PATHFINDER VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") of Pathfinder Ventures Inc. (the "Company") and its subsidiaries supplements but does not form part of the audited consolidated financial statements and the notes thereto for the years ended December 31, 2024 and 2023 (collectively referred to hereafter as the "Financial Statements"). This MD&A provides management's comments on the Company's operations for the years ended December 31, 2024 and 2023 and the Company's financial condition as at December 31, 2024, as compared with December 31, 2023.

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. All amounts are presented in Canadian dollars, the Company's presentation currency, unless otherwise stated. The functional currency of the Company and its subsidiaries is disclosed in the notes to the Financial Statements. Other information contained in this document has been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statements of a material fact or omissions of a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the Financial Statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as at the date of and for the periods presented in the filings.

In this MD&A, the words "we", "us", or "our", collectively refer to Pathfinder Ventures Inc. and its subsidiaries. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended December 31, 2024, 2023 and 2022 are referred to as "Fiscal 2024", "Fiscal 2023" and "Fiscal 2022", respectively.

This MD&A takes into account information available up to the approval of the Financial Statements and MD&A by the Board of Directors on April 30, 2025 (the "MD&A Date").

The Company's Board of Directors provides an oversight role with respect to all public financial disclosures by the Company. Management is responsible for the preparation and integrity of the Company's Financial Statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is responsible for ensuring that information disclosed externally, including the information contained within the Company's Financial Statements and MD&A, is complete and reliable.

For a complete understanding of the Company's business environment, risks and uncertainties and the effect of accounting estimates on its results of operations and financial condition, this MD&A should be read together with the Company's Financial Statements.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this document constitute forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "estimate", "will", "expect", "plan", "intend", or similar words suggesting future outcomes or an outlook. Forward-looking information in this document includes, but is not limited to:

- our business plan and investment strategy; and
- general business strategies and objectives.

Such forward-looking information is based on a number of assumptions which may prove to be incorrect. Assumptions have been made with respect to the following matters, in addition to any other assumptions identified in this document which include, but are not limited to:

- taxes and capital, operating, general & administrative and other costs;
- general business, economic and market conditions;
- the ability of the Company to obtain the required capital to finance its investment strategy and meet its commitments and financial obligations;
- the ability of the Company to obtain services and personnel in a timely manner and at an acceptable cost to carry out activities; and
- the timely receipt of required regulatory approvals.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on them as there can be no assurance that such expectations will prove to be correct. Forward-looking information is based on expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially than anticipated and described in the forward-looking information. The material risks and uncertainties include, but are not limited to:

- meeting current and future commitments and obligations;
- general business, economic and market conditions;
- the uncertainty of estimates and projections relating to future costs and expenses;
- changes in, or in the interpretation of, laws, regulations or policies;
- the ability to obtain required regulatory approvals in a timely manner;
- the outcome of existing and potential lawsuits, regulatory actions, audits and assessments; and
- other risks and uncertainties described elsewhere in this document.

The foregoing list of risks is not exhaustive. For more information relating to risks, see the section titled "Risk and Uncertainties" herein. The forward-looking information contained in this document is made as at the date hereof and, except as required by applicable securities law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

Pathfinder Ventures Inc. was incorporated on February 14, 2018, under the laws of British Columbia. The Company's head office and principal address is PO Box 610, 9451 Glover Road, Langley, BC V1M 2R9. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "RV". The Company is in the business of providing short and long-term accommodation year-round via its wholly owned land and on-site facilities and management services for third-party recreation parks.

HIGHLIGHTS DURING THE YEAR ENDED DECEMBER 31, 2024

On February 5, 2024, the Company completed a non-brokered private placement of 6,250,000 common shares at a price of $0.08 per share for gross proceeds of $500,000. No fees were paid in connection with the private placement.

On March 1, 2024, the Company entered into new agreements with the former convertible debenture holders to amend the terms of the original convertible debentures issued in 2021 such that the amendment was treated as debt extinguishment and new financial liabilities were recognized. The new debentures have principal balance of $2,395,000, are unsecured, accrue simple interest at 10% per annum and mature on March 1, 2026.

On April 5, 2024, the Company granted 800,000 stock options to employees, directors, officers, and consultants of the Company at an exercise price of $0.20. The stock options expire April 5, 2029 and vested immediately.

On August 9, 2024, the Company completed a consolidation of its common shares on a four to one basis. All share and per share amounts have been retrospectively adjusted to reflect the consolidation. Any references to common shares are on a post-consolidation basis. Numbers of warrants and stock options and their respective exercise prices have been retrospectively adjusted to reflect the effects of the consolidation.

On September 13, 2024, the Company completed the first tranche of a private placement of 7,000,000 units at a price of $0.10 per unit for gross proceeds of $700,000. On December 23, 2024, the Company completed the second tranche of a private placement of 15,075,000 units at a price of $0.10 per unit for gross proceeds of $1,507,500. The Company intends to use the net proceeds of the private placements for general working capital, to support current RV resort developments and expansions, and to advance acquisition opportunities within its pipeline, consisting of RV resorts and lifestyle communities.

