

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNQ Issuer: Nass Valley Gateway Ltd. (the "Issuer").

Trading Symbol: NVGL

SCHEDULE A: FINANCIAL STATEMENTS

The Interim financial statements for the first quarter ended March 31, 2007 are attached hereto as Schedule A.

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Related party transactions

During the period ended March 31, 2007:

- a) Two companies with common directors incurred \$1,223 (2006 - \$Nil) of general administrative and consulting expenses on behalf of the Company.
- b) The Company paid \$3,000 (2006 - \$5,850) to a company related by common directors for providing management and administration services on behalf of the Company.
- c) Paid \$655 (2006 - \$487) in office rent to a company related by common directors.
- d) A director of the Company incurred \$1,932 (2006 - \$2,212) for expenses incurred on behalf of the Company. Of the amount, \$1,530 (December 31, 2006 - \$Nil) is outstanding and payable as at March 31, 2007.
- e) A \$15,000 (December 31, 2006 - \$15,000) loan to a company with common directors is outstanding. The loan was non-interest bearing, unsecured, and due on demand.

2. Summary of securities issued and options granted during the period.

(a) summary of securities issued during the period.

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
January 31, 2007	Common Shares	Exercise of Warrants	3,600,000 ⁽¹⁾	\$0.15	\$540,000	Cash	N/A	Nil
March 15, 2007	Common Shares	Property Acquisition	600,000 ⁽²⁾	\$0.37	Nil	Property	N/A	Nil
		Total	4,200,000					

1. On June 9, 2006, the Company authorized the issuance of up to 1,200,000 special warrants at a price of \$0.45 per special warrant. Each special warrant entitled the holder, upon exercise thereof without payment of any additional consideration to be issued one common share of the Company during the period commencing on the date of issue of the special warrants and ending on the earlier of twelve months from the date of issue or the fifth day after which a receipt is issued for a final prospectus by the British Columbia Securities Commission qualifying the issuance of common shares of the Company on exercise or deemed exercise of special warrants. The shares issued upon exercise of the special warrants are subject to a four-month statutory hold period commencing on the date of distribution.

On January 31, 2007, the shareholders of the Company approved a subdivision of the Company's issued and outstanding common shares on the basis of three (new) shares for every one (old) share. Consequently, 3,600,000 Common Shares were issuable upon British Columbia Securities Commission's issuance of a receipt for the final prospectus qualifying the distribution of common shares of the Company on exercise of the 1,200,000 special warrants.

2. On March 10, 2006, the Company entered into an Option Agreement (the "Agreement") with Gitxat'in Mhind World Link Ltd. (the "Optionor"), pursuant to which the Company was granted an option to purchase up to a 75% interest in the Bay Point Project situated in the Nisga'a Nation Core Lands in northern coastal British Columbia. The Optionor is a non reporting company of which 50% of its common shares are owned by Gitxat'in Development Corporation and 50% by Mineral Hill Industries Ltd. To earn the 75% interest, the Company has to issue shares, make cash payments and incur exploration expenditures in accordance with the Agreement.

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price Per Share	Expiry Date	Market Price on date of Grant ⁽¹⁾
Jan.31, 2007	120,000	Melvin Stevens	President	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	40,000	Patrick Stewart	Director	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	45,000	Hugh Maddin	Director	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	95,000	Peter Lewis	Senior Vice President & Chief Geologist	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	70,000	Edward Skoda	Director	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	160,000	Dieter Peter	Chairman & CEO	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	70,000	Peter Kohl	Chief Financial Officer	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	40,000	Josephine See	Corporate Secretary-Treasurer	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	50,000	Zoran Sutton	Investor Relations	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	150,000	Roland Goetze	Investor Relations	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	1,000	Fabio Milano	Consultant	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	600	Genevieve McKay	Employee	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	600	Tirajeh Ghazvini ⁽²⁾	Employee	\$0.15	Jan. 31, 2012	N/A
Jan.31, 2007	20,000	Matthew Moore	Advisory Committee	\$0.15	Jan. 31, 2012	N/A
	862,200	Total				

1 The Company's common shares were listed for trading on the CNQ on March 9, 2007. Prior to that, the Company was a private company.

2 The stock options issued to Tirajeh Ghazvini were cancelled on March 28, 2007.

3. Summary of securities as at the end of the reporting period.

	Number of shares	Total \$
Authorized Share Capital	unlimited	
Balance, March 31, 2007	18,700,000	\$821,862

The following is a summary of options, warrants and convertible securities outstanding as at the third quarter ended March 31, 2007.

