

**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**

October 5, 2012

**Item 3. News Release**

The News Release dated October 5, 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**

At the Company's Annual General and Special Meeting (the "Meeting") held on September 26, 2012, the Nass Valley shareholders unanimously voted in favour of the special resolution approving the announced spin-off of Kirkland Precious Metals Corp. ("KPM"), a wholly owned subsidiary of Nass Valley. The spin-off will be effected by way of a plan of arrangement (the "Arrangement"), subject to among other things, completion of all regulatory filings.

The Company has on October 2, 2012 obtained a final order from the Supreme Court of British Columbia to the implementation of the Arrangement. The Company is pleased to announce that it will be implementing the approved spin-off to NVG shareholders of record on October 12, 2012 (the "Share Distribution Record Date"), with an ex-dividend date of October 9, 2012. Shareholders of Nass Valley will receive one KPM share for every NVG share held as of the Share Distribution Record Date. No action is required by NVG shareholders in order to receive shares of KPM and NVG shareholders will retain their NVG share certificates. Shareholders entitled to receive KPM shares will receive a DRS advice reflecting their ownership of KPM shares, or their brokerage account will be credited with the shares.

At the Meeting, Messrs. Dieter Peter, Andrew von Kursell, Melvin Stevens, Peng Zhang, John Patrick Copeland were elected as Directors of the Company and Manning Elliott LLP, Chartered Accountants were re-appointed as auditors of the Company for the ensuing year. The shareholders also approved the stock option plan for KPM.

At the board meeting held immediately after the AGM, the following officers and committee members were appointed:

**Officers**

|   |               |
|---|---------------|
| Chairman, President & CEO                       | Dieter Peter  |
| Chief Financial Officer                         | Michael Zhu   |
| Vice President, Treasurer & Corporate Secretary | Josephine See |

**Audit Committee**

John Patrick Copeland, Chairman  
Melvin Stevens  
Peng Zhang

**Environmental and Safety Committee**

Melvin Stevens, Chairman  
Dieter Peter  
James Elliott  
Bert Kelm

**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 5th day of October, 2012.

**NASS VALLEY GATEWAY LTD.**

*“Dieter Peter”*

Per: Dieter Peter  
Chairman & CEO



# NASS VALLEY GATEWAY Ltd.

Trading Symbols

CNSX: NVG  
Deutsche Borse, Frankfurt: 3NVN  
Germany: WKN A1JVHM/  
ISIN CA6315202029  
Website: [www.nass-valley.com](http://www.nass-valley.com)

## News Release

### NASS VALLEY ANNOUNCES SHAREHOLDER APPROVAL AND FINAL COURT ORDER FOR PLAN OF ARRANGEMENT FOR ASSET SPIN-OFF

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October 5, 2012, Vancouver, British Columbia – Nass Valley Gateway Ltd. (the "Company" or "Nass Valley") is pleased to announce that at the Company's Annual General and Special Meeting (the "Meeting") held on September 26, 2012, the Nass Valley shareholders unanimously voted in favour of the special resolution approving the announced spin-off of Kirkland Precious Metals Corp. ("KPM"), a wholly owned subsidiary of Nass Valley. The spin-off will be effected by way of a plan of arrangement (the "Arrangement"), subject to among other things, completion of all regulatory filings.

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Chief Financial Officer

Vice President, Treasurer & Corporate Secretary

Dieter Peter

Michael Zhu

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**Audit Committee**

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Melvin Stevens  
Peng Zhang

**Environmental and Safety Committee**

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James Elliott  
Bert Kelm

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements

**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  
President & CEO  
Phone: 604-630-6803*

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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.

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