NanoSphere Health Sciences Inc.

Management Discussion & Analysis

December 31, 2017

The following Management Discussion and Analysis ("MD&A") of NanoSphere Health Sciences Inc. (the "Company" or "NanoSphere") should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2017 which have been prepared in accordance with the International Financial Reporting Standards ("IFRS"). This MD&A includes certain statements that may be deemed "forward looking statements". All statements in this MD&A, other than statements of historical fact, that address future exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Additional information can be found on SEDAR at www.sedar.com. This MD&A is dated as of April 30, 2018.

DESCRIPTION OF THE COMPANY

NanoSphere Health Sciences is a biotechnology firm that created a patented NanoSphere Deliver System, a revolutionary platform using nanotechnology in the biodelivery of supplements, nutraceuticals and over-the-counter medications for the cannabis, pharmaceutical and animal health industries, and beyond. NanoSphere Delivery System represents one of the most important developments for advancing the non-invasive and user-friendly delivery of biological agents in over 25 years. The Company trades on the Canadian Securities Exchange under the symbol 'NSHS'.

OVERALL PERFORMANCE

During the year ended December 31, 2017, the Company issued 11,811,370 units at CAD$0.50 per unit for gross proceeds of $4,620,017 (CAD$5,905,685). Each unit consisted of one common share and one half of one share purchase warrant entitling the holder to purchase one common share at a price of CAD$0.75. In connection with the financing, 284,550 finder warrants with a fair value of $26,822 and cash of $241,074 (CAD$273,873) was recorded as share issuance costs.

On November 17, 2017, the Company and Nanosphere Health Sciences LLC ("Nano LLC"), entered in to a Share Exchange Agreement ("SEA") whereby the Company acquired all of the outstanding shares of Nano LLC in consideration for 60,000,000 common shares of the Company. After completion of the SEA, the shareholders of Nano LLC held approximately 71.21% of the Company. Accordingly, Nano LLC is considered to have acquired the Company with the SEA being accounted as a reverse takeover of the Company by Nano LLC shareholders (the "RTO").

Subsequent to year-end the Company was formally granted their patent on the NanoSphere Delivery System, protecting the Company's core technology of nanoencapsulation and delivery of bioactive compounds. This patent is a significant milestone for the Company and protects our novel bioactive delivery technology. This patented technology is currently being utilized to produce our first flagship product, Evolve, NanoSerum, which is branded under Evolve Formulas name. Evolve NanoSerum, our thriving cannabis brand, was developed as the Company saw a unique opportunity for the patented delivery platform. The Company is currently developing a new CBD version of the NanoSerum. Which formulation is intended to have therapeutic benefits that help with inflammation, anxiety, pain, sleep, and mood. The CBD product will also contain the restorative ingredient resveratrol, which utilizing our NanoSphere Delivery System, will allow increased bioavailability of this restorative agent. Additionally, the Company is also developing a transnasal cannabis product, utilizing the NanoSphere Deliver System. The CBD NanoSerum and transnasal products are expected to be released into the market in May 2018 and early summer 2018, respectively.

The cannabis industry is growing rapidly, and this technology has the ability to help by solving its most inhibiting problems, i.e. the delivery of cannabis and cannabinoids into the blood stream. Our technology offers rapid action, high bioavailability, precise doses and low adverse reactions. The marijuana industry, both medical and recreational, has historically had issues with certain delivery methods. The Company's NanoSphere Delivery system solves the delivery issue through our technology and creates bioavailability enhancements. The Company currently has Evolve products stocked in over 100 Colorado dispensaries.

In 2018, the Company completed and signed its license agreement with Evergreen Biosciences in Colorado in order to sublicense the Evolve NanoSerum in Colorado. In addition, the license in Colorado, the Company entered into an additional agreement to license its patented technology in the states of California and Arizona.

SELECTED ANNUAL FINANCIAL INFORMATION

For the years ended:

		December 31, 2017		December 31, 2016		December 31, 2015
Financial results						
Total revenue	$	Nil	$	Nil	$	15,324
Loss for the year (including listing expense of (8,805,042)	$	9,909,628	$	514,151	$	185,419
Basic and diluted loss per share	$	0.90	$	-	$	-
Balance sheet data						
Current assets	$	3,747,746	$	511,383	$	38,626
Non-current assets	$	100,670	$	5,112	$	6,325
Total assets	$	3,848,416	$	516,495	$	44,951
Current liabilities	$	167,400	$	845,844	$	465,148
Shareholders' equity (deficiency)	$	3,681,016	$	(329,349)	$	(420,198)

The net loss for the year ended December 31, 2017 was primarily attributable to increased salaries and consulting fees, office and administrative expense, and professional fees related to the RTO.