	No. of Shares under Option/Warrants	Exercise Price	Expiry Date
Options	861,600	\$0.15	January 31, 2007
Warrants	50,000	\$0.15	March 1, 2008

The following is a summary of the number of shares subject to escrow or pooling agreements or any other restriction on transfer.

Name	No. of Escrowed Common Shares	No. of Escrowed Common Shares as at March 31, 2007
Mineral Hill Industries Ltd.	7,250,000	6,525,000
Gitxat'in Development Corporation	7,250,000	6,525,000
Total	14,500,000	13,050,000

Pursuant to an agreement (the "Escrow Agreement") dated as of August 11, 2006 among the Corporation, Pacific Corporate Trust Company (the "Escrow Agent") and the Principals of the Corporation, the Principals agreed to deposit in escrow their Common Shares (the "Escrowed Securities") with the Escrow Agent. The Escrow Agreement provides that the Escrowed Securities will be released from escrow in equal blocks at 6 month intervals over the 36 months following the date the Corporation's Common Shares are listed on the CNQ (that is 15% of each Principal's holdings being released in each block with an initial 10% block being released on the date the Corporation's Common Shares are listed on the CNQ).

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

The Directors and Officers as at the date of this report are:

Dieter Peter, Chairman & CEO and a Director

Melvin Stevens, President and Director

Hugh Maddin, Director

Patrick Stewart, Director

Edward Skoda, Vice President, Exploration and Director

Peter Kohl, VP & CFO

Josephine See, Corporate Secretary-Treasurer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the quarter ended March 31, 2007 is attached hereto as Schedule C.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNQ that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNQ Requirements (as defined in CNQ Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated May 31, 2007

Dieter Peter

Name of Director or Senior Officer

"Dieter Peter"

Signature

Chairman & CEO
Official Capacity

Issuer Details Name of Issuer Nass Valley Gateway Ltd.	For Quarter Ended March 31, 2007	Date of Report YY/MM/D 2007/05/31
Issuer Address 575-1111 West Hastings Street		
City/Province/Postal Code Vancouver, B.C. V6E 2J3	Issuer Fax No. (604) 685-2360	Issuer Telephone No. (604) 685-4170
Contact Name Dieter Peter	Contact Position Chairman & CEO	Contact Telephone No. (604) 685-4170
Contact Email Address dpeter@3xgmm.com	Web Site Address www.nass-valley.com	

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

**FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
MARCH 31, 2007 AND 2006**

NASS VALLEY GATEWAY LTD.*(An Exploration Stage Company)***BALANCE SHEETS****AS AT MARCH 31, 2007 AND DECEMBER 31, 2006**

	March 31, 2007	December 31, 2006
ASSETS		
Current Assets		
Cash and equivalents	\$ 69,618	\$ 341,570
GST recoverable	23,168	5,809
Loans receivable from related parties (Note 6(e))	15,000	15,000
Prepaid Expenses	17,500	10,741
	125,286	373,120
Reclamation Bond	3,000	3,000
Capital Assets (Note 4)	4,970	5,255
Mineral Property (Note 3)	297,000	-
Deferred Exploration Costs (Note 3)	336,602	-
	\$ 766,858	\$ 381,375
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 316,153	\$ 83,322
Accounts payable to related parties (Note 6(d))	1,530	-
	317,683	83,322
Shareholders' equity		
Share capital (Note 5(a)(b))	821,862	122,862
Share subscriptions (Note 5(b))	-	477,000
Contributed Surplus (Note 5(d))	40,438	-
Deficit	(413,125)	(301,809)
	449,175	298,053
	\$ 766,858	\$ 381,375

Commitment (Note 3)

Approved on Behalf of the Board:

"DIETER PETER"

Dieter Peter, Director

"MEL STEVENS"

Melvin Stevens, Director

The accompanying notes are an integral part of these financial statements

NASS VALLEY GATEWAY LTD.
(An Exploration Stage Company)
STATEMENTS OF OPERATIONS AND DEFICIT

FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

	2007	2006
Expenses		
Accounting and legal	\$ 35,949	\$ 350
Amortization	285	-
Generative exploration	20,115	6,368
Interests and bank charges	250	15
Investor relations	5,000	-
Office, rent and telephone	4,501	6,286
Stock based compensation	40,438	-
Transfer agent and filing fees	2,663	-
Travel and promotion	4,451	4,824
	(113,652)	(17,843)
Interest Income	\$ 2,335	\$ -
Net Loss for the Period	(111,316)	(17,843)
Deficit, Beginning of the Period	(301,809)	(17,593)
Deficit, End of the Period	\$ (413,125)	\$ (35,436)
Loss Per Share, Basic and Diluted	\$ (0.01)	\$ (0.00)
Weighted Average Number of Shares Outstanding, Basic and Diluted	15,846,667	12,238,888