SELECTED ANNUAL INFORMATION

The following table summarizes selected data derived from the Financial Statements:

	2024	2023	December 31, 2022
	$	$	$
Cash	**826,123**	456,100	982,482
Receivables	**153,607**	61,409	116,417
Total assets	**15,185,720**	14,052,888	14,981,040
Current liabilities	**7,392,186**	5,850,984	9,251,809
Non-current liabilities	**5,547,569**	6,426,776	2,653,026
Total liabilities	**12,939,755**	12,277,760	11,904,835
Working capital deficiency	**6,130,693**	5,180,409	8,102,325

Cash increased from 2023 to 2024 mainly due to the completion of private placements with gross proceeds of $2,707,500. The proceeds will be used for general working capital, to support current RV resort developments and expansions, and to advance acquisition opportunities within its pipeline consisting of RV resorts and lifestyle communities. The decrease in cash from 2022 to 2023 was mainly due to the payment of interest on convertible debentures as well as the financing, legal and additional interest costs associated with refinancing the Parksville mortgages and extending the corporate debt instruments.

Receivables increased from 2023 to 2024 mainly due to $100,000 in subscriptions receivable from the private placement closed in December 2024; these funds were received in January 2025. The increase in receivables from 2022 to 2023 was mainly due to the renegotiation of payment terms with creditors and promoting advanced reservations for increased deposit collection.

Total assets increased from 2023 to 2024 mainly to acquisition of a 5% equity interest in a company developing a new modular home park in Vernon, British Columbia. Total assets also increased due to cash proceeds from the private placements closed during 2024, an increase in prepaids resulting from payment for a marketing campaign which will continue into 2025, the increases in receivables discussed above. Total assets decreased from 2022 to 2023 as a result of a decrease in cash by $526,382 and depreciation on property and equipment, partially offset by an increase in the receivables comprising mainly of payment processor holdbacks.

Current liabilities have increased from 2023 to 2024 mainly due to the reclassification of all outstanding payments of a mortgage to current liabilities. This increase was partially offset by the renegotiation on March 1, 2024 of outstanding debentures which have a principal balance of $2,395,000. The renegotiation resulted in an extension of the repayment term up to March 1, 2026. Current liabilities increased from 2022 to 2023 due to the refinancing the first and second mortgage term loans for the Parksville property. The refinancing increased the overall loan value to $4,200,000.

Total liabilities increased from 2023 to 2024 mainly due to the extension of the park management lease which increased total lease liability by $269,929, and the ongoing accrual of interest for promissory notes and debentures. The increases were partially offset by repayments on the Company's mortgages and some promissory note principal. Total liabilities increased from 2022 to 2023 primarily due to the ongoing accrual of interest on the promissory notes and debentures, partially offset by a decrease in the convertible debentures due to the settlement of a portion of the accrued interest and principal.

Working capital deficiency increased from 2023 to 2024 mainly due to the reclassification of all outstanding payments of a mortgage to current liabilities. This increase was partially offset by the successful refinancing of $2,548,771 of convertible debentures into non-convertible debentures and private placements closed during 2024. The decrease in working capital deficiency from 2022 to 2023 was mainly due to the successful refinancing and consolidation of the Parksville mortgage loans with an increased loan value and the concurrent settlement of $375,578 of convertible debentures in prior quarters.

The following table summarizes selected financial data derived from the Financial Statements:

	Fiscal 2024	Fiscal 2023	Fiscal 2022
	$	$	$
Revenues	**3,391,642**	3,357,512	3,370,878
Gross profit	**3,167,451**	3,142,465	3,175,100
Operating expenses	**5,119,969**	5,304,810	5,467,217
Net loss from operations	**(1,952,518)**	(2,162,345)	(2,292,117)
Net loss and comprehensive loss	**(2,042,976)**	(2,072,576)	(2,255,274)
Net loss per share - basic and diluted	**(0.08)**	(0.14)	(0.04)

The results are discussed in detail in the results of operations section below.

RESULTS OF OPERATIONS

	Q4 2024	Q4 2023	**Fiscal 2024**	Fiscal 2023
			$	$
Revenue	**523,689**	462,956	**3,391,642**	3,357,512
Management services revenue	**-**	9,000	**-**	9,000
Costs of sales	**(29,410)**	(37,237)	**(224,191)**	(224,047)
Gross profit	**494,279**	434,719	**3,167,451**	3,142,465
Operating expenses				
Accretion expense (recovery)	**(50,925)**	65,989	**72,669**	245,575
Bad debt expense	**17,027**	-	**17,027**	-
Consulting expense (recovery)	**(995)**	24,068	**34,621**	65,723
Depreciation expense	**166,019**	185,991	**668,186**	746,943
Financing costs	**-**	-	**-**	15,140
General and administrative	**40,241**	45,074	**178,410**	179,375
Insurance	**21,391**	20,146	**89,602**	80,658
Interest expense	**253,680**	240,379	**966,588**	918,517
Investor relations	**7,500**	24,000	**73,500**	100,200
Lease expense	**3,808**	2,067	**45,953**	40,801
Legal and professional fees	**141,250**	83,548	**591,343**	381,329
Marketing	**24,280**	22,941	**122,216**	83,358
Property costs	**125,961**	117,722	**483,364**	572,335
Property taxes	**17,619**	16,039	**64,097**	54,362
Salaries and benefits	**386,755**	418,682	**1,608,400**	1,726,537
Share-based compensation	**-**	-	**53,213**	49,594
Supplies	**6,545**	4,962	**50,780**	44,363
	1,160,156	1,271,608	**5,119,969**	5,304,810
Net loss from operations	**(665,877)**	(836,889)	**(1,952,518)**	(2,162,345)
Other income (expenses)				
Foreign exchange loss	**(284)**	(157)	**(2,318)**	(1,851)
Gain on debt modification	**-**	81,287	**-**	108,435
Gain (loss) on disposition of property and equipment	**-**	-	**156**	(16,994)
Loss of extinguishment of debt	**(92,317)**	-	**(92,317)**	-
Other income (expenses)	**1,282**	(1,766)	**4,021**	179
Net loss and comprehensive loss	**(757,196)**	(757,525)	**(2,042,976)**	(2,072,576)