Results of Operations for the year ended December 31, 2017 compared to 2016

The net loss for the year increased by $9,395,477 to $9,909,628 (2016 – $514,151). Individual items contributing to the decrease in net loss:

- Salaries and consulting fees increased by $157,646 to $425,272 (2016 - $267,626) as the Company continued to focus on development of NanoSphere Delivery System.

- Office expenses increased by $196,461 to $222,818 (2016 - $26,357) as the Company had office and facilities expenses related to the operations from lab.

Cash flows for the year ended December 31, 2017 compared to 2016

- Cash outflows from operating activities increased by $962,508 to $1,261,117 (2016 – $298,609) primarily due to the research and development expenses.

- Cash outflows from investing activities increased by $147,224 to $147,224 (2016 – $Nil) primarily due to the acquisition of Corazon Gold Corp.

- Cash inflows from financing activities increased by $3,590,772 to $4,287,138 (2016 - $696,366) as the Company completed a private placement for proceeds of $4,545,017 during the year.

SUMMARY OF QUARTERLY RESULTS

	2017				2016			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Net Sales	-	-	-	-	-	-	-	-
Net loss	9,285,808	254,595	151,270	217,955	125,553	108,579	119,032	160,987
Basic and diluted net loss per share	0.90	NA	NA	NA	NA	NA	NA	NA

Results of Operations for the three-month period ended December 31, 2017 compared to 2016

The net loss for the three-month period ended December 31, 2017 increased by $9,184,379 as compared to $49,222 for the three month period ended December 31, 2016. The significant individual items contributing to the decrease in net loss:

- Listing expense increased by $8,805,042 as compared to nil for the three month period ended December 31, 2016 due to the RTO transaction between NanoSphere Health Sciences Inc and Corazon Gold Corp.

- Professional fees increased by $175,879 to $201,191 as compared to $25,312 for the three month period ended December 31, 2016. The increase was primarily related to legal expenses for the reverse takeover transaction between NanoSphere Health Sciences Inc. and Corazon Gold Corp..

LIQUIDITY AND CAPITAL RESOURCES

The Company has no significant revenues to date. In order to manage risk, the Company closely monitors its cash requirements and expenditures. At December 31, 2017 and December 31, 2016, the Company's working capital and deficit were as follows:

		December 31, 2017		December 31, 2016
Working capital	$	3,580,346	$	(334,461)
Deficit		(12,106,017)		(2,196,389)

As at December 31, 2017, the Company has a working capital of $3,580,346. Management is actively reviewing financing opportunities in order to meet working capital requirements for the next fiscal year.

BASIS OF PRESENTATION - INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

The annual consolidated financial statements of the Company comply with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in US dollars unless otherwise noted.

RELATED PARTY TRANSACTIONS

The consolidated financial statements include the financial statements of NanoSphere Health Sciences Inc. and its 100% owned subsidiaries.

Key management compensation

During the year ended December 31, 2017, the Company paid or accrued:

Salaries and consulting fees of $110,000 (2016 - $96,000) to a manager of the Company, $100,000 (2016 – $84,000) to the Chief Science Officer of the Company, $78,000 (2016 - $78,000) to the Chief Marketing Officer of the Company, $12,500 (2016 - $Nil) to the President of the Company, $82,000 (2016 - $40,000) to Vice President of Finance of the Company, and $20,000 (2016 - $10,000) to the CFO of the Company.
Included in accounts payable and accrued liabilities is $7,875 (2016 - $Nil) due to directors, officers, and companies controlled by directors and officers of the Company that is non-interest bearing and due on demand.

During the year ended December 31, 2015, the Company received advances of $60,000 from Canosphere, LLC, a company controlled by the directors of the Company. The advances are unsecured, non-interest bearing and have been forgiven by Canosphere, LLC during the period ended December 31, 2017.

On April 2, 2018, the Company entered into a license agreement with Evergreen Biosciences, LLC to sub-license the Company's patented NanoSphere Delivery technology. On April 2, 2018, Evergreen Biosciences, LLC (a related party) sub-licenced the Company's NanoSphere Delivery technology to CCBA LLC. Additionally, on April 20, 2018, the Company entered into agreements to license the NanoSphere delivery technology to certain companies in the states of California and Arizona.

During the year ended December 31, 2017 the Company received and repaid short term loans of $255,342 from the current and former directors of the company (Note 13)

During the year ended December 31, 2017 the Company accrued $152,380 to Vantage Law Corp, a company controlled by a director of the Company.

On April 2, 2018, the Company entered into a license agreement with Evergreen Biosciences, LLC to sub-license the Company's patented NanoSphere Delivery technology. Evergreen Biosciences is partially owned by Chief Operating Officer of the Company.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates

Management is required to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation and judgement uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

i. Going concern

   The assessment of the Company's ability to continue as a going concern involves critical judgement based on historical experience. Significant judgements are used in the Company's assessment of its ability to continue as a going concern which is described in Note 1.

ii. Licensing agreement

Subsequent to December 31, 2017 the Company entered into a two licensing arrangements for the use of proprietary technology. Management concluded that licensing arrangement does not result in control of the license.