The accompanying notes are an integral part of these financial statements

NASS VALLEY GATEWAY LTD.*(An Exploration Stage Company)***STATEMENTS OF CASH FLOWS****FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006**

	2007	2006
Cash Flows from Operating Activities		
Net loss for the period	\$ (111,316)	\$ (17,843)
Adjustments to reconcile net loss to cash used in operating activities		
Amortization	285	-
Stock based compensation	40,438	-
Changes in non-cash working capital items:		
(Increase) in accounts receivable	(17,359)	(902)
(Increase) in prepaid expenses	(6,758)	-
Increase in accounts payable and accrued liabilities	232,831	12,134
Increase in accounts payable to related parties	1,530	-
Cash provided by (used in) operating activities	139,651	(6,611)
Cash Flows from Financing Activities		
Proceeds from issuance of share capital, net of issuance costs	-	90,000
Cash provided by financing activities	-	90,000
Cash Flow from Investing Activities		
Acquisition of leasehold improvements	-	(2,260)
Acquisition of mineral property	(75,000)	-
Deferred exploration costs	(336,602)	-
	(411,602)	(2,260)
Increase In Cash	(271,951)	81,129
Cash, Beginning of the Period	341,570	23,097
Cash, End of the Period	\$ 69,618	\$ 104,226

Supplemental disclosures with respect to cash flows (Note 8)

The accompanying notes are an integral part of these financial statements

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

1. NATURE AND CONTINUANCE OF OPERATIONS

Nass Valley Gateway Ltd. ("the Company") was incorporated on October 25, 2005 under British Columbia Business Corporations Act.

The Company is an exploration company engaged in the acquisition, exploration and development of rock quarry properties primarily in Canada. As at March 31, 2007, the Company has an accumulated deficit of \$413,125 (2006 - \$301,809) and has not earned revenue since its inception. The Company is in the process of exploring its rock quarry properties and has not yet determined whether these properties contain rock reserves that are economically recoverable. The recoverability of the carrying amounts of rock quarry properties are dependent upon the discovery of economically recoverable reserves, confirmation to the Company's interests in the properties, the ability to obtain the necessary financing to complete exploration and development of a viable quarry, and achieving future profitable production of rock products or selling its rock quarry properties for proceeds in excess of carrying amounts. Based on the above factors, these 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.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

The financial statements of the Company are prepared in accordance with Canadian generally accepted accounting principles. The Company's fiscal year end is December 31.

b) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses for the reporting periods. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant. Actual results could differ from these estimates. Significant areas requiring the use of estimates are estimation of accrued liabilities, computation of stock-based compensation and amortization.

c) Financial instruments

The carrying amounts of cash, accounts receivable, accounts receivable from related parties, accounts payable and accrued liabilities, and accounts payable to related parties approximate their fair values due to their short-terms to maturity. The fair value for the reclamation bond is not readily determinable within the constraints of timeliness or costs. In management's opinion, the Company is not exposed to significant interest rate, foreign exchange rate, or credit risk. The Company is not party to any derivative instruments.

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Cash

The Company considers cash to include amounts held in banks and highly liquid investments with maturities at point of purchase of three months or less. The Company places its cash and cash equivalent investments with institutions of high credit worthiness.

e) Property and equipment

Property and equipment are carried at cost less amortization. Amortization is calculated using the straight-line method at an annual rate of 20%. Amortization is provided in the year of acquisition at one-half of the annual rate.

f) Mineral property interests and project development costs

All costs related to the acquisition of rock quarry properties are capitalized by property. All costs related to the exploration and development of rock quarry properties or projects under development are capitalized until such time as final feasibility decisions with respect to each property or project are made or until events or circumstances indicate that the criteria for deferral of such costs are no longer met for particular properties. If a final decision is made to develop a property or project, related exploration and development costs of the related property are reclassified as rock quarry assets and amortized using the units of production method. When a property or project is abandoned or no longer meets the criteria for deferral of development costs, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property or project is impaired, that property or project is written down to its estimated net realizable value. Rock quarry projects are reviewed for impairment at each balance sheet date or whenever events or changes in circumstances indicate that carrying amounts may not be recoverable.

