

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 consolidated financial statements for the years ended December 31, 2022, and 2021, and the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2023, together with notes thereto. In the opinion of the management, all adjustments (which consists only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of the three and six months ended June 30, 2023, are not necessarily indicative of the results that may be expected for any future period.

The unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2023, and 2022 have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. 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 owns three wholly owned subsidiaries, Pro-Thotics Technology Inc. ("PTI"), Advanced Bioceuticals Limited ("ABL") which were acquired in a reversed takeover ("RTO") on March 18, 2019, and Nass Valley Gardens Inc..

Pro-Thotics Technology Inc ("PTI") was incorporated in September 1988 in the State of New York and has been a Durable Medical Equipment Supplier ("DME") since inception. On April 3, 2016 Global1 Solutions LLC and National Brace Inc. purchased 100% of PTI, expanding the business into a national marketer of off the shelf Orthotics to a broad base of patients based throughout the United States.

PTI at that time had offices in Patchogue, New York and Tamarac, Florida. The main business was that of custom fit orthotics, with patients generated by salesman and hospitals. The Company also sold arterial compression devices, lymphedema pumps and prosthetics.

Subsequently to taking over in 2016, the new management decided to change the business model from custom fit to drop ship / mail order model. The sales of the compression devices, lymphedema pumps and prosthetics were phased out. In addition, the Company also stopped 3rd party billing. This resulted in revenues declining from 2016 to 2017.

During 2017 and 2018 sales steadily improved and continued into 2019.

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During Q2 2019 revenue was negatively affected by the contraction in the DME industry because of US government policy. PTI subsequently ceased operations shortly thereafter. At December 31, 2020, the assets and liabilities of PTI are reported as held for sale. The Company is still in discussions with potential buyers.

ABL was incorporated on January 31, 2018 in the State of New Jersey and on February 1, 2018 acquired 100% of PTI. Global1 Solutions LLC and National Brace Inc. each became a 50% shareholder of ABL in an exchange of equity of a company under common control.

On March 22, 2018, the Company entered into a Definitive Acquisition and Share Exchange Agreement whereby Nass Valley Gateway Ltd acquires a 100% interest in Advanced Bioceuticals Limited and its wholly owned subsidiary Pro-Thotics Technologies Inc. in exchange for 89.27% of the common shares of the Nass Valley Gateway Ltd. Since ABL's shareholders own a majority of the common shares of the Company subsequent to the CSE approval, the proposed transaction together with the recapitalization, was considered as a reverse takeover ("RTO").

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 a 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. He has since resigned as CEO.

Mr. Darren Palestine was appointed May 30, 2019. He is an experienced professional with twelve years of operational management, business development, sales management, and underwriting experience in asset-based lending. He is the Owner and Operator of a Lending and Consulting Firm and is a focused leader with success in both inbound and outbound sales, networking, and business development. Mr. Palestine has multiple articles and interviews published in various Industry publications, is a featured panelist on Alternative Financing Panels. Mr. Darren Palestine resigned June 21st, 2021.

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Mr. Michal Semler was appointed as the Chief Financial Officer of Nass Valley. Mr. Semler has been in the healthcare and wellness business for the last 10 years. He also was instrumental in capital fundraising for Pro-Thotics Technologies and its affiliates and maintains all financial relationships with banking, private equity, and investor partners. Mr. Semler was appointed as the Chief Executive Officer on April 2021.

On March 29, 2019 the shares of Nass Valley Gateway resumed trading.

On May 6, 2019 the Company announced that it signed a letter of intent ("LOI") with CSB Supply BV ("CSB"). CSB is a global business to business wholesale supplier of CBD (Cannabidiol) products located in The Netherlands and under the terms of the LOI will supply and the company will market and distribute CBD products nationally in the United States and Canada under the Nass Valley brand.

CSB has been in business for over 10 years manufacturing, packaging and whole-selling a variety of CBD products. The products supplied for Nass Valley's brand will meet the US Federal legal requirements containing less than 0.3% THC.

