This Management Discussion and Analysis ("MD&A") is intended to help the reader understand the financial statements of Nass Valley Gateway Ltd. ("Nass Valley" or the "Company"). The information herein should be read in conjunction with the financial statements for the year ended December 31, 2018 and 2017. The financial statements for the year ended December 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.

The Company started with exploration projects of industrial minerals and precious metals within the Nisga'a Nation lands in the northern part of British Columbia but also in the Canadian Province of Ontario. Caused by the economic downturn the Company investigated several projects in particular within the "Clean-Tech" industry.

On July 07, 2015 Nass Valley announced the execution of a Definitive Agreement granting the Company the exclusive right to acquire 100% of a private corporation ("Target"), 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). After receiving conditional approval by the CSE in 2016 and completion of a committed private placement funding by Nass Valley, the Target insisted to renegotiate the Company's ownership from initially 100% down to 25%. As this endeavor was contrary to the agreement of its shareholders, Nass Valley terminated the agreement and focused on its investigation of alternative projects.

In 2017 the Company investigated several target projects but after completing its final due diligence, the Board of Directors learned that the presented assets were not factual and determined that an integration of those targets would also not have been in the best interest of its shareholders.

On March 22, 2018 the Company entered into a Definitive Acquisition and Share Exchange Agreement ("DASE- Agr") 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. Since ABL's shareholders would hold the controlling majority of the Company's common share capital subsequent to the CSE approval, the transaction together with the resulting recapitalization, was considered a reverse takeover ("RTO") and a fundamental change.

On March 4, 2019 the Company announced that following an internal Listing Application Review, the CSE had approved the fundamental change of Nass Valley Gateway Ltd. for listing subject to the following conditions:

1) Completion of the acquisition (the "Acquisition") of Advanced Bioceuticals Limited ("ABL");
2) Completion of any and all outstanding CSE application documentation and payment of fees pursuant to the Policies of the CSE.

On March 13, 2019 the parties amended the DASE-Agr by changing the consideration for the 100% ownership interest of ABL and including ABL's wholly owned subsidiary Pro-Thotics Technology, Inc. from 400,000,000 common shares of NVG at a deemed price of $0.10 per share to 280,000,000 common shares of NVG at a deemed price of $0.1429 per share representing 89.7% of the Company's issued common shares (85.06% on a fully diluted basis).

On March 18, 2019, the Company issued 280,000,000 common shares as total consideration for its acquisition of Advanced Bioceuticals Limited ("ABL") and Pro-Thotics Technology Inc. ("PTI") as wholly owned subsidiaries. The total number of the issued and outstanding common shares of the Company increased to 312,143,477.

The 280,000,000 issued common shares are subject to the four months hold period pursuant to the Canadian securities laws, of which 266,000,000 common shares are also subject to resale restrictions prescribed by the U.S. securities laws and cannot be resold during the next 12 months and without strict compliance with the U.S. securities laws. 261,400,000 common shares of the issued 280,000,000 common shares are also subject to an escrow agreement, a copy of which is available under the profile of the Company on www.sedar.com.

As wholly owned subsidiaries of Nass Valley, ABL will continue to focus on commencing the sale of hemp based cannabidiol (CBD) with zero Tetrahydrocannabinol (THC) content products including CBD infused skin, bath, and body care products (the "ABL-Business") and PTI will continue to focus on expanding the sale of Durable Medical Equipment ("DME" or "PTI-Business").

On March 25, 2019 Nass Valley's Board of Directors announced its approval of the appointment of two Directors and Officers pursuant to its fundamental acquisition.

Mr. John Affenita was appointed as a Director, President and the Chief Executive Officer ("CEO") of Nass Valley. Mr. Affenita is also the CEO of Nass Valley's acquired subsidiary Pro-Thotics Technology Inc, a position he has held since 2000. Mr. Affenita is the founder of Pro-Thotics Technology, Inc. He is an ABC (American Board of Certification) Orthotist and Prosthetist ("O&P") member, serving the O&P field for 20 years.

