AMENDMENT NO. 1 DATED MAY 28, 2008 TO THE AMENDED AND RESTATED PRELIMINARY PROSPECTUS DATED FEBRUARY 28, 2008

This preliminary prospectus, as amended, has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus, as amended, may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") or any state securities laws and may not be offered or sold directly or indirectly in the United States of America, its territories or possessions, or to U.S. persons (as defined in Regulation S under the U.S. Securities Act) unless an exemption from registration is available. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States of America, its territories or possessions, or to U.S. Persons.

PRELIMINARY PROSPECTUS AMENDMENT

Initial Public Offering — May 28, 2008

New Dawn Mining Corp.

The amended and restated preliminary prospectus dated February 28, 2008 (the "Restated Preliminary Prospectus") of New Dawn Mining Corp. (the "Corporation") is amended to provide that the securities being offered pursuant to the prospectus are Common Shares, rather than Units each consisting of one Common Share and one-half Warrant. The Restated Preliminary Prospectus is amended as follows (with capitalized terms not otherwise defined herein having the same meanings as given to them in the Restated Preliminary Prospectus):

AMENDMENTS TO AMENDED AND RESTATED PRELIMINARY PROSPECTUS

1. Cover Page

(a) The Restated Preliminary Prospectus is amended by deleting and replacing the summary of the securities offered pursuant to the prospectus and the first paragraph of the cover page with the following:

Cdn$●
● Common Shares

New Dawn Mining Corp. (the "Corporation") is hereby offering (the "Offering") for sale to the public ● common shares of the Corporation (the "Offered Shares") at a price of Cdn$● per share (the "Offering Price"). The Offering Price was determined by negotiation between the Corporation and MGI Securities Inc. (the "Agent"). See "Plan of Distribution".

(b) The Restated Preliminary Prospectus is amended by deleting and replacing the table describing the distribution on the cover page with the following:

Cdn$● per Share

	Price to Public	**Agent's Commissions**(1)	**Net Proceeds to the Corporation**(2)
Per Offered Share	$●	$●	$●
Total(3)	$●	$●	$●

Notes:

(1) Pursuant to the terms of an agency agreement between the Corporation and the Agent dated as of ●, 2008 (the "Agency Agreement"), the Corporation has agreed to pay a cash commission (the "Agent's Commission") equal to 5% of the gross proceeds of the Offering. See "*Plan of Distribution — Qualification of Securities Issued Under Offering*".

(2) After deducting the Agent's Commission but before deducting the expenses of the Offering estimated at $475,000. The expenses of the Offering and the Agent's Commission will be paid by the Corporation.

(3) The Corporation has agreed to grant to the Agent an option (the "Over-Allotment Option"), exercisable until the date which is 30 days following the closing of the Offering, to purchase up to an additional ● common shares Offered Shares on the same terms as the Offered Shares sold in the Offering. If the Agent exercises the Over-Allotment Option in full, the total Price To The Public, Agent's Commission and Net Proceeds to the Corporation will be $●, $● and $● respectively. This prospectus qualifies for distribution the grant of the Over-Allotment Option. See "*Plan of Distribution — Qualification of Securities Issued Under Offering*".

(c) All references in the Restated Preliminary Prospectus to "Units" shall be read as referring to the "Offered Shares".

(d) All references to the Warrants to be included in the Units are deleted.

CERTIFICATE OF THE CORPORATION

Dated: May 28, 2008

The foregoing, together with the Amended and Restated Preliminary Prospectus dated February 28, 2008, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 9 of the *Securities Act* (British Columbia), by Part 9 of the *Securities Act* (Alberta), by Part XI of *The Securities Act*, 1988 (Saskatchewan), by Part VII of *The Securities Act* (Manitoba) and by Part XV of the *Securities Act* (Ontario) and the respective regulations under those acts.

(signed)	Ian R. Saunders President and Chief Executive Officer	(signed)	Graham R. Clow Chief Financial Officer

On behalf of the Board of Directors of
NEW DAWN MINING CORP.

(signed)	Robert N. Weingarten Director	(signed)	Jon W. North Director

<u>CERTIFICATE OF THE AGENT</u>

Dated: May 28, 2008

To the best of our knowledge, information and belief, the foregoing, together with the Amended and Restated Preliminary Prospectus dated February 28, 2008, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 9 of the *Securities Act* (British Columbia), by Part 9 of the *Securities Act* (Alberta), by Part XI of *The Securities Act*, 1988 (Saskatchewan), by Part VII of *The Securities Act* (Manitoba) and by Part XV of the *Securities Act* (Ontario) and the respective regulations under those acts.

MGI SECURITIES INC.

(signed) Daniel Barnholden
Vice-President, Corporate Finance