

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Nass Valley Gateway Ltd. (the "Company")
#170-422 Richards Street
Vancouver, BC
V6B 2Z4

Item 2. Date of Material Change

March 12, 2019 and March 18, 2019

Item 3. News Release

The News Release dated March 13, 2019 was disseminated via Canada Newswire and filed on SEDAR. A copy of the News Release is attached as Schedule "A".

A copy of the Amendment #1 to the Definitive Acquisition and Share Exchange Agreement is attached as Schedule "B"

The News Release dated March 19, 2019 was disseminated via Canada Newswire and filed on SEDAR. A copy of the News Release is attached as Schedule "C".

Item 4. Summary of Material Change

On March 27, 2018 the Company announced the execution of the Definitive Acquisition and Share Exchange Agreement ("DASE-Agr") with Advanced Bioceutical Limited ("ABL"), a privately owned Limited Liability Company incorporated under the Laws of New Jersey, USA and its wholly owned subsidiary Pro-Thotics Technology, Inc. ("PTI").

On March 12, 2019 the parties amended the DASE-Agr by changing the consideration for the 100% ownership interest of ABL and including ABL's wholly owned subsidiary Pro-Thotics Technology, Inc. from 400,000,000 common shares of NVG at a deemed price of \$0.10 per share to 280,000,000 common shares of NVG at a deemed price of \$0.1429 per share. As a result of the amendment, upon the completion of the acquisition, the shareholders of ABL will own 85.06% instead of 89.27% common shares of NVG on a fully diluted basis.

On March 19, 2019, the Company announced that following the conditional CSE approval of the fundamental change announced on March 1, 2019, and further to the news release dated March 13, 2019, on March 18, 2019 the Company has issued 280,000,000 common shares as total consideration for its acquisition of Advanced Bioceuticals Limited ("ABL") and Pro-Thotics Technology Inc. ("PTI") as wholly owned subsidiaries. The total number of the issued and outstanding common shares of the Company increased to 312,143,477.

Item 5. Full Description of Material Change

For a full description of the material change, see Schedules “A”, “B” and “C”.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The following Senior Officer of the Company is available to answer questions regarding this report:

Dieter Peter
Chief Executive Officer
(604) 617-6794

Item 9. Date of Report

Dated at Vancouver, BC, this 20th day of March, 2019.

NASS VALLEY GATEWAY LTD.

Per: “Dieter Peter”
Dieter Peter
President & CEO



NASS VALLEY GATEWAY Ltd.

Trading Symbols
 CSE: NVG
 Deutsche Borse, Frankfurt: 3NVN
 Germany: WKN A1JVHM/
 ISIN CA6315202029
www.nassvalleygateway.com

NEWS RELEASE

Nass Valley Gateway Ltd. and Advanced Bioceuticals Limited Amend the Share Acquisition Agreement

The securities being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons without registration or applicable exemption from the registration requirement of such Act. This release does not constitute an offer for sale of such securities in the United States of America.

Vancouver, BC, Canada – March 13, 2019.

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”), trading on the Canadian Securities Exchange (“CSE”) under the trading Symbol “NVG” and on Deutsche Boerse, Frankfurt under the trading Symbol 3NVN, is pleased to announce that NVG and the shareholders of its acquisition target, Advanced Bioceuticals Limited (“ABL”) have agreed to amend the original “Definitive Acquisition and Share Exchange Agreement” dated for reference March 22, 2018 (the “DASE-Agr”) to increase the per share value and to decrease the number of Nass Valley’s shares to be issued by Nass Valley to satisfy the consideration for the proposed acquisition of ABL

Pursuant to the DASE-Agr, the consideration for the 100% ownership interest of ABL and including ABL’s wholly owned subsidiary Pro-Thotics Technology, Inc. was 400,000,000 common shares of NVG at a deemed price of \$0.10 per common share to be issued to the shareholders of ABL.

The parties amended the DASE-Agr by changing the consideration for the 100% ownership interest of ABL and including ABL’s wholly owned subsidiary Pro-Thotics Technology, Inc. from 400,000,000 common shares of NVG at a deemed price of \$0.10 per share to 280,000,000 common shares of NVG at a deemed price of \$0.1429 per share. As a result of the amendment, upon the completion of the acquisition, the shareholders of ABL will own 85.06% instead of 89.27% common shares of NVG on a fully diluted basis.

The Company is completing the submission of all documents required under the conditional listing approval of the Company’s common shares on the CSE announced on March 5, 2019.

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For further information please contact:

Dieter Peter, President & CEO, Phone: 604-617-6794

Neither the CSE nor its Regulation Services Provider has reviewed or accepts responsibility for the adequacy or accuracy of the contents of this news release.

**AMENDMENT NO. 1
TO THE DEFINITIVE ACQUISITION AND SHARE EXCHANGE AGREEMENT**

This agreement is dated for reference March 12th, 2019 (the “Amendment”)

AMONG:

NASS VALLEY GATEWAY LTD., a company duly incorporated pursuant to the laws of the Province of British Columbia and having an office address at Suite 170 – 422 Richards Street, Vancouver, British Columbia V6B 2Z4, Canada (hereinafter referred to as “**NVG**” or the (“**Issuer**”))

AND:

ADVANCED BIOCEUTICALS LIMITED, a corporation duly existing under the laws of the State of New Jersey and having an office address at 525 Boulevard, Kenilworth, New Jersey 07033, USA (hereinafter referred to as “**ABL**” or the “**Acquisition Target**”)

AND:

THE SHAREHOLDERS OF ABL signing this Amendment.

