MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED DECEMBER 31, 2025 and 2024

(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, 2025 and 2024 (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, 2025 and 2024 and the Company's financial condition as at December 31, 2025, as compared with December 31, 2024.

The Financial Statements have been prepared by management in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board. 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, 2025 and 2024 are referred to as "Fiscal 2025" and "Fiscal 2024", 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, 2026 (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, operating across 3 locations in Agassiz (BC), Fort Langley (BC) and Parksville (BC).

SELECTED ANNUAL INFORMATION

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

	2025	2024	December 31, 2023
	$	$	$
Cash	**229,719**	826,123	456,100
Receivables	**58,809**	153,607	61,409
Total assets	**14,181,681**	15,185,720	14,052,888
Current liabilities	**13,160,655**	7,392,186	5,850,984
Non-current liabilities	**245,611**	5,547,569	6,426,776
Total liabilities	**13,406,266**	12,939,755	12,277,760
Working capital deficiency (1)	**12,723,525**	6,130,693	5,180,409

(1) Working capital deficiency is calculated by taking the Company's current assets and subtracting current liabilities.

Cash was higher in 2024 compared to 2023 and 2025 mainly due to the completion of private placements with gross proceeds of $2,707,500. The proceeds were 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.

Receivables were higher in 2024 compared to 2023 and 2025 mainly due to $100,000 in subscriptions receivable from the private placement closed in December 2024; these funds were received in January 2025.

Total assets were higher in 2024 compared to 2023 mainly due to acquisition of a 5% equity interest in a company developing a new modular home park in Vernon, British Columbia. Total assets were also higher due to cash proceeds from the private placements closed during 2024 and the increases in receivables discussed above.

Current liabilities 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 2024 to 2025 mainly due to the reclassification of all outstanding debentures to current debentures.

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 2024 to 2025 mainly due to increased accounts payable and accrued liabilities and deferred revenue.

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 $2,643,687 of convertible debentures into non-convertible debentures and private placements closed during 2024. Working capital deficiency increased from 2024 to 2025 mainly due to the reclassification of all outstanding debentures to current debentures.

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

	Fiscal 2025	Fiscal 2024	Fiscal 2023
	$	$	$
Revenues	**3,702,381**	3,391,642	3,357,512
Operating expenses	**3,900,398**	4,153,381	4,386,293
Net loss from operations	**(436,313)**	(985,930)	(1,243,828)
Net loss and comprehensive loss	**(1,445,768)**	(2,042,976)	(2,072,576)
Net loss per share - basic and diluted	**(0.03)**	(0.08)	(0.14)

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

RESULTS OF OPERATIONS

	Q4 2025	Q4 2024	**Fiscal 2025**	Fiscal 2024
	$	$	**$**	$
Revenue	**583,312**	523,689	**3,702,381**	3,391,642
Cost of sales	**(25,019)**	(29,410)	**(238,296)**	(224,191)
	558,293	494,279	**3,464,085**	3,167,451
Operating expenses				
Accretion expense (recovery)	**2,848**	(50,925)	**11,897**	72,669
Bad debt expense	**-**	17,027	**-**	17,027
Consulting expense	**3,129**	(995)	**11,664**	34,621
Depreciation expense	**150,710**	166,019	**614,058**	668,186
General and administrative	**59,233**	40,241	**207,974**	178,410
Insurance	**19,218**	21,391	**86,049**	89,602
Investor relations	**18,000**	7,500	**23,000**	73,500
Lease expense	**6,668**	3,808	**57,809**	45,953
Legal and professional fees	**133,175**	141,250	**465,666**	591,343
Marketing	**9,548**	24,280	**170,370**	122,216
Property costs	**142,496**	125,961	**547,751**	483,364
Property taxes	**15,026**	17,619	**61,961**	64,097
Salaries and benefits	**288,571**	386,755	**1,577,337**	1,608,400
Share-based compensation	**-**	-	**-**	53,213
Supplies	**10,426**	6,545	**64,862**	50,780
	859,048	906,476	**3,900,398**	4,153,381
Net loss from operations	**(300,755)**	(412,197)	**(436,313)**	(985,930)
Other income (expenses)				
Foreign exchange loss	**(394)**	(284)	**(2,365)**	(2,318)
Gain on disposition of property and equipment	**-**	-	**-**	156
Interest expense	**(275,783)**	(253,680)	**(1,022,784)**	(966,588)
Loss on extinguishment of debt	**-**	(92,317)	**-**	(92,317)
Other	**15,278**	1,282	**15,694**	4,021
Net loss before taxes	**(561,654)**	(757,196)	**(1,445,768)**	(2,042,976)
Income tax expense	**(24,782)**	-	**(24,782)**	-
Net loss and comprehensive loss	**(586,436)**	(757,196)	**(1,470,550)**	(2,042,976)

