

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

April 10, 2019

Item 3. News Release

The News Release dated April 15, 2019 was disseminated via Canada Newswire and filed on SEDAR. A copy of the News Release is attached as Schedule “A”.

Item 4. Summary of Material Change

On April 15, 2019 the Company announced that the Board of Directors confirmed Mr. John Affenita as President and CEO of the Company as well as the new Corporate Governance & Environment Committee consisting initially of three members who will be nominated and appointed during the Company’s next BoD meeting.

The Company is also pleased to announce that stock options have been granted to Directors, Officers, Committee Members and Consultants of the Company including its subsidiaries, to purchase up to an aggregate of 1,555,000 common shares of the Company. The stock options will be exercisable at a price of \$0.18 per share with expiration date of April 10, 2022.

Item 5. Full Description of Material Change

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

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:

John Affenita
Chief Executive Officer
(516) 680-0433

Item 9. Date of Report

Dated at Vancouver, BC, this 17th day of April, 2019.

NASS VALLEY GATEWAY LTD.

Per: "John Affenita"
John Affenita
CEO



NASS VALLEY GATEWAY Ltd.

NEWS RELEASE

Trading Symbols

CSE: NVG

Deutsche Borse, Frankfurt: 3NVN

Germany: WKN A1JVHM/

ISIN CA6315202029

www.nassvalleygateway.com

Nass Valley Confirms its New CEO as President and Issues Incentive Stock Options

Vancouver, BC, Canada – April 15 2019

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”), wishes to announce that at its Board of Directors (“BoD”) meeting held on April 10, 2019 the BoD has confirmed its new CEO, Mr. John Peter Affenita as President and CEO of the Company. The Company also established a Corporate Governance & Environment Committee consisting of three initial members which will be nominated and appointed during its next BoD meeting.

The Company is also pleased to announce that stock options have been granted to Directors, Officers, Committee Members and Consultants of the Company including its subsidiaries, to purchase up to an aggregate of 1,555,000 common shares of the Company. The stock options will be exercisable at a price of \$0.18 per share with expiration date of April 10, 2022.

About Nass Valley

Nass Valley Gateway (CSE: “NVG”; Frankfurt: “3NVN”) is a diversified healthcare company which is focused to further expand the business of its acquired subsidiary Pro-Thotics Technology Inc. (“PTI”) which was established in 1988. The Company is increasing its marketing of durable medical equipment products (DME-Business) on a national level, to encompass all states of the USA and other areas of North America and is aggressively developing the marketing, production and vertical integration of Cannabidiol (CBD) products without Tetrahydrocannabinol (“THC”) content for internal use including CBD infused skin, bath, and body care products of its wholly owned subsidiary Advanced Bioceuticals Limited (“ABL”).

PTI is licensed to supply its products also to Medicare patients in the US and has established, over its more than 25 -year history, a database of more than 200,000 patients, located throughout the U.S. and Puerto Rico, who were seeking wellness from pain relief.

Through its subsidiary ABL, Nass Valley is determined to expand upon this pain relief concept to its ABL-Business and to aggressively focus on the hemp based CBD marketplace with a global market of \$3.1 billion (New Frontier Data) and expand its current New Jersey operations internationally.

We seek Safe Harbor.

For further information please contact:

John Affenita, President & CEO; Phone: 1.604-617-6794

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.