

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

February 28, 2017

Item 3. News Release

The News Release dated March 2, 2017 was disseminated via Canada Newswire and posted on SEDAR and the CSE website.

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

Item 4. Summary of Material Change

The Company announced that it had executed a Definitive Asset Purchase Agreement (“DAP-Agr”) with IXI Treasury Holdings Limited (“ITHL”) based on the agreed upon terms of the Letter of Intent (“LOI”), as announced on February 8, 2017, to acquire 100% of IXI Treasury Holdings Ltd. (“ITHL”).

The Company also announced that its Board of Directors had approved a “Reversed Split” of its share capital at a ratio of 2:1 in accordance to the terms of the executed Definitive Asset Purchase Agreement and the rules of the CSE and that subsequent to CSE approval the Company will initiate the Reversed Split, change its name to IXI Energy Inc. and use the reserved trading symbol of “IXE”.

Item 5. Full Description of Material Change

The Company announced that it had executed a Definitive Asset Purchase Agreement (“DAP-Agr”) with IXI Treasury Holdings Limited (“ITHL”) based on the agreed upon terms of the Letter of Intent (“LOI”), as announced on February 8, 2017, to acquire 100% of IXI Treasury Holdings Ltd. (“ITHL”). ITHL is a private company incorporated under the Companies Ordinance, Chapter 32 of the Laws of Hong Kong on July 24 2012 that has acquired ownership of Brazilian Government Treasury Bonds (“Assets-ITHL”) with a confirmed “Value” of US\$ 625,660,025, as reported in ITHL’s updated audited financial statements for the period ended December 31, 2016.

The Acquisition

In accordance with the terms of the DAP-Agr, the Company will consolidate its share capital at a ratio of 2:1 and subsequent to regulatory approval of the DAP-Agr will issue two series of

convertible preferred Class A shares (“Pref-A Shares”) with a deemed value of C\$5.00 per Pref-A Share, for an agreed upon discounted asset value of US\$300 million and equating to a defined value for the Assets-ITHL of 400 million Canadian dollars (C\$400,000,000).

ITHL and its shareholders have agreed that all Pref-A Shares, Series one(1) and Series two(2), will have no voting rights and will be converted only upon prior approval of the CSE and that the Pref-A Shares will be issued in stages following agreed upon milestones:

- subsequent to Regulatory Approval, the Company will issue 40,000,000 Pref-A Shares, Series-1 (“Pref-A1 Shares”) based on an initial deemed value of C\$200,000,000, representing 50% of the discounted total Assets-ITHL and convertible into common shares at a conversion ratio of one to one (1:1);
- ITHL’s shareholders will arrange a bond financing of C\$2,000,000 (“Bond-1”), or a private placement in the same amount, within 120 Banking Days after Regulatory Approval;
- upon closing of Bond-1, the Company will issue an additional 40,000,000 Pref-A Shares, Series-2 (“Pref-A2 Shares”), with the same rights as the Pref-A1 Shares. The number of Pref-A2 Shares will represent the balance of the total discounted asset value of C\$400,000,000 and the deemed value will also be C\$5.00 per Pref-A2 Share. The Pref-A2 Shares will be convertible into common shares of the Company at a conversion ratio of (1:1) and will be convertible at any time subsequent to the regulatory approval and only upon prior approval of the CSE;
- the shareholders of ITHL have acknowledged that the NVG shares resulting from the issuance, and conversion, of all the Pref-A Shares may be escrowed as a request by the CSE and be subject to certain conditions as set forth in the Escrow Agreement; and
- upon the issuance of the Pref-A2 Shares, ITHL will arrange a second funding via a bond (“Bond-2”) issue, or a mutually agreed upon alternative funding, in the amount of C\$3,000,000 in order to provide the Resulting Issuer with the agreed upon working capital within 6 months from the Regulatory Approval.

Nass Valley will be seeking the consent for the acquisition of ITHL from four shareholders controlling in excess of 54% of the Company’s outstanding shares.

The Company has also called a Special Meeting of its Shareholders for April 4th, 2017 in order to approve a change of its Articles to include the issuance of convertible preferred shares of different classes and series in order to satisfy the terms of the DAP-Agr as consideration for the significant acquisition, as announced in the News-Release of February 8, 2017, and also to facilitate the acquisition of future projects to add value to the Company.

The trading of the Company’s shares will remain halted pending approval of the transaction by the CSE.

Consolidation of Share Capital

The Company also announced that its Board of Directors had approved a “Reversed Split” of its share capital at a ratio of 2:1 in accordance to the terms of the executed Definitive Asset Purchase Agreement and the rules of the CSE and that subsequent to CSE approval the Company

will initiate the Reversed Split, change its name to IXI Energy Inc. and use the reserved trading symbol of “IXE”.

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 10th day of March, 2017.

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 CA63152029
www.nassvalleygateway.com

NEWS RELEASE

Nass Valley Gateway executes “Definitive Asset Purchase Agreement” for its Fundamental Change

Richmond, BC, Canada – March 2, 2017

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”) wishes to announce that the Company and IXI Treasury Holdings Limited (“ITHL”) have executed the Definitive Asset Purchase Agreement (“DAP-Agr”) based on the agreed upon terms of the LOI, as announced February 8, 2017, to acquire 100% of ITHL, which acquired ownership of Brazilian Government Treasury Bonds (“Assets-ITHL”) with a confirmed “Value” of US\$ 625,660,025, as to ITHL’s updated audited financial statements dated December 31, 2016.

Nass Valley also wishes to announce that its Board of Directors has approved a “Reversed Split” of its share capital at a ratio of 2:1 in accordance to the terms of LOI and the rules of the CSE and subsequent to the CSE approval will change of its name to IXI Energy Inc., with the reserved trading symbol of “IXE”.

Nass Valley will be seeking the consent for the Acquisition of ITHL from four shareholders controlling in excess of 54% of the Company’s outstanding shares and has also called a Special Meeting of its Shareholders for April 4th, 2017 in order to approve a change of its Articles to include the issuance of convertible preferred shares of different classes and series in order to satisfy the terms of the DAP-Agr as consideration for the significant acquisition as announced in the News-Release of February 8, 2017 and also to facilitate the acquisition of future projects to add value to the Company.

We seek Safe Harbor.

For further information please contact:
Dieter Peter, President & CEO,
Phone: 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.