Q4 2025 compared to Q4 2024

The Company's net loss and comprehensive loss decreased to $586,436 from $757,196 in the prior year comparable period. The primary drivers of this change were as follows:

- Revenue increased by 11% to $583,312 from $523,689 in the prior year comparable period mainly due to increased occupancy from more Canadians vacationing domestically.
- Salaries and benefits decreased to $288,571 compared to $386,755 in the prior year comparable period due to more efficient staffing at all departments.
- Loss on extinguishment of debt decreased to $nil compared to $92,317 in the prior year comparable period. In Q4 2024, the Company recorded adjustments to its' measurement and recognition of the extinguishment of convertible debentures and issuance of the replacement debentures on March 1, 2024.

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

- Accretion expense was $2,848 compared to a recovery of $50,925 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.

Fiscal 2025 compared to Fiscal 2024

The Company's net loss and comprehensive loss decreased to $1,470,550 from $2,042,976 in the prior year. The primary drivers of this change were as follows:

- Revenue increased by 9% to $3,702,381 from $3,391,642 in the prior year mainly due to increased occupancy from more Canadians vacationing domestically.
- Accretion expense decreased to $11,897 from $72,669 in the prior year. The higher accretion expense in the prior year was primarily related to the convertible debentures that were refinanced into ordinary debentures on March 1, 2024.
- Depreciation expense decreased to $614,058 from $668,186 in the prior year due to a decrease in right-of-use asset depreciation associated with the expiration of certain equipment leases during Fiscal 2024.
- Investor relations decreased to $23,000 from $73,500 in the prior year mainly due to increased marketing activities and attending additional conferences in Fiscal 2024 to raise public awareness of the Company as well as to engage a market maker to support equity financing.
- Legal and professional fees decreased to $465,666 from $591,343 in the prior year, mainly 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 and a $30,000 monthly retainer paid to a third-party service provider for corporate finance support in the prior year.
- Share-based compensation decreased to $nil from $53,213 in the prior year due to the immediate vesting of stock options granted to the Company's directors, officers and consultants in the prior year. The Company did not grant any stock options during the current year.

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

- Interest expense increased to $1,022,784 from $966,588 in the prior year mainly due to additional interest from the extension of a lease agreement in June 2024 and higher amortization of financing costs relating to a mortgage in the current year.
- Marketing increased to $170,370 from $122,216 in the prior year. The Company entered into new advertising contracts during the current year.
- Property costs increased to $547,751 compared to $483,364 in the prior year comparable period. Property costs comprise of maintenance, waste removal and utility costs. The increase was driven by higher occupancy rates in the current year.

SUMMARY QUARTERLY PERFORMANCE

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

	Q4 2025	Q3 2025	Q2 2025	Q1 2025
	$	$	$	$
Revenue	**583,312**	1,717,658	984,835	416,572
Net income (loss) and comprehensive income (loss)	**(586,436)**	359,341	(482,447)	(761,008)
Net income (loss) per share - basic and diluted	**(0.01)**	0.01	(0.01)	(0.02)

	Q4 2024	Q3 2024	Q2 2024	Q1 2024
	$	$	$	$
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)

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 2025 and 2024 with the exception of Q3 2024 compared to Q3 2025, and Q4 2024 compared to Q4 2025. 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; and $359,341 in Q3 2025 as a result of higher revenues due to increased occupancy as geopolitical circumstances with the United States have resulted in more Canadians choosing to vacation domestically. Net loss and comprehensive loss in Q4 2025 decreased to $586,436 compared to $757,196 in Q4 2024 mainly due to the decrease in salaries and benefits expense in Q4 2025 and the loss on extinguishment of debt incurred in Q4 2024.

