

**NASS VALLEY GATEWAY LTD.**  
**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED**  
**MARCH 31, 2016 and 2015**  
*(Expressed in Canadian Dollars)*  
(Unaudited)

# NASS VALLEY GATEWAY LTD.

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**NOTICE OF NO AUDITORS' REVIEW OF  
INTERIM FINANCIAL STATEMENTS**

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Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**Nass Valley Gateway Ltd.**  
**Condensed interim consolidated statements of financial position**  
*(Expressed in Canadian Dollars)*

	Note	March 31 2016	December 31 2015
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and equivalents	4	224,203	245,287
Marketable securities	5	264	264
Amounts receivable		8,565	-
Amounts receivable from related parties	6	20,342	20,342
		253,374	265,893
<b>Non-current assets</b>			
Reclamation bond		3,000	3,000
		256,374	268,893
<b>LIABILITIES AND DEFICIENCY</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		5,800	7,875
Due to related parties	6	-	-
		5,800	7,875
<b>Shareholders' equity (deficiency)</b>			
Share capital	7	3,220,971	3,216,971
Share based payment reserve		535,809	533,935
Deficit		(3,506,206)	(3,489,888)
		250,574	261,018
<b>Non-controlling interest</b>	2(a)	-	-
		250,574	261,018
		256,375	268,893

Nature of Operations and Going Concern (Note 1)  
 Commitments (Note 12)

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on April 26, 2016:

"Dieter Peter"  
 Dieter Peter, Director

"Andrew von Kursell"  
 Andrew von Kursell, Director

(The accompanying notes are an integral part of these consolidated financial statements)

**Nass Valley Gateway Ltd.**  
**Consolidated statements of comprehensive loss**

*(Expressed in Canadian Dollars)*

		<b>For the three months ended March 31</b>	
	<b>Note</b>	<b>2016</b>	<b>2015</b>
		\$	\$
<b>Revenue</b>		-	-
<b>Expenses</b>			
Administrative services		(7,500)	(7,500)
Investor relations		160	2,047
Loan interest expenses and bank charges	6	75	2,010
Office expenses		1,282	1,272
Rent		900	900
Share-based payments	7(c)	1,874	-
Transfer agent and filing fees		4,604	2,533
Travel and promotion		-	-
Wages and salaries		11,253	11,253
<b>Loss (gain) before other items</b>		<b>(12,648)</b>	<b>(12,515)</b>
<b>Other items</b>			
Income tax recovery		130	
Gain on disposal of subsidiaries	8	100	
		230	
<b>Net loss and comprehensive loss</b>		<b>(12,418)</b>	<b>(12,515)</b>
<b>Net loss and comprehensive loss attributable to:</b>			
Controlling interest		(12,418)	(12,515)
Non-controlling interest		-	-
		(12,418)	(12,515)
<b>Net loss per share, basic and diluted</b>		<b>(0.00)</b>	<b>(0.00)</b>
<b>Weighted average number of common shares outstanding</b>		<b>31,751,977</b>	<b>27,346,977</b>

(The accompanying notes are an integral part of these consolidated financial statements)

**Nass Valley Gateway Ltd.**  
**Consolidated statements of changes in equity**  
**For the three months ended March 31, 2016 and 2015**  
*(Expressed in Canadian Dollars)*

	Share Capital					
	Note	Number of Shares	Amount	Share based payment reserve	Deficit	Total
			\$	\$	\$	\$
<b>Balance, January 1, 2015 (audited)</b>		<b>27,346,977</b>	<b>2,769,580</b>	<b>335,998</b>	<b>(3,226,392)</b>	<b>(120,81)</b>
Issuance of common shares	7(b)	-	-	-	-	-
Shares issued for debt settlement	7(b)	-	-	-	-	-
Share-based payments	7(c) & (d)	-	-	-	-	-
Comprehensive loss					(12,515)	(12,515)
<b>Balance, March 31, 2015 (unaudited)</b>		<b>27,346,977</b>	<b>2,769,580</b>	<b>335,998</b>	<b>(3,238,907)</b>	<b>(133,329)</b>
<b>Balance, January 1, 2016 (audited)</b>		<b>31,751,971</b>	<b>3,216,971</b>	<b>533,935</b>	<b>(3,489,888)</b>	<b>261,018</b>
Exercise of options	7	-	-	-	-	-
Exercise of warrants	7	-	-	-	-	-
Share based payments	7(c)	-	-	1,874	-	1,874
Adjustment write-off for subsidiary		-	-	-	100	100
Comprehensive loss		-	-	-	(12,418)	(12,418)
<b>Balance, March 31, 2016</b>		<b>31,751,977</b>	<b>3,216,580</b>	<b>535,809</b>	<b>(3,506,206)</b>	<b>250,574</b>

