

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 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 unaudited condensed interim consolidated financial statements and the notes thereto for the three and six months ended June 30, 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 three and six months ended June 30, 2024 and 2023 and the Company's financial condition as at June 30, 2024, as compared with December 31, 2023. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the years ended December 31, 2023 and 2022 the "Annual Financial Statements".

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, including International Accounting Standards ("IAS") 34 *Interim Financial Reporting*. 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 six months ended June 30, 2024 and 2023 are referred to as "YTD 2024" and "YTD 2023", 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 August 28, 2024 (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.

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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 THREE AND SIX MONTHS ENDED JUNE 30, 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 \$0.2. The stock options expire April 5, 2029 and vest immediately.

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SUMMARY QUARTERLY PERFORMANCE

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

	Q2 2024	Q1 2024	Q4 2023	Q3 2023
	\$	\$	\$	\$
Total revenues	852,646	453,396	471,956	1,544,628
Net loss and comprehensive loss	(557,031)	(781,868)	(757,525)	(32,561)
Net loss per share - basic and diluted	(0.02)	(0.04)	(0.04)	0.00

	Q2 2023	Q1 2023	Q4 2022	Q3 2022
	\$	\$	\$	\$
Total revenues	845,240	504,688	592,537	1,402,325
Net loss and comprehensive loss	(555,138)	(727,352)	(1,013,398)	(91,997)
Net loss per share - basic and diluted	(0.04)	(0.05)	(0.07)	(0.01)

The revenues in Q2 2024 are consistent with the revenues in Q2 2023. 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.

RESULTS OF OPERATIONS

	Q2 2024	Q2 2023	YTD 2024	YTD 2023
			\$	\$
Revenues	846,646	845,240	1,291,042	1,349,928
Management services revenue	6,000	-	15,000	-
Costs of sales	(63,458)	(61,646)	(112,742)	(106,095)
Gross profit	789,188	783,594	1,193,300	1,243,833
Operating expenses				
Accretion expense	28,913	50,309	93,974	124,865
Consulting expense	8,374	14,608	17,782	30,283
Depreciation expense	168,838	187,395	338,600	373,585
Financing costs	-	-	-	3,000
General and administrative	45,851	43,597	93,474	90,842
Insurance	18,801	19,875	41,568	40,765
Interest expense	214,536	247,265	453,336	437,080
Investor relations	15,000	31,000	30,000	55,200
Lease expense	13,199	11,542	14,627	14,970
Legal and professional fees	149,660	113,914	302,641	174,684
Marketing	10,342	14,955	53,022	31,953
Property costs	144,186	115,928	242,841	245,018
Property taxes	15,099	11,244	28,860	22,284
Salaries and benefits	460,624	480,235	771,083	844,122
Share-based compensation	53,213	-	53,213	-
Supplies	14,660	15,939	25,249	25,205
	1,361,296	1,357,806	2,560,270	2,513,856
Net loss from operations	(572,108)	(574,212)	(1,366,970)	(1,270,023)
Other income (expenses)				
Foreign exchange loss	(297)	(526)	(485)	(1,215)
Loss on debt modification	-	-	-	(40,859)
Gain on disposition of property and equipment	-	-	156	-
Other expense	-	(1,586)	-	(1,586)
Other income	15,374	21,186	28,400	31,193
Net loss and comprehensive loss	(557,031)	(555,138)	(1,338,899)	(1,282,490)

Q2 2024 compared to Q2 2023

The Company's net loss and comprehensive loss increased to \$557,031 compared to \$555,138 in the prior year comparable period. The primary drivers of this increase in net loss and comprehensive loss were as follows:

- Property costs increased to \$144,186 compared to \$115,928 in the prior year comparable period. Property costs comprise of maintenance, waste removal and utility costs. Maintenance and operational costs of the properties were higher due to increased maintenance requirements during Q2 2024.
- Share-based compensation increased to \$53,213 compared to \$nil in the prior year comparable period resulting from the issuance of stock options with immediate vesting terms on April 5, 2024.