On June 7, 2019, Michael Semler (CFO) and Armand Assante were elected to the Board of Directors.

On July 26, 2019, the Company informed CSB it would terminate the proposed LOI per the agreement.

On August 26, 2019, the Company entered into a definitive JV (joint venture) agreement with Dynamic Blending Specialists (DBS), a contract manufacturer of cosmetic and dermatological products located in Vineyard, Utah, USA. DBS will, under the terms of the agreement, provide the Company with zero-THC CBD products for the period of one year. The JV can be extended by mutual agreement between DBS and the Company. Also, DBS executives Gavin Collier will serve as CEO of the Company and Jordan Erskine will serve as COO of the Company, Mr. Erskine will also serve as Director and on the audit committee. Each will be under Company employee contracts and each will be granted 1M shares of Company common shares. Mr. Affenita resigned as CEO and stayed on as a consultant to PTI.

On November 8th, 2019, the Company ordered its first 20k units of CBD products from DBS under the Nass Valley Gardens brand name.

On November 14, 2019, the Company hired Todd Sonaga, a public and investor relations consultant to run all of the Company's investor relations and communications.

On January 29, 2020, the Company acquired Nass Valley Gardens Inc. ("NVGI") from two directors of the Company for a nominal consideration of \$1. On the date of acquisition, NVGI had immaterial assets and liabilities.

On February 19, 2020, the Company began testing e-commerce strategies utilizing social media platforms.

In March, 2020, the Coronavirus essentially shutdown all formerly normal business practices and activities. Consumer shopping habits drastically changed as the economy faced unprecedented challenges and uncertainty which resulted in massive closures, historic unemployment and subsequently forcing government subsidies to individuals and businesses alike. The Company stopped all e-commerce marketing and social media marketing to protect against spending high-risk capital while it waits for the economy to return to activity. The company is poised and expects to start selling its CBD products into its sales channels again in Q3 2021.

On December 19th, 2020, the Company retained the services of Gil Ventures, a Miami Florida-based digital marketing and advertising agency to lead digital marketing strategy, product innovation, and packaging design.

In February 2021, NVG announced it had approved Jeanine Behr Getz as member of its Board of Directors.

On April 12th, 2021, NVG announced Michael Semler would succeed Gavin Collier as CEO as Mr. Collier had decided to pursue other interests.

On April 20, 2021, NVG announced it will form Nass Valley Direct, a nationwide CBD direct sales platform built to recruit and harness the brand awareness strength of having 1000-2500 sales associates calling on small businesses across America.

On September 20, 2021, NVG announced a year-long partnership with Stockhouse Inc. Canada's largest Investor Relations firm to help educate Canadian investors about NVG, its points of differences versus its competitors, and how NVG's management was identifying new audiences to introduce its CBD products to.

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In January 2023, NVG announced it had signed an agreement to purchase Super Scientific Laboratories LLC, of Miami Lake FL. That agreement expired in June 2023, and the deal did not close, but management is still pursuing the required elements to forge a new agreement.

In April 2023, management applied for and was granted an MCTO as a result of not filing completed 2022 EOY financials, and trading was stopped for all management, executives, and insiders. Trading was still open for the public.

In July 2023, management complied with a required FFCTO and all trading was suspended until NVG submitted all outstanding financial filings. The primary reason NVG failed to file was management was attempting to close the acquisition with Super Scientific Labs and desired to submit audited and consolidated financials. As the deal did not close, it left NVG far behind in its filing processes.

On October 20th, 2023, NVG filed its 2022 EOY audited financials. On October 27th, NVG filed its Q1 2023 Financials. NVG intends to file its Q2 2023 Financials on October 30th, 2023.

Future Developments

The Company is in the process of changing its strategy from building revenue solely via organic sales to building revenue and subsequent shareholder value via an acquisition strategy. Though targets have been identified, to date agreements have been signed.