Q4 2024 compared to Q4 2023

The Company's net loss and comprehensive loss was $757,196 compared to $757,525 in the prior year comparable period. The primary drivers of this change were as follows:

- Revenues increased to $523,689 from $462,956 in the prior year comparable period due to a stronger off-season performance in the current period.
- Accretion expense decreased to a recovery of $50,925 from an expense $65,989 in the prior year comparable period mainly due to an adjustment to the measurement and recognition of the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.
- Consulting expense decreased to a recovery of $995 from an expense of $24,068 in the prior year comparable period due the completion of non-recurring consultant services identifying new sites in the prior year comparable period as well as a reversal of $1,689 in cancelled services in the current period.
- Depreciation expense decreased to $166,019 from $185,991 in the prior year comparable period due to a decrease in right-of-use asset depreciation associated with the extension of the park management lease during fiscal 2024.
- Investor relations decreased to $7,500 from $24,000 in the prior year comparable period due to the completion of an engagement with an investor relations and corporate communications advisor not recurring in the current period.
- Salaries and benefits decreased to $386,755 compared to $418,682 in the prior year comparable period due to the outsourcing of some administrative tasks in the current period.

Partially offsetting the decrease in the net loss and comprehensive loss were increases to certain expenses and a decrease in other income as follows:

- Legal and professional fees increased to $141,250 from $83,548 in the prior year comparable period, largely due to additional expenses for capital raise consulting services and the fees paid to the new Chief Financial Officer ("CFO") which are recorded under legal and professional expenses in the current period.
- Loss of extinguishment of debt was $92,317 in the current period as a result of the Company recording adjustments to its' measurement and recognition of the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.
- Gain on debt modification was $81,287 in the prior year comparable period as a result of revaluation of convertible debentures following the extension of their maturity dates on December 1, 2023.

The Company's gross profit has remained relatively stable period over period, and this is in line with management's expectations considering the seasonality of the camping business.

Fiscal 2024 compared to Fiscal 2023

The Company's net loss and comprehensive loss decreased to $2,042,976 compared to $2,072,576 in the prior year. The primary drivers of this decrease in net loss and comprehensive loss were as follows:

- Accretion expense decreased to $72,669 compared to $245,575 in the prior year due to the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.
- Depreciation expense decreased to $668,186 compared to $746,943 in the prior year due to a decrease in right-of-use asset depreciation associated with the extension of the park management lease during fiscal 2024.
- Property costs decreased to $483,364 compared to $572,335 in the prior year. Property costs include maintenance, waste removal and utility costs. Maintenance and operational costs of the properties were lower due to decreased maintenance requirements in the current year period.
- Salaries and benefits decreased to $1,608,400 compared to $1,726,537 in the prior year due to the previous CFO resigning in December 2023. Consulting fees paid to the new CFO are recorded under legal and professional expenses in the current period and some savings realized from outsourcing of some administrative tasks in the current period.

Partially offsetting the decrease in the net loss and comprehensive loss was increases to certain expenses as follows:

- Legal and professional fees increased to $591,343 compared to $381,329 in the prior year largely due to additional legal services required for the revision on lending agreements, capital raise consulting and the fees paid to the CFO which are recorded under legal and professional expenses in the current period.
- Marketing increased to $122,216 compared to $83,358 in the prior year largely due to the launch of new advertising campaigns in the current period.
- Loss of extinguishment of debt was $92,317 in the current year as a result of the Company recording adjustments to its' measurement and recognition of the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.
- Gain on debt modification was $108,435 in the prior year comparable period as a result of revaluation of convertible debentures following the extension of their maturity dates on December 1, 2023.

SUMMARY QUARTERLY PERFORMANCE

A summary of the Company's financial results over the last eight most recently completed quarters is as follows:

	Q4 2024	Q3 2024	Q2 2024	Q1 2024
	$	$	$	$
Total revenue	**523,689**	1,561,911	852,646	453,396
Net income (loss) and comprehensive income (loss)	**(757,196)**	53,119	(557,031)	(781,868)
Net income (loss) per share - basic and diluted	**(0.02)**	0.00	(0.02)	(0.04)

	Q4 2023	Q3 2023	Q2 2023	Q1 2023
	$	$	$	$
Total revenue	471,956	1,544,628	845,240	504,688
Net loss and comprehensive loss	(757,525)	(32,561)	(555,138)	(727,352)
Net loss per share - basic and diluted	(0.04)	0.00	(0.04)	(0.05)

Due to the seasonality of the camping business, the Company's highest occupancy and revenue are seen during the summer months of June through September. As a result, the Company recognizes its highest revenue in the second and third quarters every year.

Net loss and comprehensive loss were consistent between comparable quarters in 2024 and 2023 with the exception of Q3 2024. The Company reported net income and comprehensive income of $53,119 in Q3 2024 as a result of lower salaries and benefits as compared to prior periods from the outsourcing of some administrative services as well as lower share-based compensation, depreciation and property costs.