Partially offsetting the increase in the net loss and comprehensive loss was decreases to certain expenses as follows:

- Accretion expense decreased to \$28,913 compared to \$50,309 in the prior year comparable period due to the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.
- Interest expense decreased to \$214,536 compared to \$247,265 in the prior year comparable period, this decrease is mainly due to revising the interest terms on outstanding promissory notes from 12% to 10% on August 25, 2023 and refinancing the mortgage on the Parkville property on April 26, 2023.

YTD 2024 compared to YTD 2023

The Company's net loss and comprehensive loss increased to \$1,338,899 compared to \$1,282,490 in the prior year comparable period. The primary drivers of this increase in net loss and comprehensive loss were as follows:

- Revenue decreased to \$1,291,042 compared to \$1,349,928 in the prior year comparable period largely due to less favorable weather in the winter camping months resulting in lower occupancy in current period.
- Legal and professional fees increased to \$302,641 compared to \$174,684 in the prior year comparable period largely due additional legal services required for the revision on lending agreements and the fees paid to the CFO which are recorded under legal and professional expenses in the current period.
- Share-based compensation increased to \$53,213 compared to \$nil in the prior year comparable period resulting from the issuance of stock options with immediate vesting terms on April 5, 2024.

Partially offsetting the increase in the net loss and comprehensive loss was decreases to certain expenses as follows:

- Accretion expense decreased to \$93,974 compared to \$124,865 in the prior year comparable period due to the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.
- Consulting expense decreased to \$17,782 compared to \$30,283 in the prior year comparable period due to a reduced camp resort development consultation requirement in 2024.
- Depreciation expense decreased to \$338,600 compared to \$373,585 in the prior year comparable period due to decrease in lease amortization expense due to termination of a lease on February 29, 2024.
- Salaries and benefits decreased to \$771,083 compared to \$844,122 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.

SOURCES AND USES OF CASH AND CASH EQUIVALENTS

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

	YTD 2024	YTD 2023
	\$	\$
Cash provided by (used in) operating activities	51,439	(144,877)
Cash used in investing activities	(50,394)	(69,167)
Cash used in financing activities	(155,323)	(322,117)
Change in cash	(154,278)	(536,161)
Cash, beginning of the period	456,100	982,482
Cash, end of the period	301,822	446,321

Cash provided by operating activities was \$51,439 in the current period compared to cash used in operating activities of \$144,877 in the prior year comparable period. The increase in cash provided by operating activities was mainly due to improved working capital management resulting in an increased cash inflow.

Cash outflows for investing activities decreased in the current period mainly due to higher purchases of property and equipment in the prior year comparable period.

Cash used in financing activities was \$155,323 in the current period compared with \$322,117 in the prior year comparable period. During the current period the Company used cash in repayment of mortgages and promissory notes as well as lease payments, which was partially offset by proceeds received from the issuance of common shares through a non-brokered private placement. 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 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.

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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:

	Q2 2024	Q2 2023	YTD 2024	YTD 2023
			\$	\$
Net loss and comprehensive loss	(557,031)	(555,138)	(1,338,899)	(1,282,490)
Add (deduct) impact of:				
Accretion expense	28,913	50,309	93,974	124,865
Depreciation expense	168,838	187,395	338,600	373,585
Financing costs	-	-	-	3,000
Interest expense	214,536	247,265	453,336	437,080
Foreign exchange loss	297	526	485	1,215
Loss on debt modification	-	-	-	40,859
Gain on disposition of property and equipment	-	-	(156)	-
Other expense	-	1,586	-	1,586
Other income	(15,374)	(21,186)	(28,400)	(31,193)
Adjusted EBITDA	(159,821)	(89,243)	(481,060)	(331,493)