(The accompanying notes are an integral part of these consolidated financial statements)

**Nass Valley Gateway Ltd.**  
**Consolidated statements of cash flows**  
*(Expressed in Canadian Dollars)*

	<b>For the three months ended March 31</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash flows from operating activities</b>	\$	\$
Net loss for the year	(12,418)	(12,515)
<i>Items not affecting cash:</i>		
Share-based payments	1,874	-
Unrealized loss on marketable securities		
Accrued interest on loans from related party	-	1,987
Issuance of shares for rent		
(Gain) loss on settlement of debt		
	(10,544)	(10,528)
<i>Changes in non-cash working capital items:</i>		
Amounts receivable	(8,565)	(6,287)
Accounts payable and accrued liabilities	(2,075)	(732)
Due to related parties	-	14,500
	(21,184)	(3,047)
<b>Cash flows from financing activity</b>		
Cash from disposal of subsidiaries	100	-
<b>Cash flows from financing activities</b>		
Advances from related parties	-	-
Proceeds of loan from Merfin Management Limited	-	-
Repayment of loan from Merfin Management Limited	-	-
Exercise of options	-	-
Exercise of warrants	-	-
Issuance of shares for cash	-	-
	(21,084)	(3,047)
<b>Change in cash and equivalents</b>	(21,084)	(3,047)
<b>Cash and equivalents, beginning</b>	245,287	11,654
<b>Cash and equivalents, ending</b>	224,203	8,607
<i>Supplemental disclosures:</i>		
Taxes paid	-	-
Interest paid	-	-

(The accompanying notes are an integral part of these consolidated financial statements)

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
**For the three months ended March 31, 2016 and 2015**  
*(Expressed in Canadian Dollars)*

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Nass Valley Gateway Ltd. (the “Company” or “NVG”) is incorporated under the laws of British Columbia, Canada and its previous principal business activities included acquisition and exploration of mineral properties in Ontario and British Columbia, Canada. The Company’s shares are listed on the Canadian Stock Exchange (“CSE”) trading under the symbol “NVG”. The principal business address of the Company is 1140-13700 Mayfield Place, Richmond, V6V 2E4 British Columbia.

On June 18, 2015 the Company entered into a Definitive Purchase Agreement (“Definitive Agreement”) with S.R. Haddon Industries Ltd. (“SRH”), a private company incorporated under the laws of the British Virgin Islands that researches and develops transdermal delivery systems. Under the Definitive Agreement, the Company will acquire 100% of shares of SRH (see Note 12(a)).

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, and accordingly, do not purport to give effect to adjustments which may be required should the Company be unable to achieve the objectives above as a going concern. The net realizable value of the Company’s assets may be materially less than the amounts recorded in these consolidated financial statements should the Company be unable to realize its assets and discharge its liabilities in the normal course of business. At March 31, 2016, the Company had an accumulated deficit of \$3,506,206 which has been funded primarily by the issuance of equity. Ongoing operations of the Company are dependent upon the Company’s ability to receive continued financial support, complete equity financings, the successful commercialization of its new technologies and ultimately the generation profitable operations in the future. These factors raise significant doubt about the Company’s ability to continue as a going concern.

**Basis of measurement and preparation**

These condensed interim consolidated financial statements have been prepared under IFRS in accordance with IAS 34 – *Interim Financial Reporting*. Certain information, in particular the accompanying notes, normally included in the consolidated annual financial statements prepared in accordance with IFRS have been omitted or condensed. Accordingly, these condensed financial statements do not include all the information required for full annual statements.

The condensed interim consolidated financial statements are prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss which have been measured at fair value.

The policies set out in the ensuing paragraphs have been consistently applied to all periods presented unless otherwise noted.

The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**a) Principles of consolidation**

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Global Environomic Systems Ltd. and Nass Energy Ltd. Both of these wholly owned subsidiaries were disposed of as disclosed in Note 8. They also include the assets and operations of M-Wave EnviorTech Inc., an entity which NVG has 60% ownership, up to January 8, 2014.