The recoverability of exploration and development costs is dependent on the existence of economically recoverable quarry reserves and the ability to obtain the necessary financing to complete the development of such quarry reserves and the success of future operations. The Company has not yet determined whether or not any of its rock quarry properties contain economically recoverable rock.

g) Impairment of long-lived assets

The recoverability of long-lived assets, which includes the rock quarry properties and deferred exploration costs, is assessed when an event occurs indicating possible impairment. Recoverability is based on factors such as future asset utilization and the future undiscounted cash flows expected to result from the use or sale of the related assets. An impairment loss is recognized in the period when it is determined that the carrying amount of assets will not be recoverable. At that time, the carrying amount is written down to fair value. To March 31, 2007, there have been no impairments of long-lived assets.

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Asset retirement obligations

The Company recognizes asset retirement obligations for all legal liabilities for obligations relating to retirement of property, plant and equipment, arising from the acquisition, construction, development, or the normal course of operations of those assets. Asset retirement costs are recognized at fair value, when a reasonable estimate of fair value can be made, in the period in which it is incurred. Asset retirement obligations are accreted to the carrying value of the related asset, and amortized together with the asset. The asset retirement obligations are reduced as the restoration work is performed.

As at March 31, 2007, the Company does not have any asset retirement obligations.

i) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Future income tax assets and liabilities are determined based on temporary differences between the accounting and tax basis of existing assets and liabilities, and are measured using the enacted tax rates expected to apply when these differences reverse. A valuation allowance is recorded against any future income tax asset unless it is more likely than not that the future income tax asset will be realized.

j) Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period.

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is recognized for any proceeds that could be obtained upon the exercise of options, warrants and similar instruments. This method assumes that the proceeds would be used to purchase common shares at the average market price during the period. Diluted loss per shares is not presented when the effect of this computation is anti-dilutive.

k) Consolidation of variable interest entities

The Company follows the recommendation of CICA Handbook Section 3870, "Stock-based Compensation and Other Stock-based Payments." Under this method, compensation expense for stock option grants to employees and non-employees is based on the fair value of the stock options issued at the grant date, which is determined using the Black-Scholes Options-Pricing Model. Compensation expense for stock options granted to non-employees is recognized as the options are earned and the services are provided. Compensation expense for stock options granted to employees is amortized over the vesting period. Consideration paid by employees and non-employees in the exercise of stock options is recorded as share capital.

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

3. DEFERRED EXPLORATION COSTS

On March 10, 2006, the Company entered into Agreements with Gitxat'in Mhind World Link Ltd. (the "Optionor"), a company with common directors, whereby the Company acquired the right to purchase up to a 75% interest in certain mineral claims located in Nass Bay, BC. To earn the 75% interest, the Company, at its option, must make payments, issue shares, and incur exploration expenditures as follows:

Cash Payments	Common Shares	Cumulative expenditures	Date
\$ 75,000	-	-	Upon filing of a final prospectus by the Company (paid)
-	200,000	\$ 200,000	Within one year of the Company filing a final prospectus (issued; incurred)
\$ 100,000	250,000	\$ 300,000	Within two years of the Company filing a final prospectus
\$ 125,000	300,000	\$ 500,000	Within three years of the Company filing a final prospectus
\$ 300,000	750,000	\$ 500,000	

On January 31, 2007, the shareholders of the Company approved a subdivision (the "Subdivision") of the Company's issued common shares on the basis of three (new) shares for every one (old) share which increased the number of common shares payable to the Optionor from 750,000 common shares to 2,250,000 common shares.

On February 26, 2007, the Company filed a final prospectus with the British Columbia Securities Commission.

On March 5, 2007, the Company made a payment of \$75,000 under the terms of the Agreements.

On March 15, 2007, the Company issued 600,000 shares to the Optionor in accordance with the terms of the Agreements and the Subdivision.

During the period ended March 31, 2007, the Company incurred \$336,602 in exploration expenditures.

After making the required payments, share issuances and exploration expenditures for the first two years, the Company will have earned a 40% interest, and can elect to make no further payments, in which case the Optionor will have the option to buy back the 40% interest by paying the Company 150% of its cash expenditures.

