This Management Discussion and Analysis ("MD&A") is intended to help the reader understand the financial statements of Nass Valley Gateway Ltd. ("NVG" or the "Company"). The information herein should be read in conjunction with the financial statements for the three months ended March 31, 2018 and 2017. The financial statements for the three months ended March 31, 2018 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The following discussion may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on factors and variables beyond management control. All monetary amounts are in Canadian dollars unless otherwise stated.

This MD&A is the responsibility of management. The Board of Directors carries out its responsibility for the review of this disclosure directly and through its audit committee comprised primarily of independent directors. The audit committee reviews and approves this disclosure prior to its publication, pursuant to the authority delegated to it by the Board of Directors.

The reader is encouraged to review the Company's statutory filings on **www.sedar.com** ("Sedar") and to review general information.

Description of Business and Overall Performance

The Company was incorporated on October 25, 2005 under the British Columbia Business Corporation Act. The Company became a reporting issuer on February 26, 2007 and the common shares of the Company were listed on the Canadian Securities Exchange ("CSE") on March 9, 2007 under the trading symbol 'NVGL', which was changed in September 2008 to "NVG". Since October 5, 2007, the Company's common shares have been co-listed on the "Open Market" of the Frankfurt (Germany) Stock Exchange and are trading under the symbol "3NVN". The Company's common shares are also traded on the Third Market Segment called Freiverkehr on the Berlin and Bremen Stock Exchange.

Between 2010 and 2012 the Company acquired the rights to two green-technology systems, an emission-free energy-converting and waste disposal system and a wood drying technology for its subsidiaries Global Environomic Systems Corp. ("GSC") and M-Wave EnviroTech Inc. ("MWE"), respectively, and spun off its mining exploration subsidiary, Kirkland Precious Metals Corp., into a separate reporting exploration company via a Plan of Arrangement.

As the Company's pilot plant based on the MWE technology was completely destroyed by a disastrous fire in 2013, as reported in the Company's monthly report dated Oct. 4, 2013.

On July 07, 2015 Nass Valley announced the execution of a Definitive Agreement granting the Company the exclusive right to acquire a private corporation ("Target-A"), to develop transdermal delivery systems through a contracted third party ("Research-Co") to develop patches suitable for the delivery of tetrahydrocannabinol ("THC") and cannabidiol ("CBD.

In June 2016 the Target-A wanted to renegotiate the executed agreement and, as the Company declined to accept the drastically changed condition of the transaction,

The Company subsequently completed its due diligence on several qualifying target projects but the Board of Directors determined that an integration of those targets would also not have been in the best interest of its shareholders.

On February 15, 2017, the Company entered into a Definitive Asset Purchase Agreement (the "DAP-Agr") to acquire 100% of IXI Treasury Holdings Limited ("ITHL" or "Vendor"). As the assets of ITHL ("Assets-ITHL") could not be validated to the full satisfaction of the Company, the Company allowed ITHL to assign the DAP–Agr to an affiliated company, IXI Ventures PLC ("IXIVP" or "Vendor"), and replace the Assets-ITHL with assets of IXIVP ("Assets-IXIVP") under the conditions of the DAP-Agr. The Assets-IXIVP consisted of preferred shares of IXIVP which would have been backed by a basket of diversified tangible assets owned by IXIVP such as ownership in mines and a corporate European bond.

At the request of the Company in line with the rules of the CSE, the trading of its stock was halted on February 8, 2017 pending news of the acceptance of the transaction by the CSE and the Company requested to provide a validation of the Assets-IXIVP and IXIVP's financial statements to be audited by a audit firm accepted by the CSE. .

As Management had not received any audited financial statements to verify the value of the Assets-IXIVP at the agreed upon deadline of December 15, 2017, the Company notified IXIVP that it will pursue other viable projects and announced on March 13, 2018, that it had terminated the agreements with IXI Treasury Holdings Ltd. and IXI Ventures PLC as the requested audited financial statements to verify the value of the to be acquired assets were not supplied.

On March 22, 2018 the Company entered into a Definitive Acquisition and Share Exchange Agreement whereby the Company acquires a 100% interest in Advanced Bioceuticals Limited ("ABL") and its wholly owned subsidiary Pro-Thotics Technologies Inc. ("PTI") in exchange for 89.27% of the common shares of the Company. As ABL will own a majority of the common shares of the Company after the proposed transaction, the transaction will be considered as a reverse takeover and will be accounted as a continuation of the assets and operations of ABL together with a recapitalization. The proposed transaction is subject to shareholders and regulatory approval..