The Company's EBITDA in the current year was impacted by gain on debt modification and lower accretion expense resulting from a revaluation on the extension of convertible debentures, partially offset by higher interest expense resulting from the new mortgage loan at the Parksville location.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons 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:

	Q2 2024	Q2 2023	YTD 2024	YTD 2023
			\$	\$
Interest expense	22,784	26,817	47,239	53,698
Legal and professional fees	21,000	-	42,000	-
Salaries and benefits	80,769	121,154	161,538	225,149
Share-based compensation	37,581	-	37,581	-
	162,134	147,971	288,358	278,847

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

	June 30, 2024	December 31, 2023
	\$	\$
Receivables	225	24,178
Accounts payable and accrued liabilities	294,122	233,855
Promissory notes	700,000	700,000
Convertible debentures	-	106,928
Debentures	109,367	-

As at June 30, 2024, receivables include recoverable operating expenses paid on behalf of properties managed by related parties of \$225 (December 31, 2023 - \$24,178).

As at June 30, 2024, accounts payable and accrued liabilities include accrued interest related to promissory notes of \$263,527 (December 31, 2023 - \$217,959) and \$15,896 (December 31, 2023 - \$15,896) related to convertible 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 June 30, 2024, the Company had a working capital deficiency of \$2,823,129 (December 31, 2023 - \$4,930,409) and has an accumulated deficit of \$9,479,764 (December 31, 2023 - \$8,140,865).

SUBSEQUENT EVENTS

On July, 8, 2024, the Company announced a non-brokered private placement, on a post-consolidation basis, of up to 10 million units at a price of \$0.10 per unit for gross proceeds of \$1,000,000. Each unit will be comprised of one post-consolidation common share and one-half of a non-transferable purchase warrant, with a whole warrant entitling the holder to purchase a one common share at a price of \$0.20 for a period of 36 months subject to acceleration on the occurrence of certain events. The Company intends to use the proceeds for working capital, resort development and acquisition opportunities.

On August 9, 2024, the Company consolidated its outstanding common shares on the basis of four pre-consolidation common shares for one post-consolidation common share. Post consolidation, the Company had 23,420,501 common shares outstanding.

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:

	June 30, 2024	MD&A Date
	#	#
Common shares	23,420,501	23,420,501
Options	2,126,515	2,126,515
Warrants	1,657,397	1,657,397

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at June 30, 2024 or at the MD&A Date.

PROPOSED TRANSACTIONS

The Company has no undisclosed proposed transactions as at June 30, 2024 or at the MD&A Date.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial assets and liabilities

As at June 30, 2024, the Company's cash, receivables, deposits, accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature. These financial instruments and the carrying values of mortgages, promissory notes and debentures are classified as and measured at amortized cost.

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.

Credit risk

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 are due within 90 days; management has reviewed these accounts and believe that all balances are collectable net of the bad debt allowance. As at June 30, 2024, the Company has determined an allowance relating to the accounts to be \$nil given its historical collection record. Included in the 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 June 30, 2024, the Company has determined that the credit risk exposure associated with holdbacks is limited to the total carrying value.

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 June 30, 2024, the Company had a cash balance of \$301,822 (December 31, 2023 - \$456,100) to settle current liabilities of \$3,703,035 (December 31, 2023 - \$5,850,984). Accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates and interest rates.

Foreign currency risk

As at June 30, 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

The Company has exposure as at June 30, 2024 to interest rate risk through its financial instruments. The Company holds mortgages which have variable interest rates between 3.51% - 9.50% per annum.

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 remains 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 three and six months ended June 30, 2024.

CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of the Company's consolidated Financial Statements in conformity with IFRS Accounting Standards 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 prospectively in the period in which the estimates are revised.

The accounting estimates, judgements and assumptions used in the preparation of the financial statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements for the years ended December 31, 2023 and 2022.

RISKS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the years ended December 31, 2023 and 2022 on SEDAR+ at www.sedarplus.ca.

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.