



Management's Discussion and Analysis

of Financial Conditions and Results of Operations

For the Three-Month Period Ended September 30, 2022

Date of Report – November 28, 2022

Introduction

The following discussion is management’s assessment and analysis of the results and financial condition of operations New Destiny Mining Corp. (“the Company”) and should be read in conjunction with the audited financial statements for the year ended June 30, 2022 and the interim unaudited financial statements for the three months ended September 30, 2022. These financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board (“IASB”). The Company’s accounting policies are described in Note 2 of the Annual Financial Statements for the year ended June 30, 2022.

The Financial Statements, together with the MD&A, are intended to provide investors with a reasonable basis for assessing the performance and potential future performance of the Company and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events.

All monetary amounts are in Canadian dollars unless otherwise specified. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Description of the Business

New Destiny Mining Corp (the “Company”) was incorporated under the laws of the Province of British Columbia on September 9, 2009 and is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company is a reporting issuer in British Columbia and Alberta and its shares are listed on the TSX Venture Exchange under the symbol NED.V.

The Company is focusing on its financial resources on identifying viable exploration projects primarily through acquisitions. In addition, the Company has engaged in negotiations with creditors and significant shareholders and reviewed several strategic opportunities in the mining business with a view to increasing shareholder value.

The Company has incurred recurring losses since its inception and had an accumulated deficit of \$4,457,720 as at September 30, 2022 which has been funded primarily by the issuance of shares. The Company has no source of operating cash flows and expects to incur further losses in the exploration and development of its mineral properties. The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future.

Overall Performance

Property Option Agreement

Treasure Mountain Property, British Columbia, Canada

On November 30, 2016, the Company entered into an option agreement with Ximen Mining Corp. (“Ximen”) to acquire a 100% interest in mineral claims of the Treasure Mountain Property. Upon signing of the Agreement, and to earn an undivided 100% interest in the property, the Company is required to make cash payments (and/or issue a number of common shares equivalent to an amount) totalling \$400,000, issue an aggregate of 500,000 common shares, and incur exploration expenditures on the property as follows:

Cash Payments:

- \$25,000 in cash on the date of execution of the agreement (Paid);
- \$50,000 in cash within five business days following the approval by TSX Venture (“TSX-V”) (Paid);
- \$75,000 in cash and/or common shares equivalent (subject to a minimum of \$10,000 to be paid in cash) on or before the first, second, and third anniversaries of the approval by TSX-V. The Company issued 500,000 shares with a fair market value of \$85,000 on November 5, 2018. On February 3, 2022, the Company issued 1,500,000 shares with a fair market value of \$75,000. The fair market value recognized is based on the closing quote price of the Company’s share at the date of issuances); and
- \$100,000 in cash and/or common shares equivalent (subject to a minimum of \$10,000 to be paid in cash) on or before the fourth anniversary of the approval by TSX-V.

Shares Payment:

- 500,000 common shares with a minimum fair value of \$50,000 within five business days following the approval by TSX-V. On November 14, 2017, the Company issued 250,000 shares with a fair value of \$50,000.

Exploration Expenditures:

- Annual minimum exploration expenditures of \$100,000, \$150,000, \$250,000, and \$250,000 on the property in each year ending on or before the first, second (not met), third (not met), and fourth (not met) anniversaries, respectively, of the approval by TSX-V.

Ximen will retain a 2.5% net smelter return royalty (the “NSR Royalty”) which the Company may buy down 1% of the NSR Royalty by paying \$1,000,000 to Ximen. Upon the completion of the sale of the property, Ximen will have a right for nine months thereafter to elect to form a joint venture with the Company by paying to the Company the amount of money equal to 30% of the total amount expended on the Property by the Company. If Ximen exercises this joint-venture right, Ximen and the Company will enter into a joint venture for the exploration and development of the property.

The option agreement received final approval by the TSX-V on November 9, 2017. Ximen has a common director and officer of the Company.