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

4. CAPITAL ASSETS

	March 31, 2007			December 31, 2006
	Cost	Accumulated Depreciation	Net Book Value	Net Book Value
Leasehold Improvements	\$ 2,260	\$ 565	\$ 1,695	\$ 1,808
Equipment	3,830	555	3,275	3,447
	6,090	1,120	4,970	5,255

5. SHARE CAPITAL

a) Common shares

	Number of shares	Amount
Authorized		
Unlimited common shares without par value		
Issued		
Founders' shares issued for cash	14,000,000	\$ 14,000
Seed shares issued for cash	200,000	20,000
Share issuance costs	-	(1,138)
Balance, December 31, 2005	14,200,000	32,862
Seed shares issued for cash	200,000	50,000
Seed shares issued for cash	100,000	40,000
	300,000	90,000
Balance, December 31, 2006	14,500,000	\$ 122,862
Exercise of special warrants (Note 5(b))	3,600,000	540,000
Share issuance costs	-	(63,000)
Acquisition of mineral property	600,000	222,000
	4,200,000	699,000
Balance, March 31, 2007	18,700,000	821,862

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

5. SHARE CAPITAL (continued)

b) Exercise of special warrants

On June 9, 2006, the Company authorized the issuance of up to 1,200,000 special warrants at a price of \$0.45 per special warrant. Each special warrant entitled the holder, upon exercise thereof without payment of any additional consideration to be issued one common share of the Company during the period commencing on the date of issue of the special warrants and ending on the earlier of twelve months from the date of issue or the fifth day after which a receipt is issued for a final prospectus by the British Columbia Securities Commission qualifying the issuance of common shares of the Company on exercise or deemed exercise of special warrants. The shares issued upon exercise of the special warrants are subject to a four-month statutory hold period commencing on the date of distribution.

On February 26, 2007, a receipt was issued for the final prospectus qualifying the issuance of common shares of the Company on exercise or deemed exercise of 1,200,000 special warrants.

c) Stock options

The Company grants stock options to employees, directors, 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 great 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, as determined by the Board of Directors. 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.

During the period ended March 31, 2007, the Company granted 862,200 incentive stock options (the "Options") to directors, employees and consultants for a term of five years at a price of \$0.15 per share.

Under the terms of the Options, 631,000 stock options are for independent directors and consultants of which 50% vest upon the grant date, and 50% vest one year following the grant date. An additional 231,200 stock options were issued for employees and officers vesting at 50% at one year following the grant date and 50% at two years following the grant date.

As at March 31, 2007, 861,600 options are outstanding with an average weighted exercise price of \$0.15 and an average remaining life of 4.5 years. 315,500 stock options are exercisable as at March 31, 2007.

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

5. SHARE CAPITAL (continued)

c) Stock options (continued)

The outstanding options expire as follows:

Number of options	Expiry Date
<u>861,600</u>	<u>January 31, 2012</u>

Options transactions are as follows:

Balance, December 31, 2006	-
Issued	862,200
Exercised	-
Cancelled	(600)
<u>Balance, March 31, 2007</u>	<u>861,600</u>

d) Stock-based Compensation and Contributed Surplus

	<u>March 31, 2007</u>	<u>December 31, 2006</u>
Balance, beginning of year	\$ -	\$ -
Incentive stock options vested	<u>40,438</u>	<u>-</u>
<u>Balance, end of the year</u>	<u>\$ 40,438</u>	<u>\$ -</u>

Stock-based compensation expense of \$40,438 was recorded. The fair value of the options granted was estimated on the date of grant using the Black-Scholes option pricing model using a risk free interest rate of 4.29% a dividend yield of 0%, expected life of three years, and volatility of 111%.

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

6. RELATED PARTY TRANSACTIONS

During the period ended March 31, 2007:

- a) Two companies with common directors incurred \$1,223 (2006 - \$Nil) of general administrative and consulting expenses on behalf of the Company.
- b) The Company paid \$3,000 (2006 - \$5,850) to a company related by common directors for providing management and administration services on behalf of the Company.
- c) Paid \$655 (2006 - \$487) in office rent to a company related by common directors.
- d) A director of the Company incurred \$1,932 (2006 - \$2,212) for expenses incurred on behalf of the Company. Of the amount, \$1,530 (December 31, 2006 - \$Nil) is outstanding and payable as at March 31, 2007
- e) A \$15,000 (December 31, 2006 - \$15,000) loan to a company with common directors is outstanding. The loan was non-interest bearing, unsecured, and due on demand.

7. INCOME TAXES

In assessing future income tax assets, management considers whether it is more likely than not that some portion or all of the future income tax assets will be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment and providing a valuation allowance.

The nature and effect of the Company's future income tax assets is as follows:

	2006	2005
	\$	\$
Non capital losses carried forward	139,800	14,800
Mineral cost pools in excess of capitalized costs	161,300	3,000
Capital assets	800	-
Share issuance costs	54,900	900
	356,800	18,700
Statutory tax rate	34.12%	34%
	121,740	6,358
Less: Valuation allowance	(121,740)	(6,358)
Net future tax asset	-	-

As at December 31, 2006, the Company had non-capital losses of approximately \$139,800 to carryforward to reduce future years' taxable income, expiring as follows:

	\$
2015	14,800
2026	125,000

NASS VALLEY GATEWAY LTD.