Dr. Samuel Alawieh was appointed as a Director and the Chief Operating Officer ("COO") of Nass Valley. Dr. Alawieh is also the Chief Executive Officer of Advanced Bioceuticals Limited, a position he has held since February 1, 2018 and has been the Chief Executive Officer and founder of RXNB Ltd, a position he has held since November 2013.

Mr. Michal Semler was appointed as the Chief Financial Officer of Nass Valley. He is currently the CFO of ABL. Mr. Semler has been in the healthcare and wellness business for the last 10 years. He has also driven the capital fundraising for Pro-Thotics Technologies and its affiliates and maintains all financial relationships with banking, private equity, and investor partners.

On March 29, 2019 the shares of the Company resumed trading.

Future Developments

Subsequent to the final 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 the expansion of 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 also action plans to market CBD products extracted from Industrial Hemp, such as CBD infused skin, bath, and body care products to the U.S.

Highlights and Subsequent Events

FINANCING

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

On March 3, 2019, the Company received an additional $12,763 to the previously received funds for the exercise of 256,000 share purchase warrants at $0.10 per share.

On March 28, 2019, the Company received $26,000 for the exercise of 260,000 stock options at $0.10 per share.

On April 10, 2019, the Company received $2,000 for the exercise of 20,000 stock options at $0.10 per share.

On April 10, 2019, the Company granted 1,555,000 new incentive stock options to its Directors, Officers and consultants at a price of $0.18 per share and an expiry date of April 10, 2022.

Results of Operations

The year ended December 31, 2018 compared to the year ended December 31, 2017

Net loss and comprehensive loss for the year ended December 31, 2018 amounted to $173,968 (loss per share - $0.01 compared to $111,604 (loss per share - $0.01) in the previous year. As the Company is inactive until regulatory approval, no revenue was generated. The increase in loss of $62,364 was mainly due to:

(i) a decrease of $16,997 in wages and salaries from $17,700 in 2017 to $703 in 2018 due to the lay-off of the Corporate Secretary in January 2018;

(ii) a decrease of $3,600 in rent from $3,600 in 2017 to $Nil in 2018;

(iii) a decrease in share based payments of $8,752 from $27,959 in 2017 to $19,207 in 2018 due to no 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.

(v) an increase of $11,277 in transfer agent and filing fees from $14,273 in 2017 to $25,550 in 2018 mainly due to filing fees for listing statement Form 2A.

(vi) an increase of $67,640 in write-off of receivable from related parties from $Nil in 2017 to $67,640 in 2018

Selected annual information

	Years Ended December 31		
	2018	**2017**	**2016**
	$	$	$
Total revenues	-	-	-
General and administrative	103,328	111,604	80,637
Loss for the year	(173,968)	(111,604)	(83,627)
Loss per share – basic	(0.01)	(0.01)	(0.00)
Loss per share – diluted	(0.01)	(0.01)	(0.00)
Total assets	23,477	108,131	192,301
Total long –term liabilities	-	-	-
Shareholders' equity	4,762	107,517	191,162
Cash dividends declared - per share	-	-	-

Selected quarterly information

Three months ended	Dec 31 2018	Sep 30 2018	Jun 30 2018	Mar 31 2018	Dec 31 2017	Sep 30 2017	Jun 30 2017	Mar 31 2017
Total assets	23,477	78,537	91,251	95,480	108,131	123,556	148,453	166,968
Working capital (deficiency)	4,762	75,256	86,422	87,150	104,517	119,379	132,454	160,377
Shareholders' equity	4,762	78,256	89,422	90,150	107,517	122,379	135,454	163,377
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(97,029)	(12,762)	(37,189)	(26,988)	(28,167)	(14,582)	(37,853)	(31,002)
Earnings (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Fourth quarter results

During the quarter ended December 31, 2018 the Company incurred a loss of $97,029 compared to a loss of $28,167 for the comparative period.

Significant movements for the three month period ended in December 31, 2018 were an increase of $18,067 in accounting and legal expenses compared from $1,100 in 2017 to $19,167 in 2018, a decrease in wages and salaries of $4,467 in 2017 to $Nil in 2018 and a decrease of $14,377 in share based compensation from $ 13,305 in 2017 to $(107) in 2018, an increase in write-off of receivable from related parties of $67,640 from $Nil in 2017 to $67,640 in 2018.

