

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Nass Valley Gateway Ltd. (the “Company”)
1140-13700 Mayfield Place
Richmond, BC
V6V 2E4

Item 2. Date of Material Change

September 19, 2016

Item 3. News Release

The News Release dated September 19, 2016 was disseminated via Canada Newswire and posted on the CSE website.

A copy of the News Release is attached as Schedule “A”.

Item 4. Summary of Material Change

The Company announced that its Board of Directors has approved amendments to 3,500,000 share purchase warrants (“Warrants”) issued as part of the private placement announced on July 7, 2015. Under the new terms, each Warrant is exercisable for a period of five (5) years from the date of issuance at \$0.11 per Warrant. The amendments are conditional on the consent of the Warrant holders.

The Company requested and was granted relief from CSE Policy 6, section 7.4.6, which limits the number of repriced warrants held by insiders to 10%.

Item 5. Full Description of Material Change

For a full description of the material change, see the news release attached as Schedule “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:

Dieter Peter
Chief Executive Officer
(604) 278-1132

Item 9. Date of Report

Dated at Richmond, BC, this 21st day of September, 2016.

NASS VALLEY GATEWAY LTD.

Per: "Dieter Peter"
Dieter Peter
President & CEO



NASS VALLEY GATEWAY Ltd.

Trading Symbols
CSE: NVG
Freiverkehrsmarkt, Frankfurt: 3NVN
Germany: WKN A1JVHM/
ISIN CA6315202029

NEWS RELEASE

NASS VALLEY ANNOUNCES AMENDMENT OF WARRANTS

Richmond, BC, Canada – September 19, 2016

Nass Valley Gateway Ltd. (the “Company or “Nass Valley”) wishes to announce that, in accordance to the Company’s market conditions, its Board of Directors (the “Board”) has approved amendments to 3,500,000 share purchase warrants (“Warrants”) issued as part of the private placement announced on July 7, 2015. Under the new terms, each Warrant entitles the holder to purchase one (1) common share in the capital of the Company at \$0.11 for a period of five (5) years from the date of issuance. The amendments are conditional on the consent of the Warrant holders.

The Company requested and was granted relief from CSE Policy 6, section 7.4.6, which limits the number of repriced warrants held by insiders to 10%.

THE COMPANY SEEKS SAFE HARBOR.

For further information please contact:
Dieter Peter, President & CEO,
Phone: 604-278-1132

The CSE does not accept responsibility for the adequacy or accuracy of the contents of this news release.