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

August 3, 2011

Item 3. News Release

The News Release dated August 3, 2011 was disseminated via Canada Newswire and forwarded to the CNSX and the TSX Venture Exchange.

A copy of the News Release is attached as Schedule "A".

Item 4. Summary of Material Change

The Company has completed the National Instrument 43-101 Report on the Kirkland Project.

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 3rd day of August, 2011.

NASS VALLEY GATEWAY LTD.

"Dieter Peter"

Per: Dieter Peter
Chairman & CEO

Schedule "A"

NASS VALLEY GATEWAY LTD.

Trading Symbols
CNSX: NVG
Germany: WKN A0MNSR /
ISIN CA6315201039
Website: www.nassvalleyglobal.ca

News Release

Vancouver, British Columbia, Canada, August 3rd, 2011

Nass Valley Gateway completed National Instrument 43-101 Report
on its KIRKLAND LAKE GOLD PROJECT, Ontario, Canada

Nass Valley Gateway Ltd. (CNSX: "NVG") has received the National Instrument 43-101 Report on the Kirkland Lake project located in the Larder Lake Mining Division of northern Ontario, in which it has an option to acquire an 80% interest. The project consists of three blocks of claims totalling 1,896 hectares. The property includes the Link-Catherine , the Central–Catherine, and the 80 Foot Fall properties within the Boston-Skead gold belt. All three properties lie close together on a north trending linear and are underlain by Precambrian volcanics in contact with granitic intrusives. Extensive historical work has revealed complex gold-bearing quartz vein systems similar to the richly productive Kirkland Lake District and the Kerr-Addison Mine located to the northeast of this area.

Extensive drilling in multiple campaigns by several companies between 1993 and 2009 has yielded encouraging gold mineralization in several zones. Work to date also indicates the possibility of tellurium associated with the gold veins, nickel associated with ultramafic rock units, pegmatite-hosted lithium, molybdenum and rare metals, and volcanogenic massive sulphides within the volcanic units.

The majority of recent work has been concentrated on the Link-Catherine block between 1999 and 2009 which was explored by 29 holes of which 15 holes were focused in a zone of 375 meters by 300 meters where a number of auriferous and barren quartz and quartz-carbonate vein systems from 1.0 to 20.0 meters in thickness have been intersected. These vein systems carry individual veins of up to 0.3-1.5 meters thick which are flanked by a stockwork of 2.0 to 10.0 cm thick veins and veinlets. Within this area, 16 prospective composite intercepts ranging from 0.89-7.77 g Au/t over 1.5-31.3 meters occur in 12 of the holes. Also 17 other 0.5-2.0 meter individual intervals assaying greater than 1.0 g/t Au were observed in 15 holes. These results provide a strong incentive for additional work to further evaluate the complex gold-bearing system.

Work recommended on the property includes evaluating the potential for structural and lithological controls similar to the setting for the Terry deposit lying only 5 km to the northwest of the property where a relatively flat tabular quartz vein deposit has been drilled yielding a historical non compliant 43-101 resource of 365,000 tonnes at 4.2 g/t gold (Scott, 1994). A structural linear projects to the southeast from the Terry deposit, suggesting a possible extension onto the Central Catherine portion of the Company's property.
The entire belt of claims lies only 20 km south of the southwesterly projection of the Kirkland Lake-Larder Lake structural break that controls a plethora of gold mines, both historic and currently productive.

The report concludes that considerable potential remains to be evaluated within the area of most recent drilling. Within the drill cores from the last phase of drilling, numerous zones of pyritic materials on the Link-Catherine remain to be assayed in order to check for disseminated gold content possibly extending some distance from the veins and veinlets that returned encouraging gold values.

Review of all geophysical data and a program of three dimensional computer-assisted modeling of all drill data assembled to date are recommended to elucidate targets for continued exploration of the gold zones encountered to date on the Link-Catherine property. These gold zones lie within altered volcanics, transected by numerous northeast and northwest trending linears on the eastern flank of the intrusive mass on the west side of the Link-Catherine property. The report concludes that this mineralized belt warrants additional work.

The National Instrument 43-101 report was completed by L. Alex Scarbrough, Jr., Centennial, Colorado and Stewart A. Jackson, PhD, PGeol., of Winterhaven, California in accordance with the standards of disclosure for mineral projects as defined by National Instrument 43-101 and was filed on SEDAR.

The information in this release has been prepared on behalf of the Company by Dr. Stewart A. Jackson, PGeol., of Winterhaven, California, Qualified Person as defined by National Instrument 43-101.

The reader is cautioned that the historical data has not been verified. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources and Nass Valley Gateway is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon.

ABOUT NASS VALLEY GATEWAY LTD.

Nass Valley Gateway is exploring industrial minerals, precious metals and is also focusing on viable geothermal exploration and resource assessment as well as developing, marketing and establishing environmentally responsible Energy Converting and Waste Disposal Technology, respectively through its wholly owned subsidiaries Kirkland Lake Precious Metals Corp., Nass Energy Inc and Global Environomic Systems Corp.

The Company 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:

Mel Stevens
President
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or

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Chairman & CEO
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