

**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 30, 2012

**Item 3. News Release**

The News Release dated October 30, 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 announces that its subsidiary, M-Wave EnviroTech Inc. (the "Company") has entered into a joint venture agreement with Imperial Cedar Products Ltd. ("PCI"), an established manufacturer of wood products, for the erection of an M-Wave unit to be used for custom drying of wood products and for demonstrating the M-Wave System to customers. The M-Wave unit will be delivered in November 2012 to a dedicated facility on ICP's present production site and will be jointly operated through the Company's subsidiary, M-Wave System BC01 Inc. ("MWE-BC01").

ICP's production facility is located in Maple Ridge where ICP produces cedar shakes and shingles into multiple value added specialty products. The ICP facility produces quality re-edged and rebuted, grooved, sanded and specialty cut shingles as well as the priming and pre-staining on all products produced. ICP delivers its quality products for local and export markets. The Management of ICP is convinced that its product quality and overall production activities will be further improved through the application of the M-Wave System and will result in cost efficiencies for the end products.

**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 30th day of October, 2012.

**NASS VALLEY GATEWAY LTD.**

*“Dieter Peter”*

Per: Dieter Peter  
Chairman & CEO

## News Release

### NASS VALLEY ANNOUNCES INSTALLATION OF ITS STATE OF THE ART M-WAVE SYSTEM IN CANADA

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October 30, 2012, Vancouver, British Columbia – Nass Valley Gateway Ltd. ("Nass Valley") announces that its subsidiary, M-Wave EnviroTech Inc. (the "Company") has entered into a joint venture agreement with Imperial Cedar Products Ltd. ("PCI"), an established manufacturer of wood products, for the erection of an M-Wave unit to be used for custom drying of wood products and for demonstrating the M-Wave System to customers. The M-Wave unit will be delivered in November 2012 to a dedicated facility on ICP's present production site and will be jointly operated through the Company's subsidiary, M-Wave System BC01 Inc. ("MWE-BC01").

ICP's production facility is located in Maple Ridge where ICP produces cedar shakes and shingles into multiple value added specialty products. The ICP facility produces quality re-edged and rebuted, grooved, sanded and specialty cut shingles as well as the priming and pre-staining on all products produced. ICP delivers its quality products for local and export markets. The Management of ICP is convinced that its product quality and overall production activities will be further improved through the application of the M-Wave System and will result in cost efficiencies for the end products.

As announced on April 27<sup>th</sup>, 2012, Nass Valley executed a joint venture agreement with Vixon Technology Ltd. ("Vixon"), for the assembly and commercialization of industrial drying systems based on the applications of Vixon's multi-wave technology (the "M-Wave System"). This joint venture will implement its objectives through Nass Valley's subsidiary, M-Wave EnviroTech Inc., which will include the future assembly of the M-Wave production units in Canada.

***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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