

**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

March 16, 2012

Item 3. News Release

The News Release dated March 16, 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. (the "Company" or "NVG") wishes to announce it will use its best efforts to sell by private placement up to \$600,000 consisting of twelve million units at \$0.05 per unit ("Unit"). Each Unit will be comprised of one common share and one transferable common share purchase warrant. Each warrant forming part of a Unit is exercisable for one additional common share at an exercise price of \$0.10 per share for a period of two years from the date of closing.

The Company will apply the proceeds from the private placement for general corporate purposes.

Certain directors and officers of the Company may acquire units under the private placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any units issued to or the consideration paid by such persons will exceed 25% of the Company's market capitalization.

This private placement is subject to regulatory approval.

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 16th day of March, 2012.

NASS VALLEY GATEWAY LTD.

“Dieter Peter”

Per: Dieter Peter
Chairman & CEO



NASS VALLEY GATEWAY LTD.

Trading Symbols

CNSX: NVG

Germany: WKN A0MNSR /

ISIN CA6315201039

Website: www.nassvalleyglobal.com

News Release

The securities being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons without registration or applicable exemption from the registration requirement of such Act. This release does not constitute an offer for sale of such securities in the United States of America.

March 16, 2012, Vancouver, British Columbia

Non-Brokered Private Placement

Nass Valley Gateway Ltd. (the "Company" or "NVG") wishes to announce it will use its best efforts to sell by private placement up to \$600,000 consisting of twelve million units at \$0.05 per unit ("Unit"). Each Unit will be comprised of one common share and one transferable common share purchase warrant. Each warrant forming part of a Unit is exercisable for one additional common share at an exercise price of \$0.10 per share for a period of two years from the date of closing.

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Nass Valley Gateway is exploring industrial minerals and developing, marketing and establishing environmentally responsible Waste to Energy processes through its 100% owned subsidiary Greenville Environomic Energy Ltd. The Company and its subsidiary are devoted to building value for their shareholders and employees, contributing to the improvement of the communities in which they operate through employment creation, and implementing sustainable practices designed to preserve and enhance our environment.

For further information, please contact:

Mel Stevens
President
Telephone: (250) 621-3286

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

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