The Treasure Mountain Silver Property covers historically prospective ground in the Similkameen and New Westminster Mining Divisions. The Property is adjacent to Nicola Mining Inc.’s Treasure Mountain Property, site of the previous operating Treasure Mountain Silver-Lead-Zinc Mine which exploited polymetallic veins. The Property occurs within the Intermontane Tectonic Belt, which hosts numerous porphyry copper and copper-gold deposits. The Property covers approximately 9500 hectares and hosts seven gold, silver, lead, zinc and / or copper occurrences in various regions as reported in B.C. Ministry of Energy and Mines MINFILE database. These include gold-quartz vein, polymetallic vein and porphyry type occurrences. Some of these mineral occurrences have associated historic, underground workings.

Exploration Expenditures

	\$
Balance, June 30, 2021	861,982
Acquisition Costs	-
Exploration Costs	506
Balance, September 30, 2021	862,488
Balance, June 30, 2022	941,743
Acquisition Costs	-
Exploration Costs	1,668
Balance, September 30, 2022	943,411

Private Placements & Share Issuances for the period ended September 30, 2022

The Company did not issue any shares during this period.

Results of Operations

For the three-month period ended September 30, 2022, the Company reported a loss of \$21,751 (2021 - \$20,556). The Company's loss per share was \$0.00 (2021 - \$0.00). The Company had consistent spending in all areas when compared to the same period in the prior year. Due to the uncertainty in the market, the Company has taken a conservative approach to operations.

	Three Months Ended September 30,	
	2022	2021
	\$	\$
Exploration Expenses	1,668	506
Office and Administrative	4,518	4,519
Professional Fees	4,500	4,500
Rent	10,500	10,500
Transfer Agent and Regulatory Fees	565	531
NET LOSS FOR THE PERIOD	(21,751)	(20,556)

- Exploration of \$1,668 (2021 - \$506) paid for exploration and acquisition costs as per the option agreement on the Treasure Mountain Property.
- Office and administrative of \$4,518 (2021 - \$4,519) included administrative and secretarial fees, interest and bank charges and shareholder information. The Company paid \$10,500 (2021 - \$10,500) in rent.
- Professional Fees of \$4,500 (2021 - \$4,500), comprised of an accrual for audit fees related to the annual year-end audit for the period and legal engaged to advise on regulatory matters.
- Regulatory and transfer agent fees of \$565 (2021 - \$531) consisted of fees paid to regulatory bodies in Canada and the Company's transfer agent, includes filing fees for private placement and other regulatory filing requirements.



Summary of Quarterly Results

Results for the eight most recent quarters ending with the last quarter for the period ended September 30, 2022:

	September 30, 2022 \$	June 30, 2021 \$	March 31, 2021 \$	December 31, 2020 \$
Revenue	Nil	Nil	Nil	Nil
Net income (loss)	(21,751)	7,502	(105,192)	(22,532)
Basic and diluted per share	(0.00)	(0.00)	(0.01)	(0.00)
	September 30, 2021 \$	June 30, 2021 \$	March 31, 2021 \$	December 31, 2020 \$
Revenue	Nil	Nil	Nil	Nil
Net income (loss)	(20,556)	(147)	(29,932)	(28,696)
Basic and diluted per share	(0.00)	(0.00)	(0.00)	(0.00)

Mineral exploration is typically a seasonal business, and accordingly, the Company's operating expenses and cash requirements will fluctuate depending upon the season and the level of activity. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company can secure equity financing with favorable terms, the Company's activity levels and the size and scope of planned exploration projects will typically increase.

Liquidity and Capital Resources

At September 30, 2022 the Company had cash of \$447 and working capital deficit of \$573,476. All cash are deposited in interest accruing accounts.

	September 30, 2022 \$	June 30, 2022 \$
Current assets	2,411	1,570
Total Assets	10,411	9,570
Total Liabilities	575,887	583,295
Shareholders' Deficiency	565,476	573,725
Working Deficiency	573,476	581,725

The Company does not generate enough cash flow from operations to fund its exploration activities, its acquisitions and its administration costs. The Company is reliant on equity financing to provide the necessary cash to continue its operations.

