

**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**

March 26, 2019

**Item 3. News Release**

The News Release dated March 26, 2019 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**

On March 26, 2018 the Company announced the appointment of two Directors and Officers pursuant to its fundamental acquisition of Advanced Bioceuticals Limited.

**Item 5. Full Description of Material Change**

For a full description of the material change, see Schedules “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:

John Affenita  
Chief Executive Officer  
(516) 680-0433

**Item 9. Date of Report**

Dated at Vancouver, BC, this 2nd day of April, 2019.

**NASS VALLEY GATEWAY LTD.**

Per: *John Affenita*

John Affenita

CEO



# NASS VALLEY GATEWAY Ltd.

Trading Symbols  
 CSE: NVG  
 Deutsche Borse, Frankfurt: 3NVN  
 Germany: WKN A1JVHM/  
 ISIN CA6315202029  
[www.nassvalleygateway.com](http://www.nassvalleygateway.com)

## NEWS RELEASE

### **Nass Valley Gateway Ltd. Appoints Two Directors and New Chief Executive Officer, Chief Operating Officer and Chief Financial Officer**

Vancouver, BC, Canada – March 26, 2019.

**Nass Valley Gateway Ltd.** (the “Company” or “Nass Valley”), trading on the Canadian Securities Exchange (“CSE”) under the trading Symbol “NVG” and on Deutsche Boerse Frankfurt under the trading Symbol 3NVN, is pleased to announce its Board of Directors has approved the appointment of two Directors and Officers pursuant to its fundamental acquisition.

Mr. John Affenita has been appointed as a director and the Chief Executive Officer (“CEO”) of Nass Valley. Mr. Affenita is also the CEO of Nass Valley’s acquired subsidiary Pro-Thotics Technology Inc, a position he has held since 2000. Mr. Affenita is the founder of Pro-Thotics Technology, Inc. He is an ABC (American Board of Certification) Orthotist and Prosthetist (“O&P”) member, serving the O&P field for 20 years.

Dr. Samuel Alawieh has been appointed as a director and the Chief Operating Officer (“COO”) of Nass Valley. Dr. Alawieh is also the Chief Executive Officer of Advanced Bioceuticals Limited, a position he has held since February 1, 2018 and has been the Chief Executive Officer and founder of RXNB Ltd, a position he has held since November 2013.

Dr. Alawieh, who did undergraduate studies in botany, biochemistry and physics prior to receiving his Doctor of Pharmacy is a highly respected scientist with significant experience in many aspects of CBD and cannabis. He participates in research and development of CBD and related products. Dr. Alawieh has developed extraction methods that make CBD production cost effective. He has defined a full line of proprietary CBD products and will direct Nass Valley’s future CBD product development objectives. He has also been the CEO and founder of RXNB Ltd., a full vertical life sciences company offering manufacturing and distribution of dietary supplements and specialty pharmacy franchising and product liability insurance coverage.

Mr. Michal Semler was appointed as the Chief Financial Officer of Nass Valley. He is currently the CFO of ABL. Mr. Semler has been in the healthcare and wellness business for the last 10 years. He has also driven the capital fundraising for Pro-Thotics Technologies and its affiliates and maintains all financial relationships with banking, private equity, and investor partners.

Prior to working for Pro-Thotics, Mr. Semler was the CFO of Cause Capital Inc, which produced marketing and advertising solutions for major healthcare brands. He was the Senior Vice President at Momentum Worldwide, an IPG marketing company and led the healthcare division, working in their New York offices until 2011. He graduated from Ithaca College of Ithaca, NY, USA with a Bachelor of Arts degree.

Dieter Peter, who will stay on as Chairman of the Board, commented: “In our first news release I reflected on Nass Valley’s future strong strategic position within a tremendous upside potential and very attractive market segment through the announced transaction. I especially expressed my delight that ABL’s young and experienced management team joined Nass Valley’s management and board of directors. I think the above appointments is a good start to bring the value to Nass Valley which the Company needs to meet expectations related to management.”

### WE SEEK SAFE HARBOUR

For further information please contact:

Dieter Peter, Chairman

Phone: 604-617-6794