Nass Valley Gardens is also planning to expand its product offerings outside of hemp-based products as an integral driver of the acquisition strategy. Management intends to diversify in a measure to defend against the risks of a single industry exposure and especially one that may be subject to increasing government regulations.

The Company continues to focus on selling its remaining PTI assets. It plans to divest of PTI because of the change in market conditions stated earlier and are in negotiations with a potential buyer.

FINANCING

During the twelve months ended December 31, 2020, and following the discontinuance of the PTI operations, the Company used financing from related parties for operations and development of its new CBD business. The Company anticipates that it will continue to receive financing from related parties to further establish and expand its CBD offering but projects cash flow from CBD products sales revenue will fully finance its operational expenses by end Q3 2022.

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.

On May 26, 2019, 240,000 stock options which the Company had granted on April 10, 2019 were cancelled due to the resignation of one Director.

On July 19, 2019, the Company converted \$15,330 from an AP to a management company for services rendered into payment for the exercise of 153,300 share purchase warrants.

During the year ended December 31, 2022 and 2021, the Company received funding from related parties for total amount of \$899,409 and \$4,081,125, respectively.

Highlights and Subsequent Events

On August 26th, 2019, the Company entered into a definitive JV (joint venture) agreement with Dynamic Blending Specialists (DBS), a contract manufacturer of cosmetic and dermatological products located in Vineyard, Utah, USA. DBS will, under the terms of the agreement, provide the Company with zero-THC CBD products for the period of one year. The JV can be extended by mutual agreement between DBS and the Company. Also, DBS executives Gavin Collier will serve as CEO of the Company and Jordan Erskine will serve as COO of the Company, Mr. Erskine will also serve as Director and on the audit committee. Each will be under Company employee contracts and each will be granted 1M shares of Company common shares. On January 17th, 2020 Mr. Michael Racaniello was invited by the Board of Directors and accepted to serve as a Director of Nass Valley Gateway Ltd. Mr. Racaniello is a member of the majority shareholder group. In February 2021, Jeanine Behr was invited to the Board of Directors to serve as Director of Nass Valley Gateway Ltd.

The novel coronavirus, and its dramatic negative effects on society as a whole and the business world, forced management to cease marketing its existing portfolio of Nass Valley Gardens branded Isolate CBD products.

There have been no major Subsequent events.

Results of Operations

The Three and six months ended June 30, 2023 compared to the three and six months ended June 30, 2022.

Net loss for the three and six months ended June 30, 2023, amounted to \$67,462 and \$126,471 respectively (loss per share - \$(0.00)) compared to a loss of \$428,470 and \$707,430 respectively (loss per share - \$(0.00)) for the three and six months ended June 30, 2022, which included the loss from discontinued operations of \$32,228 and \$64,690 respectively (three and six months ended June 30, 2023 - \$30,643 and \$61,032 respectively).

Revenue for the three and six months ended June 30, 2023 was \$nil respectively compared to revenue for the three and six months ended June 30, 2022, which amounted to \$3,403 and \$10,394 respectively. The decrease is due to decrease CBD product sales. The revenue and expenses from PTI for the year ended December 31, 2019 was reported as discontinued operations. No revenues in 2022, 2021 and 2020 from PTI.

The decrease in loss was mainly due to:

- (i) a decrease of \$103,587 in marketing and promotion expenses from \$114,227 in 2022 to \$10,640 in 2023 to promote market awareness of the Company and its product;
- (ii) a decrease in professional fees of \$354,428 from \$354,428 in 2022 to \$nil in 2023, due to payments to consultants;
- (iii) a decrease of \$46,792 in office and miscellaneous from \$53,875 in 2022 to \$7,083 in 2023.
- (iv) a decrease in consulting fees of \$80,358 from \$80,358 in 2022 to \$nil in 2023.

