

## OTCQB Certification

I, Jennifer Lee, CFO of Pathfinder Ventures Inc. ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

**REGISTERED or REPORTING WITH THE SEC:**

- ☐ Company is registered under Section 12(g) of the Exchange Act  
☐ Company is reporting under Section 15(d) of the Exchange Act.  
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
☐ Company is reporting under Regulation A (Tier 2)  
☐ Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- ☒ Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of British Columbia in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol		<u>RVRVF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>May 26, 2023</u>
Total Shares Outstanding	(B)	<u>55,926,803</u>	<u>May 26, 2023</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>4,418,239</u>	<u>May 26, 2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>2,684,926</u>	<u>May 26, 2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>48,823,638</u>	<u>May 26, 2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>87%</u>	<u>May 26, 2023</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>459</u>	<u>May 31, 2023</u>

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

## 5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

☐ Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) <sup>4</sup>	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
July 26, 2021	\$1,340,000	\$1,340,000	July 26, 2023	See Note A	None		See Note B	Tranche 1 debt financing
Sept 8, 2021	\$1,160,000	\$1,160,000	Sept 8, 2023	See Note A	None		See Note C	Tranche 2 debt financing

Total Outstanding Balance:

Total Shares:

Use the space below to provide any additional details, including footnotes to the table above:

**Note A:** Conversion Terms for Convertible Debentures Units, for both tranche 1 & 2 - The convertible debentures are unsecured, bear interest at 10% per annum and mature two years after the date of issue. Each convertible debenture is convertible into units at a price of \$0.22. Each unit consists of one common share and one non-transferrable warrant entitling the holder to purchase one common share at a price of \$0.33 until July 26, 2023. Conversion is at the right of the holder; however, the Company may force conversion of the convertible debentures into units in the event that the Company's shares close at a price of more than two times the conversion price of \$0.22 for ten consecutive trading days.

**Note B:**

<sup>4</sup> The Outstanding Balance is to include accrued interest.

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>6</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

Holder	Controlling individual	Principals (CAD)
LOTUS PACIFIC INVESTMENTS INC	Shenoor Jadavji	100,000
TIMOTHY YOUNG		250,000
1093323 BC LTD	Chris Perkins	50,000
RADSPORT HOLDINGS INC	Thomas Relling	50,000
SARA M RELLING		25,000
BRIGITTE RELLING		25,000
RELLING FAMILY FOUNDATION	Thomas Relling	25,000
SK AGENCIES INC	Stephen Kerr	25,000
CRICHTON PIKE		50,000
WAYNE GARETH DRIER		35,000
ROBERT DISBROW		50,000
MARNA DISBROW		50,000
TODD MACDONALD		100,000
CHRISTINA BLEACKLEY		100,000
GARETT URSU		35,000
RYAN BRENT WATSON		35,000
ERIK PEDERSON		35,000
ELECTRA MANAGEMENT LTD	Yasmin Jivraj	100,000
1617557 ALBERTA LTD	Karim Amarshi	100,000
WESTPAC VENTURES LIMITED PARTNERSHIP	Bob Choo	100,000
<b>Total Tranche 1</b>		<b>1,340,000</b>

Note C:

Holder	Controlling individual	Principals (CAD)
WESTPAC VENTURES LIMITED PARTNERSHIP	Bob Choo	250,000
MARIA HODGE		50,000
BRIAN PAES-BRAGA		250,000
LOTUS PACIFIC INVESTMENTS INC	Shenoor Jadavji	150,000
MURRAY BROWN		50,000
STEVEN LUFT		30,000
PETER KAINS		100,000
MARYSE BELANGER		30,000
REMI DEVEAU		10,000
ALDAT 2000 HOLDINGS LTD	Douglas Knight	50,000
GLADYS LOUISE JENKS		65,000
HERONBROOK FOUNDATION	Clark Hollands	50,000
MURRAY BARON		50,000
CRICHTON PIKE ITF ISLA PIKE		12,500
CRICHTON PIKE ITF OLIVE PIKE		12,500
<b>Total Tranche 2</b>		<b>1,160,000</b>

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. **Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel.** (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Vantage Law Corporation – Toby Lim

7. The following is a complete list of third-party providers, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None".

Simone Capital – Anthony Simone, 77 King Street West, Suite 1179 Toronto, Ontario M5K 1P2

Oakhill Financial – Damir Gunja, 161 Bay St. Suite 2460, Toronto, ON M5J 2S1

RedCloud Securities – Bruce Tatters, 120 Adelaide St. W, Suite 1400, Toronto, ON, M5H 1T1

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Joseph Bleackley	CEO	Chilliwack, BC, Canada	2,797,628	Common	5.0%
Stanley Duckworth	COO	Langley, BC, Canada	2,492,549	Common	4.5%
Michael Iverson	Director	Vancouver, BC, Canada	515,734	Common	0.9%
Leonard Bronwnlie	Director	Vancouver, BC, Canada	45,240	Common	0.1%
Jennifer Lee	CFO	Kelowna, BC, Canada	0	n/a	0%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:


n/a

9. Certification:

Date: 2023-06-06

Name of Certifying CEO or CFO: Jennifer Lee

Title: CFO

Signature:   
(Digital Signatures should appear as "/s/ [OFFICER NAME]")