(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2007 AND 2006

8. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

During the period ended March 31, 2007, the Company issued 600,000 common shares to the Optionor with a market price of \$0.37 per share (Note 3). The Company accounted for a fair market value of \$222,000 on acquisition cost of mineral property.

9. SUBSEQUENT EVENTS

Subsequent to March 31, 2007, the Company

- a) Received loans in the amount of 424,000 from companies related by common directors. The loans bear 8.5% interest per year and are due on demand.
- b) On May 9, 2007, the Company announced that it has entered into an option agreement pursuant to which the Company has the right to earn up to 70% interest in certain mineral claims in the Terrace area of British Columbia to explore a historic copper-silver prospect. The proposed Phase I of the exploration program is planned to commence in June, 2007.

Background

This Management Discussion and Analysis ("MD&A") of Nass Valley Gateway Ltd. (the "Company" or "NVGL") should be read in conjunction with the unaudited financial statements for the period ended March 31, 2007, together with the accompanying notes. The MD&A is effective May 28, 2007. Additional information relating to the Company can be found on SEDAR at www.sedar.com.

The accompanying consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Overview

Nass Valley Gateway Ltd. ("NVGL") 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 CNQ Stock Exchange on March 9, 2007 under the trading symbol 'NVGL'.

NVGL is a natural resource exploration company engaged in Vancouver, British Columbia in the exploration for industrial and metallic minerals in the Province of British Columbia.

On March 10, 2006, the Company entered into an option agreement ("OA#1") with Gitxat'in Mhind World Link Inc. (the "Optionor"), pursuant to which the Company was granted an option to purchase up to 75% interest of the Optionor's interest in the so called Bay Point Project (the "Project#1"), situated in the Nisga'a Nation's lands in northern coastal British Columbia. Gitxat'in Mhind World Link Inc. ("GMWL") is a non reporting company of which 50% of its common shares are owned by Gitxat'in Development Corporation ("GDC") and 50% by Mineral Hill Industries Ltd. ("MHI"). GDC has the right to redeem 1% of MHI's 50% share holdings in GMWL. Project#1 is a possible construction aggregate project and the project area is approximately 150 hectares in size. The Project#1 is not a conventional mineral tenure since it is situated in the Nisga'a Nation's lands. The Nisga'a Nation owns exclusively all mineral rights within their lands.

On May 9, 2007, the Company entered into an option agreement ("OA#2") pursuant of which the Company has the right to earn up to 70% interest in mineral claims in a property near Terrace, British Columbia within the Omineca Mining Division of British Columbia (the "Kleanza Mountain Project").

Highlights and Subsequent Events

The following is a summary of transactions during the period and subsequent events:

1. On January 31, 2007, the shareholders of the Company approved that the holders of Special Warrants would receive three common shares for every Special Warrant with the result that upon the regulatory approval for the 1,200,000 Special Warrants, 3,600,000 common shares were issued at an effective issuance price of \$0.15 per common share.
2. On January 31, 2007, the Company granted 862,200 incentive stock options to directors, employees and consultants for a term of five years at a price of \$0.15 per share.

