FORM 7  
  
MONTHLY PROGRESS REPORT

Name of Listed Issuer**: NASS VALLEY GATEWAY LTD** (the “Issuer” or “NVG”).

Trading Symbol: **NVG**

Number of Outstanding Listed Securities: **312,679,477 common shares**

Date **September 7th, 2022**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

**General Instructions**

1. Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
2. The term “Issuer” includes the Issuer and any of its subsidiaries.
3. Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

**Report on Business**

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**During August 2022, the Issuer business and operations were focused on the development of new products in its move to diversify the NVG product offering to include cosmetics and potential hemp-based food products. Management continued building a strong team to support its upcoming Regulation A offering. The Issuer has chosen its Reg-A partner firms as follows:**

**Equiniti - Escrow and transfer agent**

**BF Borgers CPA PC – auditor**

**DealMaker –Reg-A Technology Offering platform**

**DealMaker Securities – Compliance/BD**

**Peder Davisson And associates – Securities Legal Counsel**

**LifeWater Media – Marketing/media buying agency**

**Wick and Mortar – Marketing Consultant**

**Hybrid – Investor Relations**

2. Provide a general overview and discussion of the activities of management.

**Management continued to spend August 2022 working with its capital markets consultants and securities legal counsel to writing the 1A letter to submit to the SEC, via the Issuer’s wholly owned subsidiary, Nass Valley Gardens Inc., for a Regulation A capital raise offering. Management received Board of Directors approval by way of Corporate Resolution to pursue this capital raise strategy and has signed a contract with an experienced, leading technology platform (DealMaker) to launch its Reg A offering.**

**Management continued working with its CPA firm to be sure the Issuer’s audit firm, BF Borgers CPA PC, will have all documents required to prepare the 2021 Nass Valley Gardens Inc. US GAAP audited financials.**

**Management also worked with the marketing agency LifeWater Media preparing its public-facing collateral for the Reg-A offering.**

1. Describe and provide details of any new products or services developed or offered.

**The Issuer continues developing a new line of cosmetics, and may include related hair and skin products, as well as hemp-based food products that will be rolled out in Q4 of 2022 and Q1 of 2023.**

1. Describe and provide details of any products or services that were discontinued.

**NONE.**

1. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**NONE.**

1. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**NONE.**

1. Describe any acquisitions by the Issuer or dispositions of the Issuer’s assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**NONE. (Nass Valley still intends to divest its subsidiary Pro-Thotics Technologies Inc and is engaged in ongoing negotiations with a potential buyer.)**

1. Describe the acquisition of new customers or loss of customers.

**NVG’s line of 68+ pet and human products will require new sales channels and therefore management expects a continuous flow of acquiring and retaining new, and also losing, existing customers, both B2C and B2B.**

1. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**NONE.**

1. Report on any new employee hires, terminations or lay-offs with details of anticipated length of lay-offs.

**NONE.**

1. Report on any labour disputes and resolutions of those disputes if applicable.

**NONE.**

1. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**NONE.**

1. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**The Company incurred a third additional 30-day short-term loan from its CEO, Michael Semler, for $45,000.00 at 6% simple interest rate. All proceeds were used for operating expenses and will be paid back in September 2022.**

1. Provide details of any securities issued and options or warrants granted.

**NONE.**

|  |  |  |  |
| --- | --- | --- | --- |
| **Security** | **Number Issued** | **Details of Issuance** | **Use of Proceeds(1)** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

*(1) State aggregate proceeds and intended allocation of proceeds.*

1. Provide details of any loans to or by Related Persons.

**The Issuer’s CEO, Michael Semler, provided a third short-term loan to the company in the amount of $45,000.00 (forty five thousand US dollars) at 6% simple interest to be repaid in September 2022. Total short term loans now total $160,000.00 over the last four month period.**

1. Provide details of any changes in directors, officers or committee members.

**NONE.**

1. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

**Though the Federal Farm Bill of 2018 allowed for the cultivation, product development, and the transportation of hemp across state lines, and sales of hemp-based products as long as they are produced within the letter of the law. There have been various legal challenges on the state level concerning the legality of sales and/or the manufacturing of hemp-based products. Subsequently, NVG is constantly reviewing revised federal and state legislation that may positively or negatively affect the Issuer’s ability to manufacture, distribute, transport, or sell products federally and within certain states.**

**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 Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: **September 7th, 2022**

MICHAEL SEMLER   
Name of Director or Senior Officer

*“Michael Semler”*   
Signature

CEO/Director   
Official Capacity

|  |  |  |
| --- | --- | --- |
| ***Issuer Details***  **NASS VALLEY GATEWAY LTD**. | For Month Ended: **August 31st, 2022** | Date of Report  **22/09/07** |
| Issuer Address  **422 Richards Street, Ste 170** | | |
| City/Province/Postal Code  **Vancouver, BC V6B 2Z4** | Issuer Fax No.  **N/A** | Issuer Telephone No.  **(609) 651-0032** |
| Contact Name  **MICHAEL SEMLER** | Contact **Position - CEO** | Contact Telephone No.  (**609) 651-0032** |
| Contact Email Address  **Michael.s@nassvalleygateway.com** | Web Site Address  [**www.nassvalleygateway.com**](http://www.nassvalleygateway.com) | |