SOURCES AND USES OF CASH

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

	Fiscal 2025	Fiscal 2024
	$	$
Cash provided by (used in) operating activities	**692,167**	(201,862)
Cash used in investing activities	**(326,317)**	(739,211)
Cash provided by (used in) financing activities	**(962,254)**	1,311,096
Change in cash	**(596,404)**	370,023
Cash, beginning of the year	**826,123**	456,100
Cash, end of the year	**229,719**	826,123

Cash provided by operating activities was $692,167 compared to cash used of $201,862 in the prior year. The increase in cash provided by operating activities was mainly due to improved working capital management resulting in increased cash inflow.

Cash used in investing activities was $326,317 compared to $739,211 in the prior year. The higher cash used in investing activities in the prior year was primarily driven by higher expenditures on property and equipment.

Cash used in financing activities was $962,254 in the current year compared to cash received of $1,311,096 in the prior year. During the prior year, the Company received proceeds from the issuance of unit private placements of $2,107,500, which were partially offset by repayment of mortgages and promissory notes as well as lease payments. In the current year, the Company used cash in the repayment of mortgages and convertible debentures as well as lease payments.

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 2025	Q4 2024	**Fiscal 2025**	Fiscal 2024
	$	$	**$**	$
Net loss and comprehensive loss	**(586,436)**	(757,196)	**(1,470,550)**	(2,042,976)
Add (deduct) impact of:				
Income tax expense	**24,782**	-	**24,782**	-
Accretion expense (recovery)	**2,848**	(50,925)	**11,897**	72,669
Depreciation expense	**150,710**	166,019	**614,058**	668,186
Interest expense	**275,783**	253,680	**1,022,784**	966,588
Foreign exchange loss	**394**	284	**2,365**	2,318
Gain on disposition of property and equipment	**-**	-	**-**	(156)
Loss on extinguishment of debt	**-**	92,317	**-**	92,317
Other	**(15,278)**	(1,282)	**(15,694)**	(4,021)
Adjusted EBITDA	**(147,197)**	(297,103)	**189,642**	(245,075)

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 2025	Q4 2024	**Fiscal 2025**	Fiscal 2024
	$	$	**$**	$
Interest expense	**31,667**	23,034	**100,020**	93,308
Legal and professional fees	**37,500**	21,000	**110,000**	84,000
Salaries and benefits	**104,452**	75,000	**365,483**	305,769
Share-based compensation	**-**	-	**-**	37,581
	173,619	119,034	**575,503**	520,658

During the three months ended December 31, 2025 and 2024, related party transactions with executive key management personnel included:

- Legal and professional fees of $nil, invoiced by Manning Lee Management Ltd, an entity controlled by the Company's former Chief Financial Officer ("CFO") (2024 - $21,000).
- Legal and professional fees of $37,500, invoiced by Mark Roseborough, the Company's director (2024 - $nil).
- Salaries and benefits of $104,452, paid to the Company's Chief Executive Officer ("CEO"), and CFO during the current year (2024 - $75,000).

During the years ended December 31, 2025 and 2024, related party transactions with executive key management personnel included:

- Legal and professional fees of $28,000, invoiced by Manning Lee Management Ltd, an entity controlled by the Company's former CFO (2024 - $84,000).
- Legal and professional fees of $82,000, invoiced by Mark Roseborough, the Company's director (2024 - $nil).
- Salaries and benefits of $365,483, paid to the Company's CEO, former COO, and CFO during the current year (2024 - $305,769).

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

	December 31, 2025	December 31, 2024
	$	$
Accounts payable and accrued liabilities	**39,039**	23,246
Debentures	**130,838**	109,367
Promissory notes	**548,976**	886,310

As at December 31, 2025, accounts payable and accrued liabilities included trade payables of $1,076 (December 31, 2024 - $7,351) and $15,896 (December 31, 2024 - $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, 2025, the Company has a working capital deficiency of $12,723,525 (December 31, 2024 - $6,130,693). For the year ended December 31, 2025, the Company reported a net loss and comprehensive loss of $1,470,550 (2024 - $2,042,976). These conditions together indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate positive cash flows from operations, and/or raise adequate funding through equity or debt financing to discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

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, 2025	April 30, 2026
	#	#
Common shares	45,495,501	59,824,621
Options	1,636,959	4,036,959
Warrants	12,756,500	19,921,060

SUBSEQUENT EVENTS

Private placement

On April 9, 2026, the Company closed the first tranche of a non-brokered private placement announced on January 20, 2026. The Company issued 14,329,120 units at a price of $0.05 per unit for gross proceeds of $716,456, with each unit consisting of one common share of the Company and one-half of one common share purchase warrant. Each warrant is exercisable to purchase one additional common share of the Company at a price of $0.10 per share for a period of 36 months, subject to accelerated expiry upon the occurrence of certain events. In connection with the first tranche, the Company paid finder's fees of $50,152 and issued 1,003,038 finder's warrants with the same terms as the unit warrants.

