

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

September 27, 2017

Item 3. News Release

The News Release dated September 27, 2017 was disseminated via Canada Newswire and posted on SEDAR and the CSE website.

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

Item 4. Summary of Material Change

The Company announced an amendment to the asset acquisition of IXI Treasury Holdings Ltd. (“ITHL”) and an addendum to the Definitive Asset Purchase Agreement (“DAP-Agr”) between the Company and ITHL.

The addendum to the DAP-Agr will allow ITHL to assign the DAP-Agr to an affiliated company, IXI Ventures Plc (“IXIVP”), and replace the Assets-ITHL – a Brazilian Government Bond with a minimum value of C\$800m maturing in 2036 – with all assets of IXIVP (“Assets-IXIVP”). The Assets-IXIVP will consist of preferred shares of IXIVP (“Pref-Shares-IXIVP”) and will represent a value equal to the value of the Assets-ITHL identified in the DAP-Agr but will be backed up by a basket of diversified tangible assets owned by IXIVP, such as mines, commodities, listed securities in other public companies including insured corporate bonds of a European company.

IXIVP is a company incorporated in London, United Kingdom under the incorporation No. 10913810 and is represented by a director and CEO who also represents ITHL in the same capacity.

The Pref-Shares-IXIVP, replacing the Assets-ITHL as Assets-IXIVP, will be non-voting, dividend bearing preference shares of IXIVP backed up by all assets of IXIVP which have been evaluated by independent, third party professional valuers. IXIVP agreed to qualify the Pref-Shares-IXIVP for listing on a regulated stock exchange.

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) 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 Richmond, BC, this 3rd day of October, 2017.

NASS VALLEY GATEWAY LTD.

Per: "Dieter Peter"
Dieter Peter
President & CEO



NASS VALLEY GATEWAY Ltd.

Trading Symbols

CSE: NVG

Deutsche Borse, Frankfurt: 3NVN

Germany: WKN A1JVHM/

ISIN CA6315202029

www.nassvalleygateway.com

NEWS RELEASE

Nass Valley Gateway: Addendum to the “Asset Purchase Agreement” with IXI Treasury Holdings Limited (“ITHL”)

Richmond, BC, Canada – September 27, 2017

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”) is pleased to update its shareholders in reference to its news releases dated February 8, 2017, March 2, 2017, and its latest monthly reports (“Form-7”) filed with the CSE on September 7 and August 2, 2017, on the amendment to the asset acquisition of IXI Treasury Holdings Ltd. (“ITHL”) and the addendum to the Definitive Asset Purchase Agreement (“DAP-Agr”) between the Company and ITHL.

The overall verification and essence of the initial Assets-ITHL (a Brazilian Government Bond with a minimum value of C\$800m and maturing in 2036), based on the documentation provided by ITHL, as identified within the exhibits of the DAP-Agr, and in particular the additional verification and authentication process of the Assets-ITHL through ITHL’s Canadian auditors, which were engaged to fully satisfy the Regulatory Authorities and the Board of Directors, caused more time and effort than initially expected by all parties engaged in the process.

The Board of Directors (“BoD”) is pleased to update shareholders on the proposal of ITHL’s principals for an addendum to the DAP-Agr which will allow ITHL to assign the DAP-Agr to an affiliated company, IXI Ventures Plc (“IXIVP”), and replace the Assets-ITHL with all assets of IXIVP (“Assets-IXIVP”). The Assets-IXIVP will consist of preferred shares of IXIVP (“Pref-Shares-IXIVP”) and will represent a value equal to the value of the Assets-ITHL identified in the DAP-Agr but will be backed up by a basket of diversified tangible assets owned by IXIVP, such as mines, commodities, precious stones, listed securities in other public companies including insured corporate bonds of a European company.

IXIVP is a company incorporated in London, United Kingdom under the incorporation No. 10913810 and is represented by a director and CEO who also represents ITHL in the same capacity.

The Pref-Shares-IXIVP, replacing the Assets-ITHL as Assets-IXIVP, will be non-voting, dividend bearing preference shares of IXIVP backed up by the assets of IXIVP which have been evaluated by



independent, third party professional valuers. IXIVP agreed to qualify the Pref-Shares-IXIVP for listing on a regulated stock exchange.

The addendum is supplemental to the DAP-Agr and is to form part thereof and shall have the same effect as though incorporated in the DAP-Agr and states that ITHL can assign the whole of their rights and obligations under the DAP-Agr, conditional upon that all rights, condition precedents and obligations under the DAP-Agr are assigned in full, with no reservation, set offs, side agreement or consideration, performing its due diligence on the underlying Assets-IXIVP and, ITHL as signatory to the addendum confirmed specifically that it will procure that IXIVP carries out all the duties and responsibilities in accordance to the DAP-Agr.

Nass Valley's management concurred with the addendum as a replacement of the assets, since it will not only shorten the validation process of the underlying asset as well as its evaluation procedure in respect to the Company's future audited balance sheets. It also minimizes the risk tremendously as it offers a tangible asset, acquired at a 50% discount to its present value, but more so in view of IXIVP's determination to list Pref-IXI-Shares on a regulated stock exchange, which will create a liquid and more attractive asset for the Company, more suitable as underlying asset for issuing its own corporate bonds or preference shares to finance the development of its future clean-tech projects.

The addendum will also not change the other essential purpose of the original proposed transaction: that of providing viable assets as underlying security to a series of green-energy and clean-tech corporate bonds which the Company plans to issue and list for trading on a regulated stock exchange. The BoD is of the view that the assets which will secure the preference shares are commonly favoured as security, will be less dilutive to the Company's shareholders and more attractive to a wider range of investors.

The altered transaction is still subject to regulatory approval and Nass Valley is amending its previous Listing Statement accordingly for submission to the CSE. The Company's stock will remain halted pending CSE approval.

Nass Valley's management believes that this announcement represents good news for the company and would like to thank its counterparties for suggesting and agreeing to the addendum.

We seek Safe Harbor.

For further information please contact:
Dieter Peter, President & CEO
Phone: 604-278-1135

Neither the CSE nor its Regulation Services Provider has reviewed or accepts responsibility for the adequacy or accuracy of the contents of this news release.