SOURCES AND USES OF CASH AND CASH EQUIVALENTS

A summary of the Company's cash flows is as follows:

	Fiscal 2024	Fiscal 2023
	$	$
Cash used in operating activities	**(201,862)**	(345,948)
Cash used in investing activities	**(739,211)**	(82,647)
Cash provided by (used in) financing activities	**1,311,096**	(97,787)
Change in cash	**370,023**	(526,382)
Cash, beginning of the year	**456,100**	982,482
Cash, end of the year	**826,123**	456,100

Cash used in operating activities was $201,862 compared to $345,948 in the prior year. The decrease in cash used by operating activities was mainly due to improved working capital management resulting in a decreased cash outflow.

Cash used for investing activities was $739,211 compared to $82,647 in the prior year. The increase in cash used for investing activities is mainly due to $500,000 paid to acquire a 5% equity interest in a company developing a new modular home park in Vernon, British Columbia

Cash provided by financing activities was $1,311,096 in the current period compared to cash used of $97,787 in the prior year. During the current year, the Company received higher proceeds from the issuance of units and common shares private placements, which was partially offset by repayment of mortgages and promissory notes as well as lease payments. In the prior year comparable period, the Company used cash in the repayment of mortgages and convertible debentures as well as lease payments, which was partially offset by proceeds received from refinancing the Parksville mortgages.

USE OF NON-IFRS FINANCIAL MEASURES

Adjusted EBITDA is defined as earnings before finance expense, interest expense, depreciation, amortization, any unusual, non-core, items and certain non-cash or one-time items. The Company considers its main operating activities to be the core business operations and management of its operating subsidiaries. Costs related to strategic initiatives such as business acquisitions, integration of newly acquired businesses and restructuring are considered non-core.

The non-cash adjustments are expenses incurred during the period which are not the result of the main operating activities of the Company or are related to the financing of these activities. Other expenses are unusual, non-core, non-cash or one-time insignificant items included within "other income" and "other expense" on the consolidated statements of profit or loss that are not related to the main operating activities.

While Adjusted EBITDA is not a recognized measure under IFRS Accounting Standards, management believes that it is a useful supplemental measure as it provides management and investors with an insightful indication of the performance of the Company. Adjusted EBITDA is an assessment of the normalized results and cash generated by the main operating activities, prior to the consideration of how these activities are financed or taxed as a facilitator for valuation and a proxy for cashflow. Management applies Adjusted EBITDA in its operational decision making as an indication of the financial performance of its main operating activities.

Investors should be cautioned, however, that Adjusted EBITDA should not be construed as an alternative to a statement of cash flows as a measure of liquidity and cash flows. The methodologies we use to determine Adjusted EBITDA may differ from those utilized by other issuers or companies and, accordingly, Adjusted EBITDA as used in this MD&A may not be comparable to similar measures used by other issuers or companies. Readers are cautioned that Adjusted EBITDA should not be construed as an alternative to net income (loss) determined in accordance with IFRS Accounting Standards as indicators of an issuer's performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows.

The following table reconciles Adjusted EBITDA from loss before income tax, which is the most directly comparable measure calculated in accordance with IFRS Accounting Standards:

	Q4 2024	Q4 2023	**Fiscal 2024**	Fiscal 2023
	$	$	**$**	$
Net loss and comprehensive loss	**(757,196)**	(757,525)	**(2,042,976)**	(2,072,576)
Add (deduct) impact of:				
Accretion expense	**(50,925)**	65,989	**72,669**	245,575
Depreciation expense	**166,019**	185,991	**668,186**	746,943
Financing costs	**-**	-	**-**	15,140
Interest expense	**253,680**	240,379	**966,588**	918,517
Foreign exchange loss	**284**	157	**2,318**	1,851
Gain on debt modification	**-**	(81,287)	**-**	(108,435)
Gain on disposition of property and equipment	**-**	-	**(156)**	16,994
Loss of extinguishment of debt	**92,317**	-	**92,317**	-
Other income (expenses)	**(1,282)**	1,766	**(4,021)**	(179)
Adjusted EBITDA	**(297,103)**	(344,530)	**(245,075)**	(236,170)

RELATED PARTY TRANSACTIONS

Key management personnel include those having the authority and responsibility of planning, directing and executing the activities of the Company. The Company has determined that its key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

A summary of the Company's related party transactions is as follows:

	Q4 2024	Q4 2023	**Fiscal 2024**	Fiscal 2023
	$	$	**$**	$
Interest expense	**23,034**	25,426	**93,308**	105,144
Legal and professional fees	**21,000**	-	**84,000**	4,860
Salaries and benefits	**75,000**	121,154	**305,769**	450,149
Share-based compensation	**-**	-	**37,581**	35,996
	119,034	146,580	**520,658**	596,149

During the three months ended December 31, 2024 and 2023, related party transactions with executive key management personnel included:

- Legal and professional fees of $21,000 (2023 - $nil) provided by Manning Lee Management Ltd, an entity controlled by the Company's Chief Financial Officer.
- Salaries and benefits of $75,000 (2023 - $121,154) paid to the Company's Chief Executive Officer and Chief Operating Officer during the current period. The prior period amount includes compensation paid to the Chief Executive Officer and Chief Operating Officer, and the previous CFO of the Company.

During the years ended December 31, 2024 and 2023, related party transactions with executive key management personnel included:

- Legal and professional fees of $84,000 (2023 - $4,860) provided by Manning Lee Management Ltd, an entity controlled by the Company's Chief Financial Officer.
- Salaries and benefits of $305,769 (2023 - $450,149) provided by the Company's Chief Executive Officer and Chief Operating Officer during the current year. The prior year amount includes compensation paid to the Chief Executive Officer and Chief Operating Officer, and the previous CFO of the Company.