Stock options

On January 5, 2026, the Company granted 2,400,000 stock options to employees, directors, officers, and consultants of the Company at an exercise price of $0.06. The stock options expire January 5, 2031.

Mortgage refinancing

On February 18, 2026, the Company, together with Parksville, refinanced the mortgage loan for the Parksville property through two new mortgage loans totaling $4,200,000, maturing on January 31, 2027.

The first mortgage loan of $4,000,000 bears interest at the variable prime rate plus 5.5% per annum (minimum 9.95%) until December 31, 2026, and 9.5% per annum (minimum 13.95%) thereafter until maturity.

The second mortgage loan of $200,000 bears interest at the variable prime rate plus 7.55% per annum (minimum 12%) until December 31, 2026, and 11.55% per annum (minimum 16%) thereafter until maturity.

Interest is compounded monthly on both mortgages. In connection with the refinancing, the Company incurred commitment fees of $86,000.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at December 31, 2025 or at the MD&A Date.

PROPOSED TRANSACTION

On April 14, 2025, the Company entered into a Letter of Intent ("LOI") to subscribe for shares (the "Transaction") of Westside Modular Home Park Ltd. ("WMHP") equal to 35% of WMHP's issued and outstanding shares, increasing the Company's current interest in WMHP from 5% to 40%. As part of the Transaction, WMHP and its shareholders will enter into a shareholders' agreement, giving the Company control over the management and affairs of WMHP for purposes of developing the property interest. The Company and WMHP are at arm's length.

On January 6, 2026, the Company announced a consolidation of the Company's issued and outstanding common shares on the basis of four (4) pre-consolidated common shares for one (1) post-consolidated common share, subject to receipt of all regulatory approvals. The Board retains discretion over the timing and final ratio of the consolidation and may, at its sole discretion, decide not to proceed with the consolidation.

SIGNIFICANT ACCOUNTING JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

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.

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, investment, accounts payable and accrued liabilities, a loan payable, promissory notes, lease liabilities, mortgages and debentures.

Except for the investment, all financial assets and liabilities of the Company are measured at amortized cost. The investment is measured at fair value through profit or loss at level 3. The valuation of the investment is based on cost as a proxy of fair value due to lack of observable inputs.

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 and debentures were determined using the discounted cash flow method which involves discounting future cash flows at a risk-adjusted discount rate. The fair values of loan payable, debentures and mortgages approximate their respective carrying values as they accrue interest at market rates.

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, 2025 the Company has determined an allowance relating to receivables to be $nil (December 31, 2024 - $nil) given its historical collection record and has assessed credit risk as minimal. During the year ended December 31, 2025, the Company received $100,000 to settle the unit subscription receivable outstanding as at December 31, 2024.

<u>Liquidity risk</u>

The Company's approach to managing liquidity risk is to ensure that it has sufficient liquidity to meet liabilities as they become due. As at December 31, 2025, the Company had a cash balance of $229,719 (December 31, 2024 - $826,123) to settle current liabilities of $13,160,655 (December 31, 2024 - $7,392,186). 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.(Also refer note 1 for going concern risk).

<u>Foreign currency risk</u>

As at December 31, 2025, the majority of Company's expenditures are in Canadian dollars. Any future equity raised is expected to be in Canadian dollars. The Company's exposure to foreign exchange rate risk is considered immaterial. 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, 2025, the Company has exposure to interest rate risk through variable interest rates on one of its mortgages. A 1% variance in interest rate would impact the Company's loss and comprehensive loss by $15,504.

Other price risk

As at December 31, 2025, the Company has exposure to other price risk through its financial instruments. The Company holds an investment in a private company measured at FVTPL, which is exposed to equity price risk. The Company manages equity price risk by reviewing the performance of its private company investment and adjusting its valuation assumptions as necessary. Management has assessed that the underlying inputs and assumptions have not changed materially since the acquisition of this investment.

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, however, 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, 2025.

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.