ABL is engaged in the sale of Durable Medical Equipment ("DME") and Cannabidiol ("CBD") with zero THC content for internal use including CBD infused skin, bath and body care products. ABL's business was mostly concentrated in the states of New York, New Jersey, and Florida for the last 25 years serving patients throughout the US and its main operations are presently conducted through its wholly owned subsidiary, Pro-Thotics Technology Inc. (PTI). During PTI's 25-year history, 200,000 patients located throughout the U.S. and Puerto Rico were provided relief from pain and medical issues through the purchase of PTI's durable medical equipment products.

Upon the approval of the CSE, Nass Valley, as Resulting Issuer, will acquire 100 % of the outstanding shares of ABL including its subsidiaries in exchange for the issuance of newly issued common shares issued at ten cents Canadian dollars ($0.10) per share and equal to approximately 90 % of all of the issued and outstanding securities of the Resulting Issuer on a fully diluted basis. Based on a review of 12 public companies trading in Australia, Canada and the US an adjusted average to revenue and average market capitalization to EBITDA was calculated to determine a deemed value of $43,250,000 for the proposed acquisition of ABL and its subsidiaries.

Subsequent to the CSE approval, ABL and its subsidiary will be wholly owned by the Resulting Issuer which will include an existing, very experienced and knowledgeable management team. The proposed transaction will be considered a Reversed Take Over ("RTO") under the rules of the CSE and as such will require shareholder approval or the written consent of more than 50% of a minimum of five registered shareholders for the final approval of the CSE.

As at the time of this report, due to a tight budget, all Directors of the Board and Executive Members of the Company's management team, excluding its Corporate Secretary as an employee, continue to provide unpaid services to the Company.

Future Developments

Subsequent to the approval by the CSE the Company is determined to expand upon its pain relief concept and ABL will aggressively continue to focus on the CBD marketplace as well as open offices in Maryland, Virginia, California and Washington, DC and expand its current New Jersey operations.

With its operations, presently conducted by PTI, in New York, New Jersey and Florida and its existing national marketing and advertising campaigns, ABL has action plans to establish in-house manufactured CBD products, CBD infused skin, bath, and body care products to the U.S.

Highlights and Subsequent Events

As at the date of this report the Company is working on the Listing statement Form 2A to obtain approval by the CSE.

FINANCING

During the three months ended March 31, 2018 no new equity financing was obtained and no loans to or from related parties incurred.

On May 15, 2018 ABL advanced $18,776 for transaction costs to finalize the acquisition.

Results of Operations

The three months ended March 31, 2018 compared to the three months ended March 31, 2017

Net loss and comprehensive loss for the three months ended March 31, 2018 amounted to $26,988 (loss per share - $0.00 compared to $31,002 (loss per share - $0.00) in the previous year. As the Company is inactive, no revenue was generated. The decrease in loss of $4,014 was mainly due to:

(i) a decrease of $3,589 in wages and salaries from $4,301 in 2017 to $703 in 2018 due to the lay-off of the Corporate secretary in January 2018;

(ii) a decrease of $1,014 in cost in investor relations from $1,068 in 2017 to $54 in 2018 due to the termination of the IXIVP project;

(iii) an increase in share based payments of $6,404 from $3,217 in 2017 to $9,621 in 2018 due to new options having been issued and vested;

(iv) a decrease of $5,380 in marketing and promotion from $5,380 in 2017 to $Nil in 2018 due to the wait for the finalization of the IXIVP project.

Selected annual information

	Years Ended December 31		
	2017	**2016**	**2015**
	$	$	$
Total revenues	-	-	-
General and administrative	111,604	80,637	289,013
Loss for the year	(111,604)	(83,627)	(263,496)
Loss per share – basic	(0.00)	(0.00)	(0.01)
Loss per share – diluted	(0.00)	(0.00)	(0.01)
Total assets	108,131	192,301	268,893
Total long –term liabilities	-	-	-
Shareholders' equity	107,517	191,162	261,018
Cash dividends declared - per share	-	-	-

Selected quarterly information

Three months ended	**Mar 31 2018**	**Dec 31 2017**	**Sep 30 2017**	**Jun 30 2017**	**Mar 31 2017**	**Dec 31 2016**	**Sep 30 2016**	**Jun 30 2016**
Total assets	95,480	108,131	123,556	148,453	166,968	192,301	218,515	230,477
Working capital (deficiency)	87,150	104,517	119,379	132,454	160,377	188,162	209,513	223,011
Shareholders' equity	90,150	107,517	122,379	135,454	163,377	191,162	212,513	226,011
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Net loss	(26,988)	(28,167)	(14,582)	(37,853)	(31,002)	(32,597)	(13,498)	(25,159)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)

Liquidity

The Company's working capital and deficit positions at March 31, 2018 and December 31, 2017 were as follows:

		March 31 2018 (unaudited)		December 31 2017 (audited)
Working capital	$	87,150	$	104,517
Deficit	$	3,712,152	$	3,686,186

The cash positions at March 31, 2018 and December 31, 2017 were $24,080 and $38,386 respectively.

