change report dated March 12, 2021;
- (f) Notice of Special Meeting of Shareholders dated March 15, 2021 together with supporting Management Information Circular, SEDAR filed March 25, 2021;
- (g) Amending Agreement with respect to the Amalgamation Agreement, dated April 9, 2021;
- (h) Material Change Report dated April 9, 2021;
- (i) Material Change Report dated April 26, 2021;
- (j) Material Change Report dated May 5, 2021;
- (k) Second Amending Agreement with respect to the Amalgamation Agreement, dated May 27, 2021;
- (l) Third Amending Agreement with respect to the Amalgamation Agreement, dated July 30, 2021;
- (m) Material Change Report dated August 24, 2021;
- (n) Filing Statement dated September 25, 2021;

- (o) Fourth Amending Agreement with respect to the Amalgamation Agreement, dated September 29, 2021;
- (p) News Release dated September 29, 2021; and
- (q) News Release dated October 15, 2021.

Dated this 19th day of November, 2021.

PATHFINDER VENTURES INC.

"Joe Bleackley"

Per: _____

Name: Joe Bleackley

Title: CEO