WHEREAS:

- A. NVG and ABL entered into the Definitive Acquisition and Share Exchange Agreement dated for reference March 22, 2018 (the “**DASE-Agr**”).
- B. Pursuant to the DASE-Agr, the consideration for the 100% ownership interest of ABL and including ABL’s wholly owned subsidiary Pro-Thotics Technology, Inc. was 400,000,000 common shares of NVG at a deemed price of \$0.10 per common share to be issued to the shareholders of ABL
- C. The Parties wish to amend the DASE-Agr by changing the consideration for the 100% ownership interest of ABL and including ABL’s wholly owned subsidiary Pro-Thotics Technology, Inc. from 400,000,000 common shares of NVG at a deemed price of \$0.10 per share to 280,000,000 common shares of NVG at a deemed price of \$0.1429 per share.

THIS AGREEMENT WITNESSES that in consideration of the mutual covenants and premises contained in this Agreement, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

- 1. The terms not defined in this Amendment shall have the meaning provided in the DASE-Agr.
- 2. The text of Section 2.1 of the DASE-Agr shall be deleted and replaced with the following text:
*“**Share Exchange. On the Effective Date, the Selling Shareholders of ABL, shall transfer to NVG as the Resulting Issuer an aggregate of 100% (one hundred percent) of all securities of ABL in exchange for 280,000,000 (two hundred and eighty million) common shares of NVG at a deemed price of \$0.1429 per share (the "Acquisition Consideration").**”*

Schedule C

3. ABL and its shareholders instruct NVG to issue the 280,000,000 common shares of NVG as follows:

Name of Shareholder	Country of Residence	Number of Shares
Global1 Solutions LLC	USA	130,700,000
National Brace Inc.	USA	130,700,000
██████████	South Africa	14,000,000
██████████████████	USA	4,600,000
	Total	280,000,000

4. ABL and its shareholders consent to the disclosure of their personal information to the Canadian Securities Exchange and the regulators in Canada and the United States of America in accordance with the applicable policies of the CSE and the applicable rules, laws and regulations in the United States of America and in Canada.
5. ABL and its shareholders residing in the United States of America acknowledge and agree that the NVG shares will have the following restrictive legends placed on them in accordance with the securities laws of the United States of America:

“THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”). THESE SECURITIES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY, (B) IN COMPLIANCE WITH THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, AND IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS, (C) IN ANOTHER TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT OR ANY APPLICABLE STATE SECURITIES LAWS, OR (D) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT, PROVIDED THAT, IN THE CASE OF TRANSFERS PURSUANT TO (B) OR (C) ABOVE, THE HOLDER HAS, PRIOR TO SUCH TRANSFER, FURNISHED TO THE COMPANY AN OPINION OF COUNSEL OR OTHER EVIDENCE OF EXEMPTION, IN EITHER CASE REASONABLY SATISFACTORY TO THE COMPANY. DELIVERY OF THIS CERTIFICATE MAY NOT CONSTITUTE “GOOD DELIVERY” IN SETTLEMENT OF TRANSACTIONS ON STOCK EXCHANGES IN CANADA.”

“UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE [FOUR MONTHS AND ONE DAY FROM THE DATE OF THE ISSUANCE]”

6. ABL and its shareholders agree that the following restrictive legend will be placed on the shares to be issued the shareholder residing outside of the United States of America in accordance with the Canadian securities laws:

Schedule C

“UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE [FOUR MONTHS AND ONE DAY FROM THE DATE OF THE ISSUANCE]”

7. In all other respects the DASE-Agr shall continue in full force and effect. The recitals shall form an integral part of this Amendment.
8. This Amendment shall enure to the benefit of and be binding upon the Parties and their respective successors and permitted assigns.
9. This Amendment may be executed in any number of counterparts and delivered by facsimile or email in a portable document format with the same effect as if all Parties to this Amendment had signed the same document and all counterparts will be construed together and will constitute one and the same instrument and any facsimile or portable document format signature shall be taken as an original.

Signature page to follow:



NASS VALLEY GATEWAY Ltd.

NEWS RELEASE

Trading Symbols: CSE: NVG
 Deutsche Borse, Frankfurt: 3NVN
 Germany: WKN A1JVHM/
 ISIN CA6315202029
www.nassvalleygateway.com

Nass Valley Gateway Ltd. Issues Shares Pursuant to the Acquisition of Advanced Biocenticals Limited

The securities being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons without registration or applicable exemption from the registration requirement of such Act. This release does not constitute an offer for sale of such securities in the United States of America.

Vancouver, BC, Canada – March 19, 2019.

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”), trading on the Canadian Securities Exchange (“CSE”) under the trading Symbol “NVG” and on Deutsche Boerse Frankfurt under the trading Symbol 3NVN, is pleased to announce that following the conditional CSE approval of the fundamental change announced on March 1, 2019, and further to the news release dated March 13, 2019, on March 18, 2019 the Company has issued 280,000,000 common shares as total consideration for its acquisition of Advanced Biocenticals Limited (“ABL”) and Pro-Thotics Technology Inc. (“PTI”) as wholly owned subsidiaries. The total number of the issued and outstanding common shares of the Company increased to 312,143,477.

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

After the completion of the acquisition, the Company is considered a “Non-foreign private issuer” under the definition of Rule 405 of the United States *Securities Law Act of 1933* (the “Securities Act”) and as a result will likely be classified as a “domestic issuer” pursuant to Rule 902(e) of Regulation S promulgated under the Securities Act and will have to comply with securities laws of the United States of America in addition to complying with the securities laws of applicable Canadian provinces.

WE SEEK SAFE HARBOUR

For further information please contact:
 Dieter Peter, President & CEO
 Phone: 604-617-6794

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