



NASS VALLEY GATEWAY Ltd.

Trading Symbols

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Freiverkehrsmarkt, Frankfurt: 3NVN

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NEWS RELEASE

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Nass Valley signs Definitive Agreement for Medical Cannabis Opportunity

Richmond, BC, Canada – July 7, 2015

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”) wishes to announce that it has executed the Definitive Agreement for the acquisition of S.R. Haddon Industries Ltd. (“SRH”) as referred to in its News Release dated May 26, 2015 (the “SRH-Transaction”). As a consequence of the Definitive Agreement and upon approval by the Regulatory Authorities (the “Effective Date”), Nass Valley will not only change its Name to S.R. Hadden Industries Ltd. (“HDD”) but also its business and corporate structure. The Company will focus primarily on completing the research and development of transdermal delivery systems (the “SRH-Project”) through a third party and plans to first develop patches suitable for the delivery of tetrahydrocannabinol (“THC”) and cannabidiol (“CBD”). More detailed information regarding SRH can be found at www.srhaddenindustries.com.

Under the Agreement and prior to the Effective Date, a non-brokered Private Placement (the “PP”) will have to be closed. This PP will consist of up to 4,000,000 Units at \$0.10 per Unit, whereby one Unit will consist of one common share and one share purchase warrant (the “Warrant”) exercisable within one year after the approval of the PP, at a price of \$0.20 per Warrant.

Merfin Management Limited (“MRF”), a significant shareholder of Nass Valley, and Dieter Peter, one of the two Trustees and President of MRF and also a Director and CEO of Nass Valley, have arranged the sale of up to 3,500,000 common shares of Nass Valley held by MRF at a price of above \$0.10 per share, to investors via the facilities of the “CSE” and the “Freiverkehrsmarkt” of the Frankfurt Stock Exchange. The proceeds from the sale of MRF’s shares together with “unrelated” investors will be used to fund the initial PP, whereby certain directors and officers of the Company may acquire units under the private placement. Any such participation would be considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61-101”). The “related party transaction” will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any units issued to or the consideration paid by such persons will exceed 25% of the Nass Valley’s market capitalization.

The Company has agreed to pay finders’ fees combined of cash and in form of finders’ warrants representing up to 10% percent of the subscription value of the found “unrelated” subscribers. All finders’ warrants, will have the same terms as the share purchase warrants under the above PP. All securities to be



issued under this PP will be subject to a four month hold period from the date of closing and subject to regulatory approval pursuant to applicable Canadian securities laws. The Company will use the proceeds from the PP for the initial phase of the SRH-Project, general corporate working capital and a partial repayment of its outstanding loans.

On or subsequent to the Effective Date the following events will occur:

1. The Company will have acquired SRH as a 100% owned subsidiary for the issuance of 23,000,000 common treasury shares (the “Acquisition Shares”) issued to shareholders of SRH (the “SRH-Grp”) which will be held in escrow in accordance to the CSE requirements;
2. Nass Valley will have changed its name to S.R. Hadden Industries Ltd. (“HDD”) and assume its reserved trading symbol of “HDD”;
3. two of Nass Valley’s directors will resign as board members and will join the Company’s advisory and concurrent with their resignation their board positions will be replaced by two nominees of SRH;
4. at the first board meeting following the Effective Date a fifth board member and the future officers of HDD will be nominated by SRH-Grp and elected by HDD’s board.

After deliberate discussions and in expectation of the consequential changes triggered the SRH-Transaction commencing on the Effective Date, including HDD’s future business orientation, Nass Valley’s current Board of Directors (“BoD”) passed the following resolution in respect to two inactive subsidiaries:

Firstly - the BoD exercised its right under the Definitive Agreement to approve the transfer of the ownership of its inactive subsidiary Global Environomic Systems Corp. (“GSC”) to an affiliated company; and

Secondly – in consultation and with SRH the BoD to approve the transfer of the ownership of its inactive subsidiary Nass Energy Inc to the same affiliated company under the condition that no expenses related to the transfer of both subsidiaries will be assumed by Nass Valley and the acquiring company will execute the respective transfer agreements.

Nass Valley will announce shortly the changes on its Board of Directors and the background of its new appointed directors and officers as well as the names of the new “Control Persons” resulting from the issuance of the Acquisition Shares.

THE COMPANY SEEKS SAFE HARBOR.

For further information please contact:
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The CSE has not reviewed, and does not accept responsibility for the adequacy or accuracy of the contents of this news release.