

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Nass Valley Gateway Ltd. (the “Company”)
1140-13700 Mayfield Place
Richmond, BC
V6V 2E4

Item 2. Date of Material Change

October 16, 2015

Item 3. News Release

The News Release dated October 23, 2015 was disseminated via Canada Newswire and posted on the CSE website.

A copy of the News Release is attached as Schedule “A”.

Item 4. Summary of Material Change

The Company provided an update on its directors, committees and officers and announced the reappointment of Manning Elliott LLP as the Company’s auditors for the ensuing year.

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
Chief Executive Officer
(604) 278-1132

Item 9. Date of Report

Dated at Vancouver, BC, this 29th day of October, 2015.

NASS VALLEY GATEWAY LTD.

Per: "Dieter Peter"
Dieter Peter
President & CEO



NASS VALLEY GATEWAY Ltd.

Trading Symbols
CSE: NVG
Freiverkehrsmarkt, Frankfurt: 3NVN
Germany: WKN A1JVHM/
ISIN CA6315202029

NEWS RELEASE

CORPORATE UPDATE

Richmond, BC, Canada – October 23, 2015

Nass Valley Gateway Ltd. (the “Company or “Nass Valley”) wishes to announce that at its Annual General Meeting held on October 16, 2015 (the “AGM”), Messrs. Eric Peter-Kaiser, Andrew von Kursell, and Dieter Peter were re-elected as directors and new director Mr. Milo Filgas was added to the Company’s board of directors (“Board”). The Company thanks Mr. Stevens for his contributions to the Company during his tenure as a director.

Mr. Milo Filgas is an Engineer and has over 55 years of experience in serving as director of Canadian public companies.

At the AGM, Manning Elliott LLP was re-appointed as the Company’s auditors.

At the Board of Directors’ meeting held after the AGM on October 16, 2015, the following officers and committee members were appointed:

Officers

President & CEO

Interim Chief Financial Officer

Corporate Secretary

Dieter Peter

Andrew von Kursell

Michael Kelm

Audit Committee

Andrew von Kursell, Chairman

Eric Peter-Kaiser

Milo Filgas

The closing of Nass Valley’s private placement, as announced on Sept.15, 2015, has been approved and the company is in the process of completing its Listing Statement for final approval of the CSE.

THE COMPANY SEEKS SAFE HARBOR.

For further information please contact:

Dieter Peter, President & CEO, Tel.: 604-278-1132

or

Michael Kelm, Corporate Secretary. Tel.: 604-278-1135

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