A summary of the Company's related party balances is as follows:

	December 31, 2024	December 31, 2023
	$	$
Receivables	**-**	24,178
Accounts payable and accrued liabilities	**332,841**	233,855
Convertible debentures	**-**	106,928
Debentures	**109,367**	-
Promissory notes	**576,715**	700,000

As at December 31, 2023, receivables of $24,178 were recoverable operating expenses paid for on behalf of properties managed by a former related party.

As at December 31, 2024, accounts payable and accrued liabilities include accrued interest related to promissory notes of $309,594 (December 31, 2023 - $217,959) and $15,896 (December 31, 2023 - $15,896) related to debentures.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company has financed its operations primarily through the issuance of common shares and debt financing. The Company continues to seek capital through various means, including the issuance of equity and/or debt. The Company's Financial Statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2024, the Company had a working capital deficiency of $6,130,693 (December 31, 2023 - $5,180,409) and has an accumulated deficit of $10,183,841 (December 31, 2023 - $8,140,865).

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares without par value. A summary of the Company's outstanding securities is as follows:

	December 31, 2024	MD&A Date
	#	#
Common shares	45,495,501	45,495,501
Options	1,942,109	1,942,109
Warrants	13,163,897	12,756,500

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at December 31, 2024 or at the MD&A Date.

PROPOSED TRANSACTIONS

The Company has no undisclosed proposed transactions as at December 31, 2024 or at the MD&A Date.

SIGNIFICANT ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Significant Accounting Estimates

The following are the key estimates that may have a significant risk of resulting in a material adjustment in future periods:

Depreciation

Property and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses. Depreciation is calculated on a declining balance basis. Depreciation rates used are based on standard rates for the corresponding assets and reflect management's best estimate of the useful lives of these assets.

Discount rate

The Company has applied estimates with respect to the discount rate utilized in calculating the present value of future cash flows for bank loans and the liability and equity components of convertible instruments. Changes in these assumptions could materially affect the recorded amounts.

Share-based compensation

The Company determines the fair value of share-based compensation granted using the Black-Scholes option pricing model. This option pricing model requires the development of market-based subjective inputs, including the risk-free interest rate, expected price volatility and expected life of the option. Changes in these inputs and underlying assumption used to develop them can materially affect the fair value estimate.

In situations where share option awards are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Leases

IFRS 16 Leases applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset.

When the Company recognizes a lease, the future lease payments are discounted using the Company's incremental borrowing rate. This significant estimate impacts the carrying amount of the lease liabilities and the interest expense recorded profit or loss.

When the Company recognizes a lease, it assesses the lease term based on the conditions of the lease and determines whether it will extend the lease at the end of the lease contract or exercise an early termination option. As it is not reasonably certain that the extension or early termination options will be exercised, the Company determined that the term of its leases are the lesser of original lease term or the life of the leased asset. This significant estimate could affect future results if the Company extends the lease or exercises an early termination option.

Receivables

The Company's receivables balance is mainly made up of holdbacks, which are portions of payment held by the processor from credit card sales. The Company is subject to credit risk on the balances of receivables and assesses the recoverability of receivables using expected credit losses on an ongoing basis. Assessing receivables for impairment involves significant judgement and uncertainty, including estimates of future events. Changes in circumstances underlying these estimates may result in the Company recognizing an allowance against receivables.

Significant Accounting Judgments

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Impairment of non-financial assets

Judgment is required in determining whether property and equipment have indicators of impairment. Determining the amount of impairment of property and equipment requires an estimation of the recoverable amount, which is defined as the higher of fair value less the cost of disposal or value in use. Many factors used in assessing recoverable amounts are outside of the control of management and it is reasonably likely that assumptions and estimates will change from period to period. These changes may result in future impairments.

Fair value of investment

Where the fair value of investments cannot be derived from transactions in active markets, they are determined using appropriate valuation techniques for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The fair value for the Company's investment in a private company is determined based on assumptions considered to be reasonable and consistent with those that would be applied by a market participant. Management applied judgment in the fair value measurement of its 5% equity interest in a private Company acquired during the year.

Modification versus extinguishment of financial liability

Judgment is required in applying IAS 32 Financial Instruments: Presentation and IFRS 9 Financial Instruments to determine whether the amended terms of the promissory note and convertible promissory note are a substantial modification of an existing financial liability and whether it should be accounted for as an extinguishment of the original promissory note and convertible promissory note.

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial assets and liabilities

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The classification of each measurement within this hierarchy is based on the lowest-level significant input used in valuation. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly
- Level 3 - Inputs that are not based on observable market data

The Company's financial assets and liabilities consist of cash, receivables, deposits, an investment, accounts payable and accrued liabilities, a loan payable, promissory notes, lease liabilities, mortgages, convertible debentures and debentures.

Except for the investment, all financial assets and liabilities of the Company are measured at amortized cost. The equity investment is measured at fair value through profit or loss at level 3.

The fair values of cash, receivables, deposits, accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature. On initial recognition, the fair values of the Company's financial liabilities, including the loan payable, promissory notes and lease liabilities, mortgages, convertible debentures and debentures were determined using the discounted cash flow method which involves discounting future cash flows at a risk-adjusted discount rate.