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
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*(Expressed in Canadian Dollars)*

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**a) Principles of consolidation** (continued)

In preparing the condensed interim consolidated financial statements, all intercompany balances and transactions among the group entities are eliminated.

Non-controlling interests are net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the condensed interim consolidated statements of comprehensive loss, changes in equity and financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary.

The continuity of the non-controlling interest is comprised as follows:

	\$
Balance, December 31, 2013	400
Termination of joint-venture, 2014	(400)
<hr/>	
Balance, March 31, 2016 and December 31, 2015	-

**b) Significant accounting judgements and estimates**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Judgements are choices in accounting policies and disclosures which management believes are supported by facts and circumstances existing at the date of the consolidated financial statements.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial period. The significant judgements and estimates are:

- Share based payments are based upon expected volatility and option life estimates;
- Fair value of warrants issued;
- 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;
- Going concern.

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
**For the three months ended March 31, 2016 and 2015**  
*(Expressed in Canadian Dollars)*

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**b) Significant accounting judgements and estimates** (continued)

The assessment of the Company's ability to develop the market and commercialize new technologies and obtain financing to fund future working capital requirements involves judgement. Judgments made by management that have a significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment include the going concern assumption.

**c) Cash and equivalents**

Cash is comprised of cash on hand and term deposits. Cash equivalents include short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

**d) Foreign Currency**

The presentation and functional currency of the Company and each of its subsidiaries is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in currencies other than the functional currency are translated at the rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a currency other than the functional currency are retranslated at historical exchange rates.

**e) Provisions**

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resourced embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

**f) Share-based payments**

The fair value of stock options granted is measured at grant date using the Black-Scholes option pricing model. Where options are granted to consultants for goods or services rendered, the options are measured at the fair value of the goods or services received by the Company. If the fair value of the goods and services received cannot be reliably measured, the fair value of the stock option granted is used instead. At each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are expected to ultimately vest is computed. The movement in cumulative expense is recognized in the statement of loss with a corresponding entry within equity, against share based compensation reserve. No expense is recognized for awards that do not ultimately vest. When options are exercised, the proceeds received together with any related amount in share based compensation reserve is credited to share capital.

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**f) Share-based payments** (continued)

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period.

**g) Loss per share**

Basic loss per share is computed by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. To compute diluted loss per share, adjustments are made to common shares outstanding. The weighted average number of common shares outstanding is adjusted to include the number of additional common shares that would be outstanding if, at the beginning of the period or at time of issuance, all options and warrants were exercised. The proceeds from exercise are assumed to be used to purchase the Company's common shares at their average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

**h) Share issue costs**

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

**i) Valuation of equity units issued in private placements**

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

**j) Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting loss nor taxable loss and differences relating to investments in subsidiaries to the extent that they are unlikely to reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of the underlying assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
**For the three months ended March 31, 2016 and 2015**  
*(Expressed in Canadian Dollars)*

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**j) Income taxes** (continued)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. To the extent that the Company does not consider it more likely than not that a deferred tax asset will be recovered, it does not recognize the asset.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**k) Financial instruments**

**Financial assets**

The Company classifies its financial assets in the following categories: at fair value through profit or loss, loan and receivables, and available for sale investments. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition. It is management's opinion that the Company is not exposed to significant interest or credit risk arising from these financial instruments.

- *Financial assets at fair value through profit or loss*

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Assets in this category are classified as current assets and include cash and equivalents and marketable securities, which are initially recognized at fair value.

- *Loans and receivables*

Loans and receivables are non derivative financial assets which fixed or determinable payments that are not quoted in an active market. Assets in this category are measured at amortized cost. They are classified as current or non current assets based on their maturity date. Assets in this category include amounts receivable from related parties and are measured at amortized cost less impairment.

- *Available-for-sale financial assets*

Available-for-sale financial assets are either designated as available for sale or not classified in any other categories. They are initially recognized at fair value plus transaction costs and are subsequently carried at fair value, with unrealized gains and losses recorded in other comprehensive income until disposition or other-than-temporary impairment at which time the gain or loss is recorded in earnings. The Company does not have any available-for-sale financial assets.

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
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*(Expressed in Canadian Dollars)*

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**k) Financial instruments** (continued)

**Financial liabilities**

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* – this category comprises of derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

*Other financial liabilities* – this category includes accounts payable and due to related parties, which are initially recognized at fair value and subsequently stated at amortized cost. Financial liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the date of the statement of financial position.

