Pathfinder Closes Private Placement

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

Vancouver, BC – February 5th, 2024 – Pathfinder Ventures Ltd. (TSXV: RV) ("Pathfinder" or the "Company") is pleased to announce it has completed a non-brokered private placement (the “Offering”) of 25,000,000 common shares (the “Shares”) at a price of $0.02 per Share for gross proceeds of $500,000.

No finder fees were paid in connection with the Offering. The net proceeds will be used for general working capital and to support the development of its Campground expansions and to advance RV Resort opportunities within its pipeline. No proceeds will be used for Investor Relations activities or for payments to Non-Arms Length Parties. All securities issued are subject to a 4-month statutory hold period and a concurrent 4-month Exchange hold period, expiring June 6th, 2024.

Directors and Officers of the Company purchased an aggregate of 2,750,000 Shares, representing 11.0% of the total number of Shares sold pursuant to the Offering, or 2.94% of the issued and outstanding shares following closing. The participation by insiders constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company has relied upon the exemption from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(a), (b) and (c), and sections 5.7(1)(a) and (b), respectively, of MI 61-101.

Extension of Convertible Debentures

Pathfinder has received TSX Venture Exchange approval and effected the extension of $2,395,000 in principal amount of its Series 2021-07.CD10-A and CD10-B convertible debentures, with the maturity date and conversion term extended from December 1, 2023 to March 1, 2024, and payment of all accrued interest deferred until maturity. All other terms of the convertible debentures will remain the same.

Extension of Promissory Notes

Pathfinder has reached agreement with the holders of $500,000 in principal amount of non-convertible promissory notes, to extend the maturity date from December 1, 2023 to March 1, 2024, and defer the payment of all accrued interest deferred until maturity. All other terms of the promissory notes will remain the same.

About Pathfinder Ventures

Pathfinder Ventures Inc. is developing a network of premier branded, upscale and family-friendly RV parks and campgrounds under the “Pathfinder Camp Resorts” name. Pathfinder currently has three camp resorts located in B.C. and is focused on growing its network through both acquisitions and new construction. The Corporation is taking advantage of the rapidly growing market of Canadians who want to experience the great outdoors in an RV.

To learn more about Pathfinder Camp Resorts, click the link below:
www.PathfinderCampResorts.com

On behalf of the board of directors of the Company:

Joe Bleackley
Chief Executive Officer, Founder and Director
Pathfinder Ventures Inc.

Company Contact:

Joe Bleackley
Chief Executive Officer, Founder and Director
Phone: (604) 914 2575
Email: ir@PathfinderVentures.ca
Website: PathfinderVentures.ca || PathfinderCampResorts.com

Investor Relations Contact:
Anthony Simone
Simone Capital Corp.
Phone: (416) 881-5154
Email: asimone@simonecapital.ca

Cautions

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

This news release may include certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include statements and estimates that describe the Company's future plans, objectives or goals, including words to the effect that the Company or its management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "will", "may", "should", "could", "would", "plans", "estimates", "anticipates", "expects", "believes" and other similar expressions. All statements other than statements of historical fact are forward-looking statements. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that such statements will ultimately prove to be accurate and that actual results and future events will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking statements could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release may include, but is not limited to, the Company's objectives, goals or future plans, including funding and refinancing. Factors that could cause actual results to differ materially from such forward-looking statements include, but are not limited to, the ability of the Company to successfully implement its development strategy and whether this will yield the expected benefits; competitive factors in RV's industry sector; the success or failure of product development programs; currently existing applicable laws and regulations or future applicable laws and regulations that may affect the Company' s business; decisions of regulatory authorities and the timing thereof; Covid-19 related risks, availability of properties for acquisition and/or development; the economic circumstances surrounding the Company's business, including general economic conditions in Canada, the US and worldwide;

changes in exchange rates; changes in the equity market; inflation; uncertainties relating to the availability and costs of financing needed in the future; and those other risks disclosed in the filing statement and other disclosure document prepared and supplied on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements in this news release are reasonable, undue reliance should not be placed on such information. Any forward-looking statement is made as of the date of this news release, and no assurance can be given that any such conditions or events will occur in the indicated time frames, as expected or at all. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.