Risk management

The Company is exposed to certain financial risks by its financial instruments. The risk exposures and their impact on the Company's Financial Statements are summarized below.

<u>Credit risk</u>

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The risk for cash is mitigated by holding these instruments with highly rated Canadian financial institutions. The maximum credit risk exposure associated with cash is limited to the total carrying value.

Receivables (excluding GST receivable and subscription receivable) are due within 90 days; management has reviewed these accounts, and the amounts presented are those that management expects to recover net of any allowance for lifetime expected credit losses. Included in receivables are holdbacks which are portions of payments held by the Company's processors from credit card sales. The counterparties retaining the holdbacks are comprised of highly rated Canadian financial institutions and a large global provider of financial services technology. As at December 31, 2024, the Company has determined an allowance relating to receivables to be $nil (December 31, 2023 - $nil) given its historical collection record and has assessed credit risk as minimal. Subsequent to December 31, 2024, the Company received $100,000 to settle the unit subscription receivable outstanding as at December 31, 2024.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it has sufficient liquidity to meet liabilities when due. As at December 31, 2024, the Company had a cash balance of $826,123 (December 31, 2023 - $456,100) to settle current liabilities of $7,392,186 (December 31, 2023 - $5,850,984). Accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms. The Company's liquidity risk is high and it will need to seek additional forms of financing to meet its current liabilities.

A summary of the Company's contractual undiscounted cash flow requirements as at December 31, 2024, is as follows:

	< 1 year	**1 - 2 years**	**2-5 years**	**Total**
	$	$	$	$
Accounts payable and accrued liabilities	1,122,081	-	-	1,122,081
Debentures	47,900	2,915,668	-	2,963,568
Loan payable	-	60,000	-	60,000
Mortgages	5,743,809	2,679,360	-	8,423,169
Lease liabilities	105,366	99,996	283,322	488,684
Promissory notes	676,715	-	-	676,715
	7,695,871	**5,755,024**	**283,322**	**13,734,217**

Foreign currency risk

As at December 31, 2024, the majority of Company's expenditures are in Canadian dollars. Any future equity raised is expected to be predominantly in Canadian dollars. The Company believes it has no significant foreign exchange rate risk. The Company does not hold balances in foreign currencies which would give rise to exposure to foreign exchange rate risk.

Interest rate risk

As at December 31, 2024, the Company has exposure to interest rate risk through its financial instruments. The Company holds mortgages which have variable interest rates between 3.51% - 9.50% per annum.

Other price risk

As at December 31, 2024, the Company has exposure to other price risk through its financial instruments. The Company holds an investment measured at FVTPL, which is exposed to other price risk.

CAPITAL RISK MANAGEMENT

The Company's objectives of capital management are intended to safeguard the Company's normal operating requirements on an ongoing basis. The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management has remained unchanged since incorporation.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company has in place a planning, budgeting and forecasting process which is used to identify the amount of funds required to ensure the Company has appropriate liquidity to meet short and long-term operating objectives. The Company is dependent on cash flows generated from operation and financing to fund its activities. In order to maintain or adjust its capital structure, the Company may issue new shares or debt. There have been no changes to the Company's approach to capital management during the year ended December 31, 2024.

CHANGES IN ACCOUNTING POLICIES

Material accounting policies

The Company adopted the following amendment to accounting standards, which are effective for annual periods beginning on or after January 1, 2024:

Classification of liabilities as current or non-current - amendments to IAS 1

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement of liabilities where settlement refers to the act of transferring cash, equity instruments, other assets or services to the counterparty to extinguish the liability.
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments have not had an impact on the classification of the Company's liabilities.

Supplier finance arrangements - amendments to IAS 7 and IFRS 7

The amendments to IAS 7 *Statement of Cash Flows* and IFRS 7 *Financial Instruments: Disclosures* clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments had no impact on the Company's financial statements.

Lease liability in a sale and leaseback - amendments to IFRS 16

The amendments in IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. The amendments had no impact on the Company's financial statements.

The Company has not early-adopted any other new accounting standards, interpretations or amendments that have been issued but are not yet effective.

RISKS AND UNCERTAINTIES

The risks below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial may impair the Company's operations. The order in which the following risk factors appear does not necessarily reflect management's opinion of their order or priority.

The occurrence or consequences of some of the risks described here are partially or completely outside of the control of the Company, its directors and management team. Investors should note that this Section does not purport to list every risk that may be associated with the Company's business or the industry in which it operates, or an investment in shares, now or in the future. The selection of risks has been based on the Company's assessment of a combination of the probability of the risk occurring, the ability to mitigate the risk and the impact of the risk if it did occur. This assessment is based on the knowledge of the Directors, but there is no guarantee or assurance that the risks will not change or that other risks will not emerge. There can be no guarantee that the Company will achieve its stated objectives, or that any forward-looking statement contained in this document will be achieved or realized.

Readers should satisfy themselves that they have a sufficient understanding of the risks involved in making an investment in the Company and whether it is a suitable investment for them, having regard to their investment objectives, financial circumstances and taxation position. Investors should seek advice from their stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in the Company. In addition, potential investors should be aware that the value of the Company's common shares on the TSX-V might rise and fall depending on a range of factors that affect the market price of shares. These include local, regional and global economic conditions and sentiment towards equity markets in general. The Company's shares carry no guarantee with respect to the profitability, the payment of dividends, return of capital or the price at which the shares may trade on the TSX-V.