**l) Impairment of financial assets**

The Company assesses at each reporting date, whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss, as follows:

- Financial assets carried at amortized cost: the loss is the difference between the amortized cost and its value of estimated future cash flows, discounted using the instrument's original effective interest rate;
- Available-for-sale financial assets: The loss is the amount comprising the difference between its original cost and its current fair value, less any impairment previously recognized in the statement of loss. This amount represents the cumulative loss in accumulated other comprehensive income that is reclassified to net loss.

Reversals of impairment losses on financial assets carried at amortized cost are recorded through the statement of loss if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss had been recognized. Impairment on available-for-sale instruments is not reversed.

**m) Adoption of new pronouncements**

The Company adopted the following accounting policies effective January 1, 2015:

**IFRIC 21 Levies** - In May 2013, the IASB issued IFRIC 21, an interpretation of IAS 37 - Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past activity or event ("obligating event") described in the relevant legislation that triggers the payment of the levy.

**IAS 32 – Financial Instruments: Presentation** - In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
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*(Expressed in Canadian Dollars)*

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**m) Adoption of new pronouncements** (continued)

**IAS 36 Impairment of Assets** - In May 2013, the IASB issued amendments to IAS 36 which restricts the requirement to disclose the recoverable amount of an asset or CGU to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less cost of disposal.

**3. ACCOUNTING STANDARDS ISSUED BUT NOT YET IMPLEMENTED**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective for annual periods on or after January 1, 2017:

**IAS 1 – Presentation of Financial Statements**

In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

**IAS 16 – Property, Plant and Equipment and IAS 38 – Intangible Assets**

In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarify that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

**IFRS 9 Financial Instruments** - In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

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

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
**For the three months ended March 31, 2016 and 2015**  
*(Expressed in Canadian Dollars)*

**4. CASH AND EQUIVALENT**

	<b>March 31, 2016</b> <b>(unaudited)</b>	December 31, 2015 <b>(audited)</b>
	\$	\$
Bank	<b>219,203</b>	240,287
Term deposit	<b>5,000</b>	5,000
	<b>224,203</b>	245,287

**5. MARKETABLE SECURITIES**

	<b>March 31, 2016</b>	December 31, 2015
<b>The Elleet Network Corp.</b>		
Number of shares	<b>8,802</b>	8,802
	\$	\$
Book value	<b>264</b>	3,081
Fair value	<b>264</b>	264
<b>Unrealized loss on marketable securities</b>	<b>-</b>	2,817

During the year ended December 31, 2014, The Elleet Network Corp. (formerly Kirkland Precious Metal Corp.) ("Elleet") settled \$22,006 in amounts payable to the Company by issuing 8,802 common shares (440,120 common shares pre-consolidated). The fair value of these shares was determined to be \$0.35 (\$0.007 per share pre-consolidated) for a total of \$3,081. As a result, a loss on settlement of debt of \$18,925 was recorded.

As at December 31, 2015, the fair value of these shares was determined to be \$0.03 per share for a total of \$264. As a result, an unrealized loss on marketable securities in the amount of \$2,817 was recorded for the year ended December 31, 2015.

**6. RELATED PARTY TRANSACTIONS**

**Key Management compensation**

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members. Key management compensation consists of the following for the three months ended March 31, 2016 and 2015:

**Nass Valley Gateway Ltd.**  
**Notes to the condensed interim consolidated financial statements**  
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**6. RELATED PARTY TRANSACTIONS (continued)**

**Key Management compensation (continued)**

	Mar 31, 2016	Dec 31, 2015
Transactions	\$	\$
Management and office administration fees:		
Paid to a company controlled by the CEO	-	1,862
Salary:		
Paid to the Company's corporate Secretary	3,753	11,878

The amounts due from (to) related parties were as follows:

Due from related parties:		
The Eelleet Network Corp.	13,123	13,123
Mineral Hill Industries	7,219	7,219
	20,342	20,342
Due to related parties:		
Merfin Management Limited ("Merfin") (see below)	-	-
	-	-
Amounts outstanding to related parties included in accounts payable		
Mineral Hill Industries	632	1,743
	632	1,743

**Advances from related party**

On December 29, 2014, the Company settled loan payable to Merfin, a private company with a common director, in the amount of \$195,000 by issuing 2,437,500 common shares, at a fair value of \$0.08 per share (see also Note 7(b)). The loan was unsecured, bore interest at 8.50% per annum and was due on demand. The Company also issued 1,363,042 bonus warrants to Merfin on July 25, 2014 as a bonus interest expense (see also Note 7(d)).