CHANGES IN ACCOUNTING STANDARDS NOT YET ADOPTED

IFRS 9 Financial Instruments (Revised) was issued by the IASB in October 2010. It incorporates revised requirements for the classification and measurement of financial liabilities and carrying over the existing derecognition requirements from IAS 39 Financial instruments: recognition and measurement. The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The impact of IFRS 9 on the Company's financial instruments is not expected to be material.

RISKS AND UNCERTAINTIES

This section discusses factors relating to the business of Company that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive and the Company may face risks and uncertainties not discussed in this section, or not currently known to us, or that we deem to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner.

The following sets out the principal risks (non-inclusive) faced by the Company.

Financing risks. The Company will be dependent upon the capital markets to raise additional financing in the future, while it establishes a user base for its products. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's shares on the Exchange.

Share Price Volatility and Price Fluctuations. The market price for the Common Shares of the Company could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Key personnel risks. The Company's business development efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. Its deficit as of December 31, 2017 was $12,106,017. The Company does not have a history of sales operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable risks. The Company may be subject to liability for risks against which it cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's normal business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Change in Law, Regulations and Guidelines. The Company's business is subject to a variety of laws, regulations and guidelines relating to marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of medical marijuana but also laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines may cause adverse effects to the Company's operations. On February 24, 2016, the Federal Court released its decision in the case of Allard et al v. Canada, declaring that the Marijuana for Medical Purposes Regulations ("MMPR"), as it was drafted, was unconstitutional in violation of the plaintiffs' rights under section 7 of the Charter of Rights and Freedoms. On August 24, 2016, the Access to Cannabis for Medical Purposes Regulations ("ACMPR") came into force, replacing the MMPR as the regulations governing Canada's medical cannabis regime which permits patients to produce a limited amount of cannabis for their own medical purposes or to designate a person to produce a limited amount of cannabis. The ACMPR could potentially decrease the size of the market for the Company's business, and potentially materially and adversely affect the Company's business, its results of operations and financial condition.

Unfavourable Publicity or Consumer Perception. The success of the medical marijuana industry may be significantly influenced by the public's perception of marijuana's medicinal applications. Medical marijuana is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to medical marijuana will be favourable. The medical marijuana industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical marijuana is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of medical marijuana may have a material adverse effect on our operational results, consumer base and financial results.

Political and Economic Instability. The Company may be affected by possible political or economic instability. The risks include, but are not limited to, terrorism, military repression, extreme fluctuations in currency exchange rates and high rates of inflation. Changes in medicine and agriculture development or investment policies or shifts in political attitude in certain countries may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, distribution, price controls, export controls, income taxes, expropriation of property, maintenance of assets, environmental legislation, land use, land claims of local people and water use. The effect of these factors cannot be accurately predicted.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3: Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, approximate carrying value, which is the amount recorded on the consolidated statement of financial position. Cash and receivables, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. 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 that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables. This includes GST receivable of $8,087 from the Government of Canada. Management believes that the credit risk concentration with respect to receivables is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

All of the contractual maturities of the Company's non-derivative financial liabilities are within one year of the financial statement end date.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) 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 risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash is minimal.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable and accounts payable and accrued liabilities that are denominated in US Dollars (USD). Based on management's knowledge and experience of the financial markets, the Company believes that 10% fluctuation in the USD against the Canadian dollar would affect net loss for the period by approximately $86,000.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

The carrying amount of cash, receivables, and accounts payable and accrued liabilities approximates their fair value due to their short-term nature. The Company does not have significant exposure to changing interest rates.

Based on management's knowledge and experience of the financial markets, the Company believes the following movement is "reasonably possible".

The Company has cash, receivable and accounts payable denominated in USD and are exposed to risk from changes in the USD. A 10% fluctuation in the USD against the Canadian dollar would affect net loss for the period by approximately $86,000.

Capital management

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the development of acquired Kainantu mine. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities.

The Company intends to continue to assess new resource properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

OUTSTANDING SHARE DATA

Common shares, options, warrants and convertible securities outstanding as at the date of this report**:**

Security	Outstanding
Common Shares	96,555,563
Options	1,205,000
Warrants	8,141,773

SUBSEQUENT EVENT

Except as noted above, subsequent to December 31, 2017, the Company:

a. Issued 410,017 shares for 410,017 options were exercised at $0.27; and

b. Issued 25,000 shares for 25,000 warrants were exercised at $0.40.

c. In March 2018, the Company was issued its patent for the NanoSphere Delivery System, protecting the Company's core technology of nanoencapsulation and delivery of bioactive compounds.

PROPOSED TRANSACTIONS

The Company has no proposed transactions other than already disclosed.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.SEDAR.COM