Liquidity

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

		December 31 2018 (audited)		December 31 2017 (audited)
Working capital	$	4,762	$	104,517
Deficit	$	3,859,132	$	3,685,164

The cash positions at December 31, 2018 and December 31, 2017 were $21,967 and $38,386 respectively.

The Company's financial condition for adding value to the Company was 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 of predicting 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 in spite of alternative financial instrument available to the Company after the completed substantial acquisition.

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, the completion of other equity financings and/or possible issuance of corporate bonds of convertible debentures. The Company has presently still limited financial resources, in spite of some operating income through its acquired subsidiaries but has no assurance that additional funding will be available to it to augment the future development of its projects, although the Company has been successful in financing its activities through the sale of equity securities in the past. 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 global securities markets have experienced high volatility in price and volume and companies, particularly in the life science sector, 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 once the Company's shares resume trading, 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

December 31, 2018 the Company had a share capital of $3,256,121 (December 31, 2017: $3,216,971), representing 32,143,477 (December 31, 2017: 31,751,977) common shares without par value, and an accumulated deficit of $3,859,132 (December 31, 2017: $3,685,164). The shareholders' equity amounted to $4,762 (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 year ended December 31, 2018 and 2018 which are available on SEDAR at www.Sedar.com.

Related Party Transactions

During the year ended December 31, 2018 the Company entered into the following transactions with related parties.

Key Management personnel compensation

No remuneration was paid during the year ended December 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

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

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

	December 31 2018 (audited)	December 31 2017 (audited)
Balances	$	$
Due from related parties:		
The Eelleet Network Corp., a company with some common directors	**-**	22,993
Mineral Hill Industries Ltd., a company with some common directors and officers	**-**	43,466
	-	66,459
Amounts due 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 at 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	Chairman and Director (Mineral Hill Industries Ltd)
John Affenita	Chief Financial Officer, President and Director, appointed March 25, 2019
Dr. Sam Alawieh	Chief Operating Officer and Director, appointed March 25, 2019
Michael Semler	Chief Financial Officer, appointed March 25, 2019
Andrew von Kursell	Director (Mineral Hill Industries Ltd),
Eric Peter-Kaiser	Interim Corporate Secretary and Director (Mineral Hill Industries Ltd)
Milo Filgas	Director (Mineral Hill Industries Ltd.)

Outstanding Share Data as at April 23, 2019

	Number outstanding	Exercise Price	Expiry Date
Common shares	312,679,477		
Common shares issuable on exercise:			
Stock options	300,000	$0.10	October 25, 2019
Stock options	455,000	$0.10	December 5, 2020
Stock options	1,555,000	$0.18	April 10, 2022
Warrants	10,802,500(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 which resulted in a new expiry date of June 17, 2019

Risks and Uncertainties

An investment in the securities of Nass Valley as a junior Company is speculative and subject to risks and uncertainties.

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.

The reader is encouraged to review the Company's 2A Listing Statement on www.sedar.com ("Sedar") which describes in detail all risk factors.

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 estimates 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 consisted 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. This may change in future as the company is contemplating alternative financial instruments, like corporate bonds and/or convertible debentures. 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. Although the executed transaction will drastically improve the cash flow of the Company, there can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates the need of additional capital in the future to finance ongoing development of its augmented technology, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings and the additional income from its substantial acquisition. Presently the Company still has limited financial resources and there is 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 funding its activities through the sale of equity securities.

The ability of the Company to arrange additional financing besides its cash flow from its present operations will depend, in part, on the prevailing capital market conditions. The global securities markets 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 year ended December 31, 2018 which had a significant impact on the Financial Statements.

New accounting standards 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 Company is currently evaluating the impact of the adoption of this standard on its financial statements.

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 April 23, 2019.

"John Affenita"

On behalf of the Board
John Affenita
Chief Executive Officer
April 23, 2019