**MONTHLY PROGRESS REPORT-FORM 7**

 **Name of Listed Issuer: Nass Valley Gateway Ltd. (the "Issuer'' or "Nass Valley").**

Trading Symbol: NVG

Number of Outstanding Listed Securities: 312,679,477 common shares Date: December 5th, 2019

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.**

 **The LOI for the disposition of Pro-thotics Technology should be finalized by the end of Q1 2020.**

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## Provide a general overview and discussion of the activities of management

The BoD and management continue to work towards launching Nass Valley’s first CBD products into the marketplace by mid-January, 2020. We anticipate our first sales and marketing efforts will take place in January as our supply chain and marketing strategy are in place.

## 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.

 **Nass Valley Gateway Ltd (NVG) entered into a new business consultancy relationship in the month of November 2019, with Todd Sonaga, who will assist NVG with Investor Relations, Public Relations, and Corporate Communications. He is being paid on a monthly retainer for a period of one year, which may be terminated by either party by giving written notice 30 in advance of termination date. Mr. Sonaga is not a Related Person to NVG or its affiliates and is an independent consultant.**



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**5**

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**

**6**

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.

There were no acquisitions or dispositions by the Issuer.

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

**As of April 1st, 2019, Nass Valley Gateway's Board of Directors and executive management team has chosen to devote 100% of its resources to the expansion of its CBD production, manufacturing, and CBD marketing businesses. The company Is in the final stages of cementing agreements to acquire multiple CBD-related businesses Including a lab for CBD oil extraction and Isolate production, a sales center, and a product manufacturing and distribution facility. All production facilities and packaging/labeling will be FDA approved. NVG will produce and sell its own branded products under the Nass Valley Gateway brand. Management anticipates sales to commence in Q4 2019.**

**8.**

**9.**

**10.**

**The company was approached to sell its Pro-Thotlcs Technologies DME assets and a definitive agreement is currently being finalized and management anticipates this will be concluded by end of Q1 2020. NVG will retain its substantial patient database as part of the definitive agreement.**

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.

**Nass Valley Gateway Ltd anticipates it will launch its CBD products under the brand name of “Nass Valley Gardens” in January 2020**

Report on any employee hiring’s, terminations or lay-offs with details of anticipated length of lay-offs.

In anticipation of pending disposition of PTI, management is uncertain if current PTI employees will be retained.

Report on any labor disputes and resolutions of those disputes if applicable.

None.

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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 Issuer has no debts outstanding and with its present adjusted management structure will have sufficient working capital to remain in good standing with all regulatory authorities.**

# NONE

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

NONE

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

**The Issuer did not receive or provide any loans during the months of October 2019.**

# NONE.

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

**NONE**

**There have been no changes to the Nass Valley BoD, officers, or committee members in November 2019.**

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

**The Issuer has historically relied upon equity financing to satisfy its**

**Capital requirements and will continue to depend upon equity capital to finance its activities for its growth. Although the Issuer is convinced that**



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**through the proposed acquisitions a positive cash flow will result for Nass Valley, the Company will still need additional capital in the future to finance the planned commercialization of its technology and CBD projects as soon as possible. Such capital will have to be partly derived from the exercise of outstanding stock options, warrants and also from the cash flow derived through the proposed acquisition, including the completion of measured equity financing or convertible debentures.**

**The Company will most likely raise additional funds in order to meet its rapid development objectives. Even though the Company has been successful in the past in financing its activities through the sale of equity securities and loans from insiders, there is no assurance that additional funding will be available to it for future development of its additional acquisitions. The Company's ability to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and success in its proposed projects.**

**There can be no assurance that continual fluctuations in the Company's share prices will not occur or that such fluctuations will not affect the ability of the Company to raise additional equity funding, and if at all, can be achieved via financial instruments avoiding significant additional dilution to its existing shareholders. Any quoted market for the common shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.**

**Although the Company believes that its subsidiaries' operations are in material compliance with current applicable regulations, no assurance can be given that a future change of laws will not result in a curtailment of production or a material adverse effect on the Company's business, financial condition, results of operations and prospects under development.**

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**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.**

**As of the date hereof there was no material information concerning the Issuer which has not been publicly disclosed.**

**2.**

**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).**

**All of the information in this Form 7 Monthly Progress Report is true.**

**4.**

**Dated: December 5th, 2019.**

## Michael Semler

**CFO**

***'Michael Semler"***

**Signature CFO**

## Official Capacity

**For Month Ended**

**Date of Report**

**YY/MM/DD**

**19/12/05**

**Issuer Address**

**170-422 Richards Street**

**City/Province/Postal Code**

**Vancouver, B.C. V6B 224**

**Contact Name**

**Michael Semler**

**Contact Email Address**

**lnfo@nassvalleygateway.com**

**Issuer Fax No.**

**(604) 568-9844**

**Contact Position**

**CFO**

**Issuer Telephone No.**

**(609)651-0032**

**Contact Telephone No.**

**Direct (609)651-0032**

**Web Site Address**

[**www.nassvalleygatewaycom**](http://www.nassvalleygatewaycom)

**November 30th, 2019**

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