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Selected annual information

	Years Ended December 31		
	2022 (audited)	2021 (audited)	2020 (audited)
	\$	\$	\$
Total revenues	18,958	56,271	16,041
General and administrative	1,696,953	4,118,343	2,596,641
Loss for the year-continuing operations	(2,835,446)	(4,293,783)	(2,895,050)
Loss for the year-discontinued operations	(124,906)	(120,336)	(265,509)
Loss per share – basic and diluted (continuing operations)	(0.00)	(0.01)	(0.01)
Total assets	19,718	1,168,556	1,380,383
Total liabilities	15,787,041	13,615,876	9,410,849
Shareholders' deficiency	(15,767,323)	(12,447,320)	(8,030,466)

Selected quarterly information

Three months ended	June 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	June 30, 2022	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021
Total assets	20,814	28,776	19,718	1,615,593	1,205,320	1,097,293	1,168,556	1,246,426
Working capital deficiency	(15,534,390)	(15,813,439)	(15,767,323)	(14,890,729)	(13,371,206)	(12,544,660)	(12,447,320)	(12,139,044)
Shareholders' deficiency	(15,534,390)	(15,813,439)	(15,767,323)	(14,890,729)	(13,371,206)	(12,544,660)	(12,447,320)	(12,139,044)
Revenue	-	-	1,228	7,336	3,403	6,991	11,756	25,748
Net loss	(67,462)	(59,009)	(1,615,322)	(637,600)	(428,470)	(278,960)	(493,874)	(395,961)

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Loss	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	
per share								(0.00)

Liquidity

The Company's working capital and deficit positions at June 30, 2023 and December 31, 2022 were as follows:

		June 30		December 31
		2023		2022
		(unaudited)		(audited)
Working capital	\$	(15,534,390)	\$	(15,767,323)
Deficit	\$	(17,607,884)	\$	(17,481,413)

The cash positions at June 30, 2023 and December 31, 2022 were \$3,362 and \$1,865 respectively.

For the six months ended June 30, 2023, the net cash used in operating activities was \$65,014 as compared to net cash used in operating activities of \$713,071 during the six months ended June 30, 2022.

The Company is dependent on funding from related parties for operations.

While the Company will seek to maximize recoveries and reduce operating costs, estimates and assumptions influencing these parameters 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.

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 its ongoing operations and development, such capital to be derived from the exercise of outstanding stock options, share purchase warrants, the completion of other equity financings and/or possible issuance of corporate bonds of convertible debentures. The Company has presently limited financial resources, 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, 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

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earnings.

Capital Resources

At June 30, 2023 the Company had a share capital of \$1,896,665 (December 31, 2022: \$1,896,665), representing 328,732,777 (December 31, 2022: 328,732,777) common shares without par value, and an accumulated deficit of \$17,607,884 (December 31, 2022: \$17,481,413). The shareholders' deficiency amounted to \$15,534,390 (December 31, 2022: \$15,767,323).

Additional Disclosure for Venture Issuers

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's Statement of Loss and Comprehensive Loss and Deficit included in its financial statements for the three and six months ended June 30, 2023 and years ended December 31, 2022, which are available on SEDAR at www.Sedar.com.

Related Party Transactions

Key Management personnel compensation

Key management personnel include the Company's executive officers and Board of Director members. Key management compensation from continuing operations, consists of the following for the six months ended June 30, 2023, and June 30, 2022:

	June 30 2023 (unaudited)	June 30 2022 (unaudited)
	\$	\$
Gregory Vax, Director of PTI and ABL	-	21,616
Michael Racaniello, Director of PTI and ABL	-	15,894
Michael Semler, Director of NVG and CEO	-	36,491
Share based compensation for Directors and Officers	-	-
Total	-	74,001

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

	June 30 2023 (unaudited)	December 31 2022 (audited)
	\$	\$
Due to related parties:		

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Global 1	5,570,788	5,698,698
ARD Ventures	52,960	54,176
National Brace	2,862,042	2,940,184
Michael Semler	15,630	120,954
	8,501,420	8,814,012

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 / to related parties

The amounts due from / to related parties are non-interest bearing, unsecured and in the normal course of operations.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Directors and Officers