Failure to comply with laws, regulations and standards

Any changes to the existing regulatory framework or the imposition of new legislation or regulations applicable to the plans of the Company and all such related matters in which the Company operates in may adversely affect the financial and operating performance of the Company. Government(s) environmental and other rule changes and new regulations may cause regulations and requirements for the Company's projects - especially as related to permitting and real estate development. This risk factor applies to government policy and legislative changes in Canada and North America, as well as the other countries in which the Company operates and will operate in the future. Changes to government regulations, including those relating to taxes and other government levies, could significantly affect the financial condition of market participants, including the Company.

Service / product liability risk

Real estate and property transactions and related matters are subject to stringent government(s) regulations and standards and are highly regulated. If these matters become regulated, or are changed, and the Company does not meet standards or are found to be improper or unsafe, the Company may face liability claims from clients, regulators or members of the public, which may affect the Company's brand reputation, revenue-earning potential and operating results.

The Company may not be able to successfully secure or renew project or property liability insurance or defend itself against legal claims. Any property or related liability claims may disrupt the Company's business operations and financial performance.

Competition

The Company faces competition in the markets in which it operates. Some of the Company's competitors may be better positioned to develop superior parks and properties at better prices with better innovations and be able to better adapt to market trends than the Company. The Company's ability to compete depends on, among other things, high service quality, short lead-time, timely delivery, competitive pricing, range of offerings and superior customer service and support. Increased competition may require the Company to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations. Any decrease in the quality of the Company's level of service to customers or any occurrence of a price war among the Company's competitors and the Company may adversely affect the business and results of operations.

Intellectual property rights

The Company holds no patents.

There is no guarantee that the Company can secure any proprietary product, or that third parties will not infringe or misappropriate the Company's brand and even its trademark - with slight changes. In addition, there can be no assurance that the Company will not have to pursue litigation against other parties to assert its rights.

Reliance on key management members

The Company's operational success will substantially depend in the short-term on the above stated management team and on their continued employment of technical staff and other key members. The loss of key management may have a detrimental impact on the Company.

Commercialization risk

There can be no assurance that the Company will successfully commercialize the business model and services. There can be no assurance that existing camping and park operators in B.C., and elsewhere, may not become obsolete.

Customer preferences

The Company's services are derived from internal and external expert inputs and designs. Accordingly, the Company and/or its partners must maintain competitive expertise and provide services so that its PCR Brand Parks can meet the changing demands of its customers and partners. If the Company and/or its advisors / ambassadors become unable to supply innovative solutions in a timely basis and at commercially reasonable prices and are unable to develop new services or replacement services at substantially competitive costs, in substantially equivalent volumes and quality, and on a timely basis, the Company will likely be unable to meet customer demand.

The Company is highly dependent upon the travel and leisure markets and the perception of its business model. The Company's revenues may be negatively impacted due to the fact the markets and consumer preferences may change.

The Company's business is dependent upon its brand awareness and market acceptance of its parks and related services.

Failure to respond to changes in preferences or anticipate market trends may adversely affect the Company's future revenues and performance. Although the Company has strived to establish market recognition for its PCR Brand Parks in the industry, it is too early in the life cycle of the Company's brand to determine whether the Company's brand will achieve and maintain satisfactory levels of acceptance and sustained take-up by others.

There can be no assurance that future market changes, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the Company's services.

Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's PCR Brand Parks, and, correspondingly, on the Company's business, results of operations, financial condition and cash flows.

Limited operating history

In addition to being subject to general business risks and to risks inherent for an early-stage business, the Company will be exposed to risks inherent to participating in a camping and RV and travel industry. The Company will need to build potential customers and JV partners' awareness of its brand through significant investments in its strategy, its brand image, its quality assurance, and compliance with regulations. These activities may not promote the Company's brand, services as effectively as intended, or at all. The Company must rely largely on its own market research to forecast sales and demand for its PCR Brand Parks and related services, as detailed forecasts are not generally obtainable from other sources at this stage of its intended markets. If demand for the Company's PCR Brand Parks and its services fail to materialize as a result of competition, consumer taste changes or other factors could have a material adverse effect on the business and financial condition of the Company.

The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs. There is no assurance that such future financings will be available on acceptable terms or at all.

Operating as a public company

As a public company whose securities are listed in Canada, the Company will incur significant legal, accounting and other expenses that it did not incur as a private company. The Company will be subject to the reporting requirements of the Canadian securities laws and the other rules and regulations, and the rules and regulations of the TSX-V, and provisions of securities laws that apply to public companies such as the Company.

The future issuance by the Company of common shares could result in significant dilution in the equity interest of existing shareholders and adversely affect the market price of outstanding shares. In addition, in the future, the Company may issue additional common shares or securities convertible into common shares, which may dilute existing shareholders. The Company's articles permit the issuance of an unlimited number of common shares, and shareholders will have no pre-emptive rights in connection with such further issuances. Further, additional Common Shares may be issued by the Company upon the exercise of stock options and upon the exercise or conversion of other securities convertible into common shares. The issuance of these additional equity securities may have a similar dilutive effect on then existing holders of common shares.

The market price of the common shares could decline as a result of future issuances by the Company, including issuance of shares issued in connection with strategic alliances, or sales by its existing holders of Common Shares, or the perception that these sales could occur. Sales by shareholders might make it more difficult for the Company to sell equity securities at a time and price that it deems appropriate, which could reduce its ability to raise capital and have an adverse effect on its business.

