



MANAGEMENT'S DISCUSSION AND ANALYSIS

QUARTERLY HIGHLIGHTS

FOR THE PERIOD ENDED JUNE 30, 2019

MANAGEMENT DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

This Management Discussion and Analysis – Quarterly Highlights (“Quarterly Highlights”) of New World Resource Corp. (“New World” or the “Company”) has been prepared by management to provide material updates to the business operations, liquidity and capital resources of the Company since its last management discussion & analysis, being the Management Discussion & Analysis (“Annual MD&A”) for the fiscal year ended December 31, 2018. This Quarterly Highlights does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Quarterly Highlights has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This Quarterly Highlights should be read in conjunction with the Annual MD&A, the audited financial statements of the Company for the years ended December 31, 2018 and 2017 and the unaudited condensed consolidated interim financial statements for the six months ended June 30, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. Information contained herein is presented as at August 28, 2019 (the “Report Date”), unless otherwise indicated.

The unaudited condensed consolidated interim financial statements for the six months ended June 30, 2019, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

Additional information relevant to the Company’s activities can be found on SEDAR at www.sedar.com. All dollar amounts included therein and in the following MD&A are in Canadian dollars, the reporting and functional currency of the Company, except where noted.

This document contains forward-looking statements. Please refer to “Note Regarding Forward-Looking Statements.”

BUSINESS DESCRIPTION

New World was incorporated on September 22, 1983 under the laws of the Province of British Columbia. The Company is a reporting issuer in Alberta and British Columbia, and trades on the TSX Venture Exchange under the symbol “NW” and Frankfurt Stock Exchange under the symbol “NWU”.

CORPORATE HIGHLIGHT/ PROPOSED TRANSACTIONS

On June 3, 2019, The Company entered into a definitive arrangement agreement with Perimeter Medical Imaging Inc., pursuant to which the Company and Perimeter will amalgamate by way of a plan of arrangement and the current security holders of each corporation will become security holders of the resulting public company (the “Resulting Issuer”). The proposed transaction (the “Transaction”) is an arm’s length transaction and will result in a reverse take-over and change of control of the Company by the shareholders of Perimeter. The Resulting Issuer will be named Perimeter Medical Imaging AI, Inc. and its management team will be led by Will Rosellini, CEO and Richard Chernicoff, CFO.

Perimeter is a private Toronto-headquartered company founded in 2013, backed by Roadmap Capital. Perimeter has U.S. Food and Drug Administration (FDA) 510(k) clearance to market its OTIS™ tissue imaging system for high resolution margin visualization of excised tissue in real-time, during surgeries. Perimeter is developing an AI-based, interactive, decision-support software to assist surgeons in identifying regions of interest for further assessment, in images generated in real time.

Since signing the March 12, letter of intent with the Company, Perimeter has:

- Received FDA 510(k) clearance for its OTIS™ 2.0 system,
- Completed a \$1.8 million investment round, and
- Appointed Anthony Holler, M.D., to its board of directors.

Pursuant to the plan of arrangement, at the effective time of the Transaction, (i) The Company will distribute to its shareholders, on a pro-rata basis, for every two common shares owned of record, one warrant to purchase one share of the Resulting Issuer at an exercise price of \$0.90 per share (the “Warrants”) with an expiry date of two years from issuance; (ii) immediately following the distribution of the Warrants, the Company and Perimeter will be amalgamated and the issued and outstanding shares of each the Company and Perimeter will be exchanged for common shares in the Resulting Issuer according to an exchange ratio; and (iii) outstanding options and warrants of Perimeter will become options and warrants to purchase common shares of the Resulting Issuer. Additionally, the arrangement will effect a 1 for 3 reverse stock split of the Company’s common shares.

The exchange ratio for the existing Company’s and Perimeter shareholders is determined by a formula based on the relative deemed values assigned to the Company and Perimeter.

The Transaction is subject to customary closing conditions for transactions of this nature as well as all requisite regulatory approvals including approval of both the Company's and Perimeter's securityholders, the acceptance of the TSXV and a final order of the Supreme Court of British Columbia as to the fairness of the Transaction. Perimeter is incorporated under the Ontario Business Corporations Act and it is also a condition of closing that it be continued under the Business Corporations Act (British Columbia).

Closing of the Transaction is also subject to the Company's shareholders holding no more than 5% of the issued and outstanding shares exercising dissent rights with respect to the Transaction, Perimeter shareholders holding no more than 5% of the issued and outstanding Perimeter shares exercising dissent rights with respect to the Transaction. Either the Company or Perimeter may terminate the Arrangement Agreement if the Transaction has not been completed on or before November 30, 2019.

There can be no assurance that the Transaction will be completed as proposed or at all.

