

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

October 25, 2016

Item 3. News Release

The News Release dated November 1, 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 provided an update on its directors, officers and committees and announced the reappointment of Manning Elliott LLP as the Company’s auditors for the ensuing year.

The Company also announced the grant of 585,000 three-year incentive stock options to directors, officers and employees at an exercise price of \$0.10.

Item 5. Full Description of Material Change

For a full description of the material change, see 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 2nd day of November, 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
Website: www.nassvalleygateway.com

NEWS RELEASE

NASS VALLEY ANNOUNCES CORPORATE UPDATE

Richmond, BC, Canada – November 1, 2016

Nass Valley Gateway Ltd. (the “Company or “Nass Valley”) wishes to announce that at its Annual General Meeting (the “AGM”), Messrs. Eric Peter-Kaiser, Andrew von Kursell, Dieter Peter and Milo Filgas were re-elected as directors and Manning Elliott LLP, Chartered Accountants were re-appointed as the Company’s auditors. The Company’s shareholders also passed the resolution ratifying the Company’s stock option plan, which is a rolling 10% plan.

Following the AGM, the Board of Directors re-appointed Dieter Peter as President & CEO and Michael Kelm as Corporate Secretary of the Company and Eric Peter-Kaiser was appointed as Interim CFO. Andrew von Kursell was appointed as Chairman of the Company’s Audit Committee, with Milo Filgas and Eric Peter-Kaiser also appointed to the Audit Committee.

The Company also granted an aggregate of 585,000 incentive stock options to its officers, directors and employees at an exercise price of \$0.10 per share. These options are granted for a three-year period and the grant is subject to vesting provisions.

THE COMPANY SEEKS SAFE HARBOR.

For further information please contact:

Dieter Peter, President & CEO, Tel.: 604-278-1132

or

Michael Kelm, Corporate Secretary, Tel.: 604-278-1135

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

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