

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

April 4, 2017

Item 3. News Release

The News Release dated April 5, 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

At the Company’s Special Meeting held on April 4, 2017 (the “Meeting”), the Company’s shareholders passed a special resolution approving an amendment to the Company’s Articles to allow for the creation and issuance of convertible preference shares (the “Pref Shares”) to facilitate the acquisition of projects, including the proposed acquisition of IXI Treasury Holdings Limited and future projects within the Clean-Tech industry. The special resolution was approved by 100% of the shareholders present in person or by proxy at the Meeting.

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) 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 13th day of April, 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 CA6315202029

www.nassvalleygateway.com

NEWS RELEASE

Nass Valley Gateway approves Special Resolution

Richmond, BC, Canada – April 5, 2017

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”) wishes to announce that at its Special Meeting held on April 4, 2017 (the “Meeting”) the Company’s shareholders passed a special resolution approving an amendment to the Company’s Articles to allow for the creation and issuance of convertible preference shares (the “Pref Shares”) to facilitate the acquisition of projects, including the acquisition of IXI Treasury Holdings Limited and future projects within the Clean-Tech industry. The special resolution was approved by 100% of the shareholders present in person or by proxy at the Meeting.

The Pref Shares will have no maximum number, no par value, and will have no voting rights, but the holders may request to attend any meeting of the shareholders. The Pref Shares will be convertible into common shares of the Company at a conversion ratio defined within a duly executed and by the Board of Directors approved acquisition agreement.

We seek Safe Harbor.

For further information please contact:

Dieter Peter, President & CEO

Phone: 604-278-1135

Neither the CSE nor its Regulation Services Provider has reviewed or accepts responsibility for the adequacy or accuracy of the contents of this news release.