

Form 51-102F3

Material Change Report

Item 1. Name and Address of Company

Nass Valley Gateway Ltd. (the “Company”)
#170-422 Richards Street
Vancouver, BC
V6B 2Z4

Item 2. Date of Material Change

December 12, 2018

Item 3. News Release

The News Release dated December 14, 2018 was disseminated via Canada Newswire and filed on SEDAR.

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

Item 4. Summary of Material Change

The Company announced a corporate update following its Annual General Meeting held on December 12, 2018. This included the election of five (5) directors and appointments of officers and members of the audit committee as well as the re-election of Manning Elliott LLP as auditors of the Company and the approval and ratification of the Company’s stock option plan.

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) 617-6794

Item 9. Date of Report

Dated at Vancouver, BC, this 17th day of December, 2018.

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 LTD. - CORPORATE UPDATE

Vancouver, BC, Canada – December 14, 2018

NASS VALLEY GATEWAY LTD. (the “Company” or “Nass Valley”) wishes to announce that at its Annual General Meeting (the “AGM”) held on Wednesday, December 12, 2018, Messrs. Milo Filgas, Eric Peter-Kaiser, Andrew von Kursell, and Dieter Peter, were re-elected as Directors of Nass Valley. Mr. James Elliott was elected as additional Member of the Company’s Board of Directors. The shareholders also re-appointed Manning Elliott LLP, Chartered Accountants as the Company’s auditors and passed the resolutions approving and ratifying the Company’s stock option plan, which is a rolling 10% plan.

Nass Valley welcomes Mr. Elliott to the Board of Directors. With his experience in senior roles as Chief Executive and Technology Officer, Principal Engineer, Special Project Engineer and his expertise in CBD extraction, Medical Devices, Diagnostics and IVD sectors he will contribute in a very proactive way to the Company’s success subsequent to the closing of its proposed transaction.

The Board of Directors appointed the following officers and committee members:

Officers

President & CEO

Interim Chief Financial Officer and Corporate Secretary

Dieter Peter

Eric Peter-Kaiser

Audit Committee

Andrew von Kursell, James Elliott, and Milo Filgas;

Advisory Committee

Members to be nominated during the ensuing year.

The Board decided not to establish any other board committees until it has received the final approval from the CSE for their proposed transaction for the acquisition of “Advanced Bioceuticals Limited” and “Pro-Thotics Technology Inc”.

WE SEEK SAFE HARBOUR..

For further information please contact:

Dieter Peter, President & CEO

Phone: 604-617-6794

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.