

**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

April 27, 2012

Item 3. News Release

The News Release dated April 27, 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 that it has entered into a joint venture agreement with Vixon Technology Ltd. ("Vixon"), for the assembly and commercialization of industrial drying systems based on the applications of microwave technology (the "M-Wave System"). This joint venture will be carried out through the Company's subsidiary, M-Wave EnviroTech Inc. ("MWE") in which the Company and Vixon will hold 55% and 35% interest respectively. The remaining 10% will be held by two directors of MWE. NVG will be the operator in this project.

Vixon has developed a proven, continuous-flow, proprietary technology integrated system that provides: practicable solutions to moisture content monitoring, control of the dehumidification requirements; and significant cost savings compared to the conventional and the newer atmospheric wood drying technologies. The M-Wave System will be a proprietary turn-key system providing low-cost, environmentally-friendly guarantees for improved Quality Control & Assurance in order to achieve high standards of quality specified product excellence.

Vixon has agreed to install in British Columbia a Pilot Plant within the next three months demonstrating the M-Wave System to MWE's potential customers. Until MWE's manufacturing and assembly in Canada is operational, and as future backup for integral parts for the M-Wave System, the MWE joint venture will have a secured supply from the original equipment manufacturer (OEM) of industrial Microwave drying equipment.

The Company believes that the M-Wave System will be the first environmentally-friendly, lower cost, sustainable, turn-key solution for its targeted industry segment worldwide and will revolutionize the wood drying industry. The Company is excited and looking forward to this joint venture.

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 27th day of April, 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.nass-valley.com

News Release

April 27, 2012, Vancouver, British Columbia

JOINT VENTURE – M-WAVE SYSTEM

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In North America the conventional method of dehumidification of lumber products is by batching product in dry kilns. Dry kilns operate by circulating humid 200°F. through lumber stacked with spacers to allow the airflow. The typical kiln is heated by steam from natural gas or waste wood fired boiler. The conventional kiln is fairly simple to operate, however can have set up costs as high as \$3,000,000 for a 150,000 board foot (bdf) capacity. Additionally, the continuous venting of hot humid air is inefficient, using 2-3 times the heat of vaporization of the water extracted. According to Vixon, the total kiln dried softwood production in North America is estimated to be in excess of 100 million Mbdf, with a wholesale value of \$40 billion. The softwood industry in North America employs approximately 8,000 lumber dry kilns, with hardwood kilns estimated to be 10,000 in North America.

Internationally, a variety of wood drying kiln technologies such as conventional, dehumidification, solar, vacuum, radio frequency are commonly used. Modern high-temperature, high-air-velocity conventional kilns can typically dry 1-inch-thick (25 mm) green lumber in 10 hours down to a moisture content of 18%. However, 1-inch-thick green Red Oak requires about 28 days to dry down to a moisture content of 8%. Newer wood drying technologies have included the use of reduced atmospheric pressure to attempt to speed up the drying process. A variety of vacuum technologies exist, varying primarily in the method heat is introduced.

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The Company believes that the M-Wave System will be the first environmentally-friendly, lower cost, sustainable, turn-key solution for its targeted industry segment worldwide and will revolutionize the wood drying industry. The Company is excited and looking forward to this joint venture.

ABOUT NASS VALLEY GATEWAY LTD.

Nass Valley Gateway Ltd. started off exploring industrial minerals and precious metals and progressed in consulting on viable geothermal exploration projects and resource assessment respectively through its wholly owned subsidiaries Kirkland Precious Metals Corp. and Nass Energy Inc.

Since 2011 NVG is focused on developing, marketing and establishing environmentally responsible Energy Converting and Waste Disposal Technology, through its subsidiary, Global Environomic Systems Corp. (“GSC”), and progressed in 2012 on specific microwave technology applications through its wholly owned subsidiary, M-Wave EnviroTech Inc (“MWE”) which NVG views as a technology niche complementary to GSC’s Enviro-X Technology.

Nass Valley Gateway and its subsidiaries 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:

Dieter Peter
Chairman & CEO
Phone: 604-630-6800

Jayram Hosanee
Director & CFO
Phone: (604) 685-4170

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