In addition, during the year ended December 31, 2014, the Company also settled the loan payable to Mineral Hill in the amount of \$25,000 by issuing 312,500 common shares, at a fair value of \$0.08 per share (see also Note 7). The loan was fully repaid in August 2015.

During the three months ended March 31, 2016, Merfin advanced \$Nil (2015- \$104,941) to the Company. The Company recorded \$Nil interest expense as at March 31, 2016 (2015-\$1,987)

In 2015, the Company disposed of two subsidiaries, Global Environomic Systems Corp. and Nass Energy Inc., to Mineral Hill for no consideration. Both subsidiaries were inactive and dormant.

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

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**Notes to the condensed interim consolidated financial statements**  
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**7. SHARE CAPITAL**

**a) Authorized share capital**

At March 31, 2016, the authorized share capital of the Company was comprised of an unlimited number of common shares at no par value. All issued and outstanding shares are fully paid.

**b) Issue of common shares**

During the three month ended March 31, 2016 no common shares were issued.

During the year ended December 31, 2015 the Company issued the following common shares:

- (a) The Company issued 355,000 common shares on exercise of 355,000 options at \$0.10 per option. \$10,891 was reversed from contributed surplus to share capital.
- (b) The Company issued 550,000 common shares on exercise of 550,000 warrants at \$0.10 per warrant.
- (c) On October 16, 2015 the Company closed a private placement of 3,500,000 units at a price of \$0.10 per unit for gross proceeds of \$350,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitled the holder to purchase one common share at a price of \$0.20 per warrant until October 16, 2016. No value was allocated to the warrants included in these units as the warrants had no intrinsic value at the time the units were issued. The Company incurred \$4,000 in share issuance costs.

During the year ended December 31, 2014 the Company issued the following common shares:

- (d) 2,437,500 common shares to Merfin Management Limited at a fair value of \$0.08 per share as debt settlement of \$195,000 (see also Note 6).
- (e) 312,500 common shares to Mineral Hill Industries Ltd. at a fair value of \$0.08 per share as debt settlement of \$25,000 (see also Note 6).
- (f) 48,775 common shares to Mr. Stuart Jackson at a fair value of \$0.08 per share as debt settlement of \$3,902.

No gain or loss has been recorded on the above noted transactions as they were considered to be transactions with counterparties in their capacities as shareholders and accordingly were accounted as equity transactions.

On March 7, 2014, the Company issued 131,119 common shares, valued at \$13,112, to the Company's Landlord as payment for its rent expense for the period from December 2013 to November 2014. The common shares were issued at a price of \$0.10 which was considered their fair value.

**c) Stock options**

The Company grants stock options to employees, directors, officers, and consultants as compensation for services pursuant to its Stock Option Plan (the "Plan"). Options issued pursuant to the Plan must have an exercise price greater than or equal to the "Market Price" of the Company's stock on the grant date less applicable discounts. Options have a maximum expiry period of up to five years from the grant date and are subject to the minimum vesting requirements, as determined by the Board of Directors.

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**7. SHARE CAPITAL** (continued)

**c) Stock options** (continued)

The number of options that may be issued under the Plan is limited to no more than 10% of the Company's issued and outstanding shares on the grant date. Stock options granted to directors vest at a rate of 50% on the grant date and the balance on the first anniversary of the grant date. Stock options granted to employees vest at a rate of 50% on the first anniversary of the grant date and the balance on the second anniversary of the grant date.

During the year ended December 31, 2014, 280,000 stock options were forfeited due to the resignation of the officer and director of the Company.

On April 28, 2015, the Company granted 601,000 stock options to directors, officers and employees. Share-based compensation of \$39,350 was recorded. The weighted average fair value of the 601,000 options was \$0.07. The fair value of these options was determined on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: Risk free interest rate of 0.90%, the expected life of 3 years, expected volatility of 324%, forfeiture rate of 0% and expected dividends of \$Nil.

On November 6, 2015 the Board of Directors passed a resolution to extend the options with an expiry date in 2015 for an amount of time equal to the length of the trading halt which commenced on August 18, 2015. As a result, the extension of the options was considered as a modification of options and share-based compensation of \$169,478 was recorded. The weighted average fair value of these modified options was \$0.31. The fair value of these options was determined on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: Risk free interest rate of 0.41%, the expected life of 0.62 years, expected volatility of 377%, forfeiture rate of 0% and expected dividends of \$Nil.