3. On February 26, 2007, the Company received the receipt for the final prospectus from the British Columbia Securities Commission and on March 9, 2007, the Company's common shares were approved for listing for trading on Canadian Trading and Quotation Systems Inc. ("CNQ Stock Exchange").
4. In March 2007, a requested diamond drill became available and the Company started its 2007 drilling program to test the consistency of the stone to depth and to confirm a preliminary mineral resource for the Project#1 with the objective to drill as many identified drill targets as possible within the time frame the diamond drill including the specialist crew and the helicopter were available. Eleven diamond drill holes were completed in April totaling 1,518 meters of core which brings the total numbers of drill holes completed in 2007 to 23 holes with a range of 100 meters to 235 meters in depth. All holes bottomed at the same sill elevation. As soon as the weather conditions permit, drill core samples will be submitted for chemical, petrographic and material testing.
5. In March 2007, the Company fulfilled its first year of obligations under the terms of the option agreement OA#1 by paying an amount of \$75,000 and issuing 600,000 shares in its capital to the optionors with a fair market value of \$222,000 and incurred more than \$200,000 (March 31, 2007 - \$336,602) of exploration expenditure.
6. In March 2007, the Company announced a private placement on a best efforts basis to sell up to 1,500,000 of Flow-Through ("FT") units at a price of \$0.37 per unit and 1,000,000 of non Flow-Through ("NFT") units at a price of \$0.28 per unit. Each FT unit will be comprised of one common share and one half of one common share purchase warrant. Each whole FT warrant is exercisable for one additional share at \$0.50 per share for a period of one year from the date of closing. Each NFT unit will be comprised of one common share and one half of one common share purchase warrant. Each whole FT warrant is exercisable for one additional share at \$0.40 per share for a period of one year from the date of closing. The Company will apply the proceeds from the private placement towards exploration expenditure on its Bay Point Project and for working capital to fund ongoing operations and acquisitions. As of May 28, 2007, the private placement has not closed due to possible oversubscription.
7. On April 10, 2007, the Company's common shares have been approved as eligible for RRSP investments.
8. In April and May, 2007, the Company received interim loans in the total amount of \$424,000 from Gitxat'in Mhind World Link Inc., Mineral Hill Industries Ltd. and Merfin Management Services Inc, companies related by common directors. The loans bear 8.5% interest per year and are intended to bridge the additional working capital and additional costs related to the diamond drill, which became available (see under 4.) until the Company closes its announced private placement.
9. In May 2007, Messrs Nelson Andrew Clayton, Willard Martin and Chester Moore were appointed to the Company's Advisory Board. These new additions to the Advisory Board are hereditary Chiefs of the Nisga'a Lax Gibuu Tribe, Nisga'a Gisk'aast Tribe and Nisga'a Ganada Tribe.
10. On May 9, 2007, the Company entered into an option agreement ("OA#2") pursuant to which the Company has the right to earn up to 70% interest in mineral claims in the Terrace area of British Columbia ("Kleanza Mountain Project"). Under the agreement the Company may acquire a 70% interest by issuing the vendor 275,000 common shares in its capital and cash payment of the sum of \$75,000 over three years and by incurring cumulative mineral expenditure of \$1,000,000 over the three years period. Under the terms of the agreement, the Company will establish a wholly owned subsidiary for the purpose of performing the exploration program. The Kleanza Mountain Project is a historic copper-silver prospect, formerly known as the Lucky Jim Group or Alvija claims. The proposed Phase I 2007 exploration program of Kleanza Mountain Project is planned to commence in June 2007.

Results of Operations

The Company's operations during the period ended March 31, 2007 produced a net loss of \$111,316 (2006 - \$17,843) or \$0.01 per share (2006 - \$Nil). The increase of \$93,473 in net loss in 2007 over 2006 is besides the following, mainly attributed to the fact, that the Company was only five months in operations during since incorporation and any comparison with previous year's quarter balances may not be representative (reader's caution is advisable):

1. Accounting and legal expense of \$35,949 (2006 - \$350) representing a \$35,599 increase from 2006 arising from the Company preparing a prospectus to qualify the distribution of 3,600,000 common shares issuable upon the exercise of 1,200,000 previously issued special warrants.
2. Generative exploration expense of \$20,115 (2006 - \$6,368) representing a \$13,747 increase from 2006 due to the Company's due diligence and reconnaissance efforts related to the Bay Point Project.
3. Investor relations expense of \$5,000 (2006 - \$Nil) representing a \$5,000 increase due to the Company efforts in relation to its initial public offering.
4. Transfer agent and filing fees of \$2,663 (2006 - \$Nil) representing a \$2,663 increase due to the Company preparing its prospectus for its initial public offering.
5. Stock based compensation expense of \$40,438 (2006 - \$Nil) representing a \$40,438 increase due to the Company granting stock options for the first time.

Selected Annual Information

Summary of Annual Results		December 31, 2006	December 31, 2005
	\$	\$	\$
Net Sales	-	-	-
Income/(Loss) before Discontinued Operations and Extraordinary Items			
- in total	-	(284,216)	(17,593)
- on a per-share basis	-	(0.02)	(0.00)
- on a diluted per-share basis	-	(0.02)	(0.00)
Net Income/(Loss)			
- in total	-	(284,216)	(17,593)
- on a per-share basis	-	(0.02)	(0.00)
- on a diluted per-share basis	-	(0.02)	(0.00)
Total Assets	-	381,375	23,307
Total long-term financial Liabilities	-	-	-
Cash dividends declared per share for each class of share	-	N/A	N/A

Selected Quarterly Information (Unaudited).