Gavin Collier	Chief Executive Officer, President and Director, appointed August 26, 2019, Resigned April 9 th , 2021
Michael Semler	Chief Executive Officer, appointed April 9 th , 2021; previously Chief Financial Officer, appointed March 25, 2019, Director, appointed June 7, 2019
Armand Asante	Director, appointed June 7, 2019
Darren Palestine	Director, appointed May 30, 2019, Resigned June 21 st , 2021
Jordan Erskine	Chief Operating Officer, appointed August 26, 2019, Director, Appointed August 26, 2019, Resigned April 11 th , 2021
Michael Racaniello	Director, appointed January 17, 2020
Jeanine Behr Getz	Director, appointed February 5 th , 2021
Troy Dooly	Director, appointed June 21 st , 2021
Jeff Rogers	Director, appointed June 21 st , 2021

Outstanding Share Data as at October 30, 2023

	Number outstanding	Exercise Price	Expiry Date
Common shares	328,732,777		
Common shares issuable on exercise:			

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Stock options	nil	\$nil	
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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.

Litigation

Ridge Medical Supplies vs. Pro-Thotics Technology, Inc. a/k/a ProThotics Health and John Affenita, in the Supreme Court, New York State, Suffolk County, Index No. 607613/2021.

Ridge Medical Supplies alleges that the acquisition of Pro-Thotics Technology, Inc. by Advanced Bioceuticals, LLC which acquired the Company, constituted a fraudulent conveyance to avoid paying damages in the amount of \$598,903.15, plus statutory interest from the date of judgment entered on December 11, 2020, a prior judgement it has against Pro-Thotics Technology, Inc. The Company believes that the claim is without merit and intends to vigorously defend against the claims asserted.

Howard Storfer vs John Affenita and Pro-Thotics Technology, Inc., Advanced Bioceuticals, LLC and the Company, Broward County, Florida, 17th Judicial Circuit, Case No. CACE 2100115 Division 5.

Howard Storfer obtained a default judgment against, among others, the Company. The court denied a motion to vacate the default. The Company and the defendants intend to appeal this decision. The Company believe that the court made numerous factual and legal errors and intend to continue to vigorously litigate this matter.

No amounts have been accrued as a result of these claims since a reliable estimate cannot currently be made.

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 notes to the annual financial statements.

(ii) *Financial Instruments*

The carrying values of the financial instruments have been estimated to approximate their respective fair values.

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(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, due from related parties, accounts payable, due to related parties and promissory notes payable. 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 9 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.

New Accounting Standards and Recent Pronouncements

The standards listed below include only those which the Company reasonably expects may be applicable to the Company in the current period and at a future date.

IAS 1 – Presentation of Financial Statements

In February 2021, the IASB issued an amendment to IAS 1 to defer the effective date of the January 2020 Classification of Liabilities as Current or Non-current (Amendments to IAS 1) by one year to annual reporting periods beginning on or after January 1, 2023. Earlier application of the January 2020 amendments continues to be permitted. In June 2021, the IASB issued an amendment to IAS 1 to help

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preparers in deciding which accounting policies to disclose in their financial statements. The amendments are to be applied prospectively. The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted.

IAS 8 – Accounting Policies, Change in Accounting Estimates and Errors

In February 2021, the IASB issued an amendment to IAS 8 to introduce the definition of accounting estimates and include other amendments to IAS 8 to help entities distinguish changes in accounting estimates from changes in accounting policies. The amendments are effective for annual period beginning on or after January 1, 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted.

IAS 12 – Income Taxes

In May 2021, the IASB issued an amendment to IAS 12 to narrow the scope of the recognition exemption in paragraphs 15 and 24 of IAS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Early adoption is permitted.

IFRS 10 Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”)

In September 2014, IFRS 10 and IAS 28 were amended to address a conflict between the requirements of the standards and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

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.

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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 October 30, 2023.

"Michael Semler"

On behalf of the Board
Michael Semler
Chief Executive Officer