The Company's financial condition for adding value to the Company is contingent upon being able to finalize the acquisition of ABL by obtaining regulatory approval.

While the Company will seek to maximize recoveries and reduce operating costs, estimates and assumptions influencing these parameters at the research and development stage may prove incorrect. Incorrect assumptions may result in material differences between estimated and actual results. The Company has no way to predict the future price and the ability to sell the developed products. As a result, revenue derived from future operations, if any, will be impacted.

The Company has historically relied upon equity financings and loans from related parties to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance ongoing operations and development, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions.

In recent months, the securities markets in the world and in Canada have experienced high volatility in price and volume and companies, particularly in junior technology industry, have experienced unprecedented decline in their share prices 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 the Company's share prices will not occur or that these fluctuations will not affect the ability of the Company to raise equity funding, and if at all, without causing a significant dilution to its existing shareholders. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Capital Resources

At March 31, 2018 the Company had a share capital of $3,216,971 (December 31, 2017: $3,216,971), representing 31,751,977 (December 31, 2017: 31,751,977) common shares without par value, and an accumulated deficit of $3,712,152 (December 31, 2017: $3,685,164). The shareholders' equity amounted to $90,150 (December 31, 2017: $107,517).

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Statement of Operations, Comprehensive Loss and Deficit included in its financial statements for the three months ended March 31, 2018 and 2017 which are available on SEDAR at www.Sedar.com.

Related Party Transactions

During the three months ended March 31, 2018 the Company entered into the following transactions with related parties.

Key Management personnel compensation

No remuneration was paid during the three months ended March 31, 2018 and 2017 to any key management personnel except the salary to the Corporate Secretary. The amounts due from (to) related parties were as follows and relate mainly to the reimbursement of in the salary of the Corporate Secretary:

40% from Mineral Hill Industries Ltd.
20% from The Eelleet Network Corp.

Other related party transactions

	March 31 2018 (unaudited)	December 31 2017 (audited)
Consulting fees:		
Chief financial officer	**-**	**3,500**

The amounts due from/to related parties were as follows:

	March 31 2017 (unaudited)	December 31 2017 (audited)
Balances	$	$
Due from related parties:		
The Eelleet Network Corp., a company with some common directors	**23,386**	**22,993**
Mineral Hill Industries Ltd., a company with some common directors and officers	**44,254**	**43,466**
	67,640	**66,459**
Amounts outstanding to related parties included in accounts payable		
Mineral Hill Industries Ltd., a company with some common directors and officers	**-**	347
	-	347

These transactions are in the normal course of operations and, in management's opinion, are undertaken with the same terms and conditions as transactions with unrelated parties. Accordingly, these transactions are measured at exchange amounts, which are the amounts of consideration negotiated, established and agreed to by the related parties.

Advances from related party

The amounts due from related parties are non-interest bearing, unsecured and on demand.

These transactions are measured in exchange amounts, which are the amounts of consideration negotiated, established and agreed to by the related parties.

Off Balance Sheet Arrangements

The Company doesn't have any off-balance sheet arrangements.

Directors and Officers

Dieter Peter	President, Chief Executive Officer and Director (Mineral Hill Industries Ltd)
Andrew von Kursell	Director (Mineral Hill Industries Ltd),
Eric Peter-Kaiser	Interim Chief Financial Officer and Director (Mineral Hill Industries Ltd)
Milo Filgas	Director (Mineral Hill Industries Ltd.)
Michael Kelm	Corporate Secretary

Outstanding Share Data as at May 18, 2018

	Number outstanding	Exercise Price	Expiry Date
Common shares	31,751,977		
Common shares issuable on exercise:			
Stock options	545,000	$0.10	October 25, 2019
Stock options	560,000	$0.10	December 5, 2020
Warrants	11,450,000(2)	$0.10	May 1, 2017
Warrants	1,363,042	$0.10	Jul 19, 2019
Warrants	3,500,000(1)	$0.11	October 16, 2020

(1) On September 19, 2016 the Board of Directors approved the amendment of these warrants to $0.11 per share with an expiry date of October 16, 2020.
(2) On April 28, 2017, warrants issued on May 1, 2012, were extended a length of time equal to the trading halt.