	September 30, 2022 \$	September 30, 2021 \$
Cash Used in Operating Activities	(30,018)	(859)
Cash Provided by Financing Activities	30,000	600
Change in Cash	(18)	(259)

Transactions with Related Parties

At the Report Date, key management consists of: Barry Brown (acting Present, CFO of the Company and a Director); Allan Beaton and Wesley Warthe-Anderson (independent, Directors of the Company).

The amounts paid by the Company for the services provided by related parties have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions are in the normal course of operations. Details of transactions between the Company and related parties, in addition to those transactions disclosed elsewhere in these financial statements, are described below.

Amounts owed to related parties are non-interest bearing, unsecured, and have no specified terms of repayment.

	September 30, 2022	June 30, 2022
	\$	\$
Due to a company with a common director for exploration expenses *	304,939	304,939
	<u>304,939</u>	<u>304,939</u>

* Ximen Mining Corp.

During the period ended September 30, 2022, the Company received a share subscription of \$30,000 by a person (Chris Anderson) related to a director of the Company.

Subsequent Events

On September 30, 2022, the Company announced a non-brokered private placement for three million at a price of \$0.03 per unit for gross proceeds of \$90,000. Each unit will comprise of one common share and one full share purchase warrant exercisable at \$0.05 for a period of five years. The terms of the warrants may be accelerated if certain market conditions are met

Changes in Accounting Policies and Accounting Pronouncements

The details of New Destiny's accounting policies are presented in Note 2 of the financial statements ended June 30, 2022. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company's financial statements and the uncertainties that could have a bearing on its financial results.

Critical Accounting Policies and Estimates

The details of New Destiny's accounting policies are presented in Note 3 of the financial statements ended June 30, 2022. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company's financial statements and the uncertainties that could have a bearing on its financial results.

Off-Balance Sheet Arrangements

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

New Accounting Standards

Several new accounting standards, amendments to standards, and interpretations have been issued but not yet effective up to the date of issuance of the Company's financial statements. The Company intends to adopt the following standards when they become effective.

Risk and Uncertainties

There are no significant changes relating to the risk factors since the filing of the annual MD&A of June 30, 2022.

Financial Instruments and Risk Management

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that its credit risk is not significant.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have enough liquidity to meet liabilities when due. As at September 30, 2022, the Company had a cash balance of \$447 to settle current liabilities of \$575,887. All the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management expects to fund those liabilities through equity financing and loans from related parties over the coming year.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's amounts due to related parties are non-interest bearing, and as such, the Company is not exposed to significant interest rate risk.

Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in U.S. Dollars. The Company's financial instruments denoted in U.S. Dollars are insignificant and any fluctuation in foreign currency exchange rates would have no significant impact.

Commodity Price Risk

The Company is subject to price risk from fluctuations in the market prices of commodities as it relates to the possible underlying values of its commodity based mineral properties and the corresponding ability to raise funds for future operations. Management closely monitors commodity prices to determine the appropriate course of actions to be taken in its investing and financing activities. As the Company has not yet developed commercial mineral interests, it is not exposed to significant commodity price risk.

Capital Risk Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration, and development of mineral properties. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets. 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.

The Company manages its share capital as capital, which as at September 30, 2022, was \$3,862,244 (June 30, 2022 – \$3,862,244). 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 is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended September 30, 2022.

Additional information relating to the Company is available:

- (a) On SEDAR at www.sedar.com
- (b) On the Company's website at www.newdestinymining.com
- (c) In the Company's annual audited financial statements for the year ended June 30, 2022.

Forward Looking Information

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon several estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Outstanding Share Data

	Number	Exercise Price	Expiry Date
Common Shares	19,605,669		
Warrants	1,000,000	\$0.10	December 30, 2023