

**Form 51-102F3**

***Material Change Report***

**Item 1. Name and Address of Company**

Nass Valley Gateway Ltd. (the “Company”)  
#170-422 Richards Street  
Vancouver, BC  
V6B 2Z4

**Item 2. Date of Material Change**

March 22, 2018

**Item 3. News Release**

The News Release dated March 27, 2018 was disseminated via Canada Newswire and filed on SEDAR.

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

**Item 4. Summary of Material Change**

The Company announced the execution of the Definitive Acquisition and Share Exchange Agreement (“DASE-Agr”) with Advanced Bioceutical Limited (“ABL”), a privately owned Limited Liability Company incorporated under the Laws of New Jersey, USA and its wholly owned subsidiary Pro-Thotics Technology, Inc. (“PTI”).

After regulatory approval by the CSE the owners of ABL and PTI will transfer to Nass Valley Gateway as the Resulting Issuer an aggregate of 100% of their ownership interest and Nass Valley Gateway shall issue an aggregate of 89.27% of fully paid and non-assessable common shares of the Resulting Issuer’s shares for the 100% of the ownership interest of ABL and PTI.

The proposed transaction is considered a Reversed Take Over under the rules of the CSE and requires the approval of the disclosure document (the 2A Listing Statement).

**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) 617-6794

**Item 9. Date of Report**

Dated at Vancouver, BC, this 27th day of March, 2018.

**NASS VALLEY GATEWAY LTD.**

Per: "Dieter Peter"  
Dieter Peter  
President & CEO



# NASS VALLEY GATEWAY Ltd.

Trading Symbols  
 CSE: NVG  
 Deutsche Borse, Frankfurt: 3NVN  
 Germany: WKN A1JVHM/  
 ISIN CA6315202029  
[www.nassvalleygateway.com](http://www.nassvalleygateway.com)

## NEWS RELEASE

### **NASS VALLEY GATEWAY EXECUTES DEFINITIVE ACQUISITION AND SHARE EXCHANGE AGREEMENT WITH ADVANCED BIOCEUTICALS**

Vancouver, BC, Canada – March 27, 2018

**Nass Valley Gateway Ltd.** (the “Company” or “Nass Valley”), trading on the Canadian Securities Exchange (“CSE”) under the trading Symbol “NVG” and on Deutsche Borse, Frankfurt under the trading Symbol 3NVN, is pleased to announce that, on March 22, 2018, it executed the Definitive Acquisition and Share Exchange Agreement (“DASE-Agr”) with **Advanced Bioceutical Limited**, a privately owned Limited Liability Company (“ABL”) incorporated under the Laws of New Jersey. Under the terms of the agreement ABL and its wholly owned subsidiary Pro-Thotics Technology Inc. (“PTI”), a New York private corporation, will become wholly owned subsidiaries of Nass Valley as the “Resulting Issuer”. The DASE-Agr constitutes a valid and legally binding agreement, enforceable against the Parties, in accordance with its respective terms,

ABL negotiated the 100% acquisition of PTI in 2017 which is a company engaged in the sale of Durable Medical Equipment (“DME”) with principal operations in New York, New Jersey and Florida. Since its inception in 1988, PTI has been one of the Northeast’s premier supplier specializing in orthotics and prosthetics for those in need of pain relief. PTI has a strong balance sheet and will expand its current DME business nationwide into areas of the U.S. not currently served by PTI as well as expand its business through the strategic acquisition of related companies. During PTI’s more than 25-year history, it has served over 200,000 patients located throughout the U.S. and Puerto Rico (the PTI-Business”), and provided relief from pain and medical issues through its Business.

ABL is focusing on expanding upon this pain relief concept, and will aggressively continue entering the Cannabidiol (“CBD”) with zero THC content for internal and external use including CBD infused skin, bath, and body care products (the “ABL-Business”). In conjunction with the ABL-Business, it plans to horizontally integrate into an exciting new area for pain and health relief; CBD and related products. The markets for CBD products are growing at an exponential pace and ABL as subsidiary of NVG may also entertain partnerships with companies engaged in the production and manufacturing of products related to its business.

With its operations, presently conducted by PTI, in New York, New Jersey and Florida and its existing national marketing and advertising campaigns, ABL has action plans to establish inhouse manufactured CBD products, CBD infused skin, bath, and body care products to the U.S.



On the Effective-Date the owners of ABL and PTI will transfer to Nass Valley as the Resulting Issuer an aggregate of 100% (one hundred percent) of their ownership interest, and Nass Valley shall issue an aggregate of 89.27 % of fully paid and non-assessable common shares of the Resulting Issuer's shares (the "Acquisition-Shares") in exchange for 100 % of the ownership interest of ABL and PTI.

The Parties agreed not to change the name of the Company after the approval of the transaction. It was further agreed that Mr. Dieter Peter will be the Chairman of Nass Valley, John Affenita, the founder of ProThotics Inc and an ABC and BOC Orthotist and Prosthetist, serving the O&P field for 20 years will become the Company's CEO and Dr. Samuel Alawieh, a Pharmacologist and highly respected scientist with significant experience in many aspects of CBD R&D, has agreed to become COO of Nass Valley Gateway.

The proposed transaction is considered a Reversed Take Over ("RTO") under the rules of the CSE and requires the approval of the disclosure document (the 2A Listing Statement). The Company has obtained the written approval and consent of 54.75% from the required minimum of five registered shareholders pending the approval of the transaction by the CSE.

Dieter Peter, President & CEO, commented: "This transaction will place Nass Valley in a strong strategic position with a tremendous upside potential. I am especially delighted that ABL's and PTI's young and experienced management team, Mr. Gregory Vax and Mr. Michael Racaniello as major shareholders of the resulting issuer, have agreed to join Nass Valley's future management and Board of Directors and also remain as executive managers and driving forces with ABL and PTI".

For further information please contact:  
Dieter Peter, President & CEO  
Phone: 604-617-6794

### ***Forward Looking Statements***

*Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in Nass Valley's periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should, aware" and similar expressions, are forward-looking statements.*

*Forward-looking statements may include, without limitation, statements including statements related to Nass Valley's transactions and business related to cannabis and future news releases.*

*Although Nass Valley has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining regulatory approvals; investing in target companies or projects which have limited operating history or when very limited due diligence was performed or may be engaged in activities currently considered illegal under US Federal laws; change in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry; and regulatory or political change.*

*There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.*



*Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. Nass Valley disclaims any intention or obligation to update or revise such information, except as required by applicable law, and Nass Valley does not assume any liability for disclosure relating to any other company mentioned herein.*

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.