Summary of Quarterly Results		Quarter Ended March 31, 2007	Quarter Ended December 31, 2006
	\$	\$	\$
Total assets	-	-	766,858
Resource properties and deferred costs	-	-	633,602
Working capital (deficiency)	-	-	(192,397)
Shareholders' equity	-	-	449,175
Revenues	-	-	Nil
Net Profit/(Loss)	-	-	(111,316)
Earnings (loss) per share	-	-	(0.01)

	Quarter Ended September 30, 2006	Quarter Ended June 30, 2006	Quarter Ended March 31, 2006	Quarter Ended December 31, 2005
	\$	\$	\$	\$
Total assets	537,381	151,925	106,486	23,307
Resource properties and deferred costs	-	-	-	-
Working capital (deficiency)	509,169	136,665	85,166	15,269
Shareholders' equity	512,892	138,925	87,426	15,269
Revenues	Nil	Nil	Nil	Nil
Net Income (loss)	(97,506)	(14,231)	(17,843)	(17,593)
Earnings (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)

The Company has not paid any dividends on its common shares. Presently, the Company has no intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

Liquidity

The Company has financed its operations to date primarily through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt. As of May 28, 2007, the Company's working capital was \$35,205.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	March 31, 2007	December 31, 2006
Working capital (deficiency)	(192,397)	289,798
Deficit	(413,125)	(301,809)

Net cash from operating activities for the period ended March 31, 2007 was \$139,651 compared to net cash used of \$6,611 during the previous year's period ended March 31, 2006, mainly due to an increase of accounts payable of \$232,831 compared to December 31, 2006, which has been paid down subsequent to March 31, 2007.

Net cash used for investing activities for the period ended March 31, 2007 was \$411,602 compared to net cash used for investing activities of \$2,260 during the previous year's period ended March 31, 2006.

Net cash received from financing activities for the period ended March 31, 2007 was \$Nil compared to \$90,000 during the previous year's period ended March 31, 2006.

Capital Resources

As at March 31, 2007, the Company had share capital, (including share subscriptions and contributed surplus) totaling \$862,300, representing 18,700,000 common shares without par value, and a deficit of \$(413,125), resulting in a shareholder's equity of \$449,175 (December 31, 2006 - \$298,053). The Company's working capital deficiency as at March 31, 2007 was \$192,397 (December 31, 2006 - working capital of \$289,798).

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 and Deficit included in its Financial Statements for the period ended March 31, 2007 and 2006, and its prospectus filed February 26, 2007, which is available on SEDAR at www.sedar.com.

Related Party Transactions

The Company entered into the following transactions with related parties during the period ended March 31, 2007:

- a) Two companies with common directors incurred \$1,223 (2006 - \$Nil) of general administrative and consulting expenses on behalf of the Company.
- b) The Company paid \$3,000 (2006 - \$5,850) to a company related by common directors for providing management and administration services on behalf of the Company.
- c) Paid \$655 (2006 - \$487) in office rent to a company related by common directors.
- d) A director of the Company incurred \$1,932 (2006 - \$2,212) for expenses incurred on behalf of the Company. Of the amount, \$1,530 (December 31, 2006 - \$Nil) is outstanding and payable as at March 31, 2007.
- e) A \$15,000 (December 31, 2006 - \$15,000) loan to a company with common directors is outstanding. The loan was non-interest bearing, unsecured, and due on demand.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration negotiated, established and agreed to by the related parties.

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, GST recoverable, loans receivables from related parties, pre-paid expense, accounts payable and accrued liabilities, and accounts payable 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. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

Outstanding Share Data as at March 31, 2007:

	Number outstanding	Exercise Price	Expiry Date
Common shares	18,700,000		
Common shares issuable on exercise:			
Stock options	861,600	\$0.15	January 31, 2012

Future Developments

The Company will continue to pursue the development of its projects and its efforts to secure further mineral resource opportunities with its business alliance partners.

Corporate Disclosure

The Company maintains a system of internal controls to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. The Board of Directors has responsibility for developing and implementing the Company's approach to governance issues. Committees of the Board presently consist of an Audit Committee, a Corporate Governance and HR-Committee, an Exploration Committee, and an Environmental Committee.

Cautionary Statement

This MD&A may contain "forward looking statement" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied, by these forward-looking statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, unfavorable feasibility studies, fluctuations in the market valuation for the minerals, difficulties in obtaining required approvals for the development of a mine and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date of this MD&A or as the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company does not intend, and does not assume any obligation to update these forward looking statements.

"DIETER PETER"

On behalf of the Board
Dieter Peter, CEO