

**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**

July 19, 2012

**Item 3. News Release**

The News Release dated July 19, 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**

The Company announced the appointment of Peng Zhang and John Patrick Copeland to the Board of Directors and the appointment of Michael Zhu to replace Jayram Hosanee as Chief Financial Officer.

**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 19th day of July 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](http://www.nass-valley.com)

## News Release

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July 19, 2012, Vancouver, British Columbia

### CORPORATE UPDATES

Nass Valley Gateway Ltd. (the "Company" or "Nass Valley") wishes to announce that Messrs. Peng Zhang and John Patrick Copeland have joined Nass Valley's Board of Directors.

Mr. Zhang, General Manager of Vixon Technology Ltd. ("Vixon") is a seasoned professional in research and development of microwave for medical and clinical applications. He assisted in the development of many essential inventions of microwave technology for medical and clinical applications such as water-cooled microwave ablation system and ablation focused hyperthermia system. He also pioneered novel "first-in-man" microwave therapeutic applications with over 20 years in the specialty medical device industry. He directed the successful transition from Microwave Research Institute into a vital world class commercial enterprise with intellectual property pertinent to industrial and medical device industries.

Mr. Copeland was educated in Economics at the University of Manitoba. Through Mr. Copeland's efforts in the insurance industry, he has qualified for the "Top of the Million Dollar Round Table", a designation achieved by fewer than 250 individuals in the world. He has served on a number of corporate boards and has been involved in the raising of several hundred million dollars of corporate funding over the years.

The Company expressed regrets that Mr. Jayram Hosanee, Chief Financial Officer has resigned from his position as Director and CFO of the Company to pursue his career objectives. The Board of Directors and Management acknowledged his contributions as an invaluable asset of the management team, and wish him the best for his future endeavours.

The Company also wishes to announce that Mr. Michael Zhu has joined the Company to replace Mr. Hosanee. Mr. Zhu is a Chartered Accountant with more than 10 years of public practice experience in various Canadian accounting firms. He has also worked as a research analyst for overseas financial institutions. He graduated from Information & Electronic Engineering department in Zhejiang University with an Optoelectronic Technology major. The Company welcomes the addition of Mr. Zhu to its management team.

Vixon is the joint venture partner in Nass Valley's joint venture through its subsidiary, M-Wave EnviroTech Inc., ("M-Wave") for the assembly and commercialization of industrial drying systems based on its micro-wave technology. The Company has entered into a term sheet with a local company for the installation of the first wood shingle drying plant based on its M-Wave Technology M-Wave. The term sheet will be subject to a joint venture agreement to be executed between M-Wave EnviroTech Inc. and the joint venture partner.

## **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. 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

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

#### Corporate Office:

575-1111 West Hastings Street  
Vancouver, B.C. V6E 2J3  
Telephone: (604) 685-4170  
Fax: (604) 685-2360

#### Operations Office:

416 North Road  
Greenville, B.C. V0J 1X0  
Telephone: (250) 621-3286  
Fax: (250) 615-2281