The following tables summarize the continuity of the Company's stock options:

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Dec 31 2015</b>	<b>Granted</b>	<b>Exercised</b>	<b>Expired/ Forfeited</b>	<b>Cancelled</b>	<b>Mar 31 2016</b>
	<b>\$</b>	<b>(audited)</b>					<b>(unaudited)</b>
November 12, 2016	0.10	248,329	-	-	-	-	248,329
November 12, 2016	0.10	305,000	-	-	-	-	305,000
April 28, 2018	0.10	548,500	-	-	-	-	548,500
		1,101,829	-	-	-	-	1,101,829
<b>Weighted average exercise price</b>							<b>\$0.10</b>

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Dec 31 2014</b>	<b>Granted</b>	<b>Exercised</b>	<b>Expired/ Forfeited</b>	<b>Cancelled</b>	<b>Dec 31 2015</b>
	<b>\$</b>	<b>(audited)</b>					<b>(audited)</b>
November 12, 2015	0.10	488,329	-	(115,000)	-	(125,000)	248,329
August 28, 2015	0.10	20,000	-	(17,500)	-	(2,500)	-
November 12, 2016	0.10	670,000	-	(170,000)	(70,000)	(125,000)	305,000
April 28, 2018	0.10	-	601,000	(52,500)	-	-	548,500
		1,178,329	601,000	(355,000)	(70,000)	(252,500)	1,101,829
<b>Weighted average exercise price</b>							<b>\$0.10</b>

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**7. SHARE CAPITAL** (continued)

**c) Stock options** (continued)

Details regarding the options outstanding as at March 31, 2016 are as follows:

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Grant Date Fair Value	Number of Options Exercisable
\$ 0.10	248,329	0.62	\$ 0.31	248,329
\$ 0.10	305,000	0.62	\$ 0.31	305,000
\$ 0.10	548,500	2.08	\$ 0.07	440,500
\$ 0.10	1,101,829	1.35	\$ 0.19	993,829

The Company recognizes compensation expense for all stock options granted using the fair value based method of accounting. The fair value of stock options granted is recognized in income on a graded vesting basis. Option pricing models require the input of highly subjective input assumptions, which can materially affect the fair value estimate and therefore the existing models do not necessarily provide reliable a single measure of the fair value of the Company's stock options.

**d) Share purchase warrants**

On October 16, 2015 the Company issued 3,500,000 share purchase warrants as part of a private placement as described in Note 7(b). The holder has the right to exchange one warrant for one common share of the Company. The warrants have an exercise price of \$0.20 and expire on October 16, 2016.

On July 25, 2014, the Company issued 1,363,042 bonus warrants, valued at \$10,311 to Merfin Management as interest, pursuant to the loan agreements between Merfin Management and the Company as described in Note 6. The warrants are exercisable at \$0.10 per warrant and expire in 5 years, on July 25, 2019. The nature of these warrants was for bonus interest expense. As a result, the value of \$10,311 was recorded as interest expense in 2014.

The weighted average fair value of these 1,363,042 bonus warrants was \$0.0076 per warrant. The fair value of these options was determined on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: Risk free interest rate of 1.51%; the expected life of 5 years; expected volatility of 150%; forfeiture rate of 0% and expected dividends of \$Nil.

During the year ended December 31, 2014, the Company further amended the expiry date for 12,000,000 outstanding warrants for one year, to May 1, 2017. Subsequent to this amendment, the exercise price is still significantly higher than the market price. As a result, no adjustment has been made on the modification of warrants in 2014.