Risks and Uncertainties

The Company's financial success will be dependent upon the successful acquisition of a qualifying project, its subsequent financing and, the commercialization of such projects and their possible end-products. These activities involve significant risks which may not be eliminated even with past experience and knowledge.
The following are some of the key risks and uncertainties identified; however, there may be other risks and uncertainties that have not been listed:

- Costs related to disclosure requirements are a financial burden for a company presently depending on equity funding for its working capital.
- An increase in competition to any new project the company may acquire.
- No assurance about the economic viability of any project the Company may acquire.
- Additional costs may be incurred, such as availability of experts related to the acquisition, development and marketing, especially of potential new generation of products.
- Additional expenditures will be required to establish permits and patents.
- There can be no assurance that a developed business plan will succeed in whole or in part.
- There are various government and environmental regulations that must be followed by the Company, which are changing constantly for most production projects and the renewal of permits from provincial, territory, First Nations may have to be required.

Critical Accounting Estimates

The preparation of the Company's financial statements requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as expenses.

(i) Stock Based Compensation
The Company uses Black-Scholes option pricing model to determine the fair value of awards for stock options granted to employees, officer, directors and consultants. These estimated are based on historical information and accordingly cannot be relied upon to predict the future behavior. These estimates are set out in Note 7(c) to the financial statements.

(ii) Financial Instruments
The carrying values of the financial instruments have been estimated to approximate their respective fair values.

(iii) *Income Taxes*
The provision of income taxes is based on judgements in applying income tax law and estimates about timing, likelihood and reversal of temporary differences between accounting and tax basis of the assets and liabilities

(iv) *Going concern*
Management makes an assessment about the Company's ability to continue as a going concern by taking into the account the consideration of the various factors. Judgement is applied by management in determining whether or not the elements giving rise to factors that cause doubt about the ability of the Company to continue as a going concern are present.

Financial Instruments

The Company's financial instruments consist of cash, loans mostly from related parties, amounts receivable from related parties, amounts payable, amounts payable to related parties and loans payable to related parties. Unless otherwise noted, it is management's opinion that the Company is presently not exposed to significant interest, currency or credit risks arising from these financial instruments.

Credit risk

The Company is not exposed to significant credit risk, being in the development stage. Amounts receivable from related parties and amounts due to related parties are described in Note 6 to the financial statements.

Liquidity risk

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 to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance ongoing development of its technology, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has presently no source of operating income and has no assurance that additional funding will be available to it for future development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions its exploration results. In recent years, the securities markets in Canada have experienced wide fluctuations in prices 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 price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Changes in Accounting Policies

The Company did not adopt any new or amended accounting standards during the three months ended March 31, 2018 which had a significant impact on the Financial Statements.
The following standard will be effective for annual periods beginning on or after January 1, 2018:

IFRS 9 Financial Instruments - In November 2009, as part of the IASB project to replace IIAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013, new general hedging requirements were added to the standard. In July 2014, the final version of IFRS 9 was issued and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics.

IFRS 15 Revenue from Contracts with Customers - In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programs, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

IFRS 2 Share-based Payment - In November 2016, the IASB has revised IFRS 2 to incorporate amendments issued by the IASB in June 2016. The amendment provides guidance on the accounting for i) the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; ii) share-based payment transactions with a net settlement feature for withholding tax obligations and iii) a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. Earlier application is permitted.

The adoption of these standards is not expected to have material impact on the Company's financial statements.

Standard is effective for annual periods beginning on or after January 1, 2019:

IFRS 16 Leases - In June 2016, the IASB issued IFRS 16 - Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17. Early adoption is permitted if IFRS 15 has also been adopted.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

Forward-Looking Statements

The statements made in this MD&A that are not historical facts contain forward-looking information that involves risk and uncertainties. All statements, other than statements of historical facts, which address the Company's expectations, should be considered forward-looking statements. Certain forward-looking information should also be considered future-oriented financial information ("FOFI") as that term is defined in NI 51-102. The purpose of disclosing FOFI is to provide a general overview of management's expectations regarding the anticipated results of operations and capital expenditures. Such statements are based on management's exercise of business judgment as well as assumptions made by and information currently available to management. When used in this document, the words "may", "will", "anticipate", "believe", "estimate", "expect", "intend" and words of similar import, are intended to identify any forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company and its subsidiaries may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. You should not place undue reliance on these forward-looking statements. These statements reflect our current view of future events and are subject to certain risks and uncertainties as contained in the Company's filings with Canadian securities regulatory authorities. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results could differ materially from those anticipated in these forward-looking statements to reflect events or circumstances after the date hereof, or to reflect the occurrence of any unanticipated events.

Although we believe that our expectations are based on reasonable assumptions, we can give no assurance that our expectations will materialize. The forward-looking statements made in this MD&A describe our expectations as at May 18, 2018.

"Dieter Peter"

On behalf of the Board
Dieter Peter
Chief Executive Officer
May 18, 2018