PERFORMANCE SUMMARY AND SUBSEQUENT EVENTS

The Company holds securities in Nano One Materials Corp. ("Nano One"). During the period ended June 30, 2019:

- The Company sold Nil (June 30, 2018 – 664,984) common shares of Nano One for proceeds of \$Nil (June 30, 2018 – \$118,808) and realized gain of \$Nil (June 30, 2018 - \$1,196,221).
- The Company recorded an unrealized gain on its marketable securities of \$188,739 (June 30, 2018 – Loss of \$227,526) due to the increase in the share price of the Nano One securities.

During the period ended June 30, 2019, the Company entered into a debt settlement agreement with an entity controlled by a non-executive director of the Company, to settle \$100,000 in debt for shares. The settlement was approved by the TSXV and 400,000 common shares were issued subsequent to period end.

There were no other material events during the period end.

LIQUIDITY AND FINANCIAL CONDITION

The Company's future financial success will be dependent upon the ability to obtain necessary financing to complete the development of reserves or the discovery and development of a body of commercial ore. Such discovery and development may take years, if at all, to complete and the amount of resulting income, if any, is impossible to determine.

Income and comprehensive income for the six months ended June 30, 2019 decreased by \$800,537 to \$94,516 (2018 – \$895,053). General and administrative costs of \$116,889 (2018 - \$94,062) saw an increase of \$22,827 due to the increased spending on consulting and professional fee's as a result of the pending Transaction.

During the period ended June 30, 2019, Nil common shares (June 30, 2018 – 664,984 common shares) with a value of \$Nil (June 30, 2018 – \$118,808) were sold for proceeds of \$Nil (June 30, 2018 - \$1,315,028) resulting in a realized gain of \$Nil (June 30, 2018 - \$1,196,221). The Company recorded an unrealized gain (loss) on its marketable securities of \$188,739 (June 30, 2018 – Loss of \$227,526) to operations due to mark-to-market valuation during the period.

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has historically relied upon equity financings and related party loans to satisfy its capital requirements and will continue to depend heavily upon equity capital and possible loans to finance its activities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company started 2019 with a working capital of \$3,649,079, and

as at June 30, 2019, the Company had working capital of \$3,743,595. As at June 30, 2019, the Company held \$1,112,878 in cash (December 31, 2018 - \$1,301,340).

The decrease in the change in cash during the period of \$188,462 was primarily due to operating activities as a result of the pending Transaction.

TRANSACTION WITH RELATED PARTY

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and includes both executive and non-executive directors, entities controlled by such persons and Officers of the Company to be key management personnel.

The following transactions were carried out with related parties:

(a) Purchases of services

	June 30, 2019 \$	June 30, 2018 \$
An entity controlled by a non-executive director, for rent and office expenses	6,000	12,000
	6,000	12,000

(b) Key management compensation

Key management includes directors (executive and non-executive), the CEO & President and CFO and former CFO. The compensation paid or payable to key management for employee services is shown below:

	June 30, 2019 \$	June 30, 2018 \$
Management, professional and consulting fees	24,000	29,759

(c) Accounts payable to related parties

	June 30, 2019 \$	December 31, 2018 \$
An entity controlled by a non-executive director	100,000	118,700
An entity where an executive director is an officer	5,250	107,000
An entity controlled by an officer	4,725	1,575
	109,975	227,275

Amounts due to related party are non-interest bearing and are due on demand. The payables to related parties arise mainly from purchase transactions and are due on normal commercial terms and conditions. None of the balances are secured and bear no interest.

During the period ended June 30, 2019, the Company entered in to a debt settlement agreement with an entity controlled by a non-executive director of the Company, to settle \$100,000 in debt for shares. The settlement was approved by the TSXV and 400,000 common shares were issued subsequent to period end.

RISK AND UNCERTAINTIES

Risk is inherent in all business activities and cannot be entirely eliminated. Our goal is to enable the Company's business processes and opportunities by ensuring that the risks arising from our business activities, the markets and political environments in which we operate is mitigated. The risks and uncertainties described in the MD&A for the year ended December 31, 2018 are considered by management to be the most important in the context of the Company's business and are substantially unchanged as of the Report Date. Those risks and uncertainties are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this Quarterly Highlights may constitute "forward-looking statements". Such term is defined in applicable securities laws. The forward-looking information includes, without limitation, the success of activities and other similar statements concerning anticipated future events, conditions or results that are not historical facts. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward-looking information is inherently uncertain, and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among others, the ability of the Company to obtain additional financing; the Company's limited operating history; the need to comply with environmental and governmental regulations; fluctuations in currency exchange rates; fluctuating prices of commodities; operating hazards and risks; competition; and other risks and uncertainties. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, actual future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. All statements are made as of the Report Date and, except as required by law, the Company is under no obligation to update or alter any forward-looking information.