

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Nass Valley Gateway Ltd. (the "Company")
575-1111 West Hastings Street
Vancouver, BC V6E 2J3

Item 2. Date of Material Change

February 28, 2012

Item 3. News Release

The News Release dated February 28, 2012 was disseminated via Canada Newswire and forwarded to the CNSX.

A copy of the News Release is attached as Schedule "A".

Item 4. Summary of Material Change

Nass Valley Gateway Ltd. wishes to announce a consolidation of its existing share capital on the basis of three (3) pre-consolidated common shares for one (1) post-consolidated common share which will change the presently issued and outstanding shares from 37,001,303 to approximately 12,333,768. No fractional common share will be issued as a result of the consolidation. The Company will not be changing its name and will continue to trade under its trading symbol "NVG".

The Directors believe that the share consolidation will provide the Company with increased flexibility to seek additional financing opportunities to further develop its geothermal exploration opportunities and the development of its technology projects managed through its subsidiaries, Nass Energy Inc. and Global Environomic Systems Corp.

The Company intends to continue exploring its opportunities for precious metals through its subsidiary, Kirkland Precious Metals Corp., and focusing particularly on its property within the Kirkland Lake mining camp as per the recommendations in the NI 43-101 Report, filed on SEDAR.

Shareholders holding 71.15% of the Company's outstanding common shares have given their consent to the proposed share consolidation, which will be subject to the Canadian National Stock Exchange ("CNSX") approval. The Company will announce the effective date and the mailing of the letter of transmittal to shareholders in a separate news release to be issued in due course.

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
Chairman & CEO
(604) 685-4170

Item 9. Date of Report

Dated at Vancouver, B.C., this 28th day of February, 2012.

NASS VALLEY GATEWAY LTD.

“Dieter Peter”

Per: Dieter Peter
Chairman & CEO

Schedule "A"



NASS VALLEY GATEWAY LTD.

Trading Symbols

CNSX: NVG

Germany: WKN A0MNSR /

ISIN CA6315201039

Website: www.nassvalleyglobal.com

News Release

Vancouver, British Columbia, Canada, February 28, 2012

**NASS VALLEY ANNOUNCES PROPOSAL
FOR CONSOLIDATION OF ITS COMMON SHARES**

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Mel Stevens
President
Telephone: (250) 621-3286

or Dieter Peter
Chairman & CEO
Telephone: (604) 685-4170

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

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