Use of proceeds

Although the Company will determine how to apply the net proceeds from any future financings, Company's management will have broad discretion in the application of the balance of the net proceeds and could spend the proceeds in ways that do not improve the Company's results of operations or enhance the value of its shares. The failure by Company's management to apply these funds effectively could result in financial losses that could have a material adverse effect on Company's business, cause the price of Company's shares to decline and delay the development of new products.

Financial projections

The forecasts of the Company are based on management's best estimates as to future results and the assumptions are drawn from its experience and market demographics. There can be no guarantee that the financial projections will be achieved by the Company and/or by any future related parties.

Substantial additional financing may be required if the Company is to be successful develop its business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities.

There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

The Company's revenues are substantially dependent on the success of its PCR Brand Parks, its services, which depends upon, among other matters, pronounced and rapidly changing travel and camping beliefs, factors which are difficult to predict and over which the Company has little, if any, control.

A significant shift in demand away from the Company's park model and brand image, and its services or its failure to expand its current market position will harm its business. Camping trends, pricing and other trends change based on several possible factors, including perceived values, a change in preferences or general economic conditions. These changes could lead to, among other things, reduced demand and price decreases, which could have a material adverse effect on the Company's business. The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses.

In order to manage its current operations and any future growth effectively, the Company will need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Additional risk factors

Brand awareness

The Company's PCR Brand Parks, and services, have not yet been widely launched in a new brand model and brand awareness is still very small. There is no assurance that the Company will be able to achieve brand awareness in any of the regions in which it operates. In addition, the Company must develop successful marketing, promotional and sales programs in order to sell its business model and services. If the Company is not able to develop successful marketing, promotional and sales programs, then such failure will have a material adverse effect on the business, financial condition and operating results.

Development of competitive park models

The Company's success will depend, in part, on its ability to develop, introduce and market its new park model and services. If there is a shift in customer tastes or interests, the Company business may fail. The Company's ability to develop, market and produce new solutions and services is subject to it having substantial capital. There is no assurance that the Company will be able to develop new and innovative products or have the capital necessary to develop such products.

Reliance on third party manufacturers

The Company relies on outside sources for its equipment and certain components. The failure of the Company and its partners and other third-party suppliers must deliver on its stated business plans, otherwise such failure to deliver could have a material adverse effect on the business. As there are third parties over which the Company will have little or no control, the failure of such third parties to provide services and build its parks as planned could have a material adverse effect on the business, financial condition and operating results.

Reliance on reservation system partners and payment processors

The Company sells its services and products online directly to end customers and it relies on third parties for the reservation software technology and payment processing.

Government regulation

Government regulatory agencies may attempt to regulate any of the parts of the camping and hospitality markets. Such regulatory agencies may not accept the evidence of the Company's safety policies the way the Company wants and may determine that a particular service presents an unacceptable risk and may determine that a particular statement of service is an unacceptable claim. Such a determination would prevent the Company from marketing particular services or using certain statements.

Smaller companies

Market perception of junior companies may change, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds through the issue of further common shares or otherwise. The share price of publicly traded smaller companies can be highly volatile. The value of the common shares may go down and up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the common shares.

Current market volatility

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in share price will not occur. It may be anticipated that any market for the common shares will be subject to market trends generally, notwithstanding any potential success of the Company. The value of the Company's common shares will be affected by such volatility.

Conflicts of interest

Some of the Company's Directors and Officers act as directors and/or officers of other companies. As such, some of the Company's Directors and Officers may be faced with conflicts of interest when evaluating alternative opportunities. In addition, some of the Company's Directors and Officers may prioritize the business affairs of another firm over the affairs of the Company.

Personnel

The Company has a small management team and the loss of any key individual could affect the Company's business. Additionally, the Company will be required to secure other personnel to facilitate its marketing and product development initiatives. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Weather

The Company's revenues and operating expenses are vulnerable to extreme weather conditions. Part of the Company's on-going capital spend is installing the appropriate infrastructure to mitigate the potential damages to campsites in such circumstances.

Tax issues

Income tax consequences in relation to any securities that may be offered by the Company will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

Liquidity of the common shares

Listing on the Exchange should not be taken as implying that there will be a liquid market for the common shares. Thus an investment in the common shares may be difficult to realize. Investors should be aware that the value of the common shares may be volatile. Investors may, on disposing of common shares, realise less than their original investment, or may lose their entire investment. The common shares, therefore, may not be suitable as a short-term investment. The market price of the common shares may not reflect the underlying value of the Company's net assets. The price at which the common shares will be traded, and the price at which investors may realize their common shares, will be influenced by a large number of factors, some specific to the Company and its proposed operations, and some which may affect the sectors in which the Company operates.

Cyber risks

The Company and its third-party services provider's information systems are vulnerable to an increasing threat of continually evolving cybersecurity risks. These risks may take the form of malware, computer viruses, cyber threats, extortion, employee error, malfeasance, system errors or other types of risks, and may occur from inside or outside of the respective organizations.

The operations of the Company depend, in part, on how well networks, equipment, information technology systems and software are protected against damage from several threats. The failure of information systems or a component of an information system could, depending on the nature of any such failure, have a material adverse effect.

General overall risk

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks. Although the Directors will seek to minimize the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes in investments of this nature before making any decision to invest.

OTHER INFORMATION

Additional information about the Company is available on the Company's website at https://pathfinderventures.ca/ and on SEDAR+ at www.sedarplus.ca.