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**7. SHARE CAPITAL** (continued)

**d) Share purchase warrants** (continued)

The following tables summarize the continuity of the Company's share purchase warrants:

Expiry Date	Exercise Price	December 31 2015	Granted	Exercised	Expired/ Cancelled	March 31 2016
May 1, 2017	\$0.10	11,450,000	-	-	-	11,450,000
July 25, 2019	\$0.10	1,363,042	-	-	-	1,363,042
Oct 16, 2016	\$0.20	3,500,000	-	-	-	3,500,000
		16,313,042	-	-	-	16,313,042
Weighted average exercise price						\$0.12
Weighted average contractual remaining						1.15

Expiry Date	Exercise Price	December 31 2014	Granted	Exercised	Expired/ Cancelled	Dec 31 2015
June 7, 2015	\$0.10	1,133,333	-	-	(1,133,333)	-
May 1, 2017	\$0.10	12,000,000	-	(550,000)	-	11,450,000
July 25, 2019	\$0.10	1,363,042	-	-	-	1,363,042
Oct 16, 2016	\$0.20	-	3,500,000	-	-	3,500,000
		14,496,375	3,500,000	(550,000)	(1,133,333)	16,313,042
Weighted average exercise price						\$0.12
Weighted average contractual remaining life (years)						1.40

**8. FINANCIAL INSTRUMENTS AND RISKS**

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

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and equivalents, marketable securities and due from related parties. The Company limits its exposure to credit risk on liquid financial assets through maintaining its cash and equivalents with high-credit quality financial institutions. Amounts due to and from related parties are discussed in Note 6.

*Currency risk*

The Company operates primarily in Canadian dollars and as such is not affected by the fluctuations of the Canadian dollar with other currencies.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on

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acceptable terms. The Company anticipated it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets in Canada have experienced wide fluctuations in price 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.

*Interest rate risk*

The Company normally invests in short-term interest bearing financial instruments. There is a minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificate included in cash and equivalents as they are currently held in large financial institutions.

**Fair value measurements of financial assets and liabilities**

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The fair values of cash and cash equivalents are determined based on “Level 1” inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of marketable securities, due to and from related parties and accounts payable, approximate their current fair values because of their nature and relatively short maturity dates or durations.

Assets measured at fair value on a recurring basis were presented on the Company’s consolidated statements of financial position as of March 31, 2016 as follows:

	Fair Value Measurements Using			March 31, 2015
	Level 1	Level 2	Level 3	
Cash and equivalents	\$ 224,203	–	–	\$ 224,203
Marketable securities	\$ -	\$264	-	\$ 264

**11. CAPITAL MANAGEMENT**

The Company’s capital structure consists of shareholders’ equity and related party loans. The Company’s objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments. There were no changes to the

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Company's approach to capital management during the year ended December 31, 2015. The Company is not subject to externally imposed capital requirements. The Company does not currently have adequate sources of capital to complete its business plan and ultimately the development of its business, and will need to raise adequate capital by obtaining equity financing through private placement or debt financing. The Company may raise additional debt or equity financing in the near future to meet its current obligations.

## **12. COMMITMENTS**

- (a) On May 20, 2015, the Company signed a LOI with SRH, and subsequently executed a Definitive Agreement on June 18, 2015, to acquire all the outstanding and issued shares of SRH by issuing 23,000,000 common shares and transfer of 3,500,000 warrants from Merfin to the shareholders of SRH. This transaction is considered as a fundamental change in business in accordance with the Canadian Securities Exchange ("CSE") policies and is subject to its approval, and as a result the trading of the Company's shares were halted since August 18, 2015.

Upon completion of the Definitive Agreement, the Company will change its name to S.R. Hadden Industries Ltd. The Company will focus primarily on completing the research and development of transdermal delivery systems through a third party and plans to develop patches suitable for the delivery of tetrahydrocannabinol ("THC") and cannabidiol ("CBD"). In connection with the Definitive Agreement, a non-brokered private placement closed in October 2015 (see Note 7(b)).

- (b) On October 10, 2014, the Company entered into a Shared Lease Agreement ("Lease Agreement") with Mineral Hill Industries Ltd. and Kirkland Precious Metals Corp. to commit in sharing an office lease for a term of two years, commencing on October 15, 2014 at a rate of \$300 per month per entity.

## **13. SUBSEQUENT EVENTS**

Subsequent to the submission of the amended Listing Statement in March 2016, the CSE, as part of the approval process, requested documentation of the availability of working capital for the next twelve months, upon which the CEO of Haddon and the President of Merfin Management Limited, a substantial shareholder of the Company, committed to each exercise 1,500,000 warrants at \$0.10 per warrant upon resumption of trading. The CSE accepted this commitment under the condition that the warrants would be exercised before the trading halt would be lifted. In order to comply with the CSE condition both parties agreed to invoke a small amendment to the Definitive Purchase Agreement and the related Warrant and Purchase Agreement between the parties the committing parties. In April 2016 the Company received \$31,222.50 from the SR Haddon group.