

# Nass Valley Gateway agrees to Medical Cannabis Opportunity

16.10.2014 | [CNW](#)

RICHMOND, Oct. 16, 2014 - [Nass Valley Gateway Ltd.](#) (the "Company" or "Nass Valley") wishes to announce that it has entered into a letter agreement (the "LOI") granting the Company an exclusive right to acquire a corporation ("Target" or "Corporation") which is actively involved in the medicinal cannabis industry. The Corporation has been involved in the medical cannabis field for over 4 years and currently works with registered physicians within Canada. Under the Agreement, Nass Valley has the exclusive right to acquire the Target as a 100% owned subsidiary for up to 66,000,000 common shares of Nass Valley (the "Acquisition Price") and complete its due diligence by December 4, 2014 (the "Due Diligence Period"). The final Acquisition Price will be negotiated between the parties during the Due Diligence Period and upon the approval of the Regulatory Authorities and will be defined within a final agreement (the "Formal Agreement") which will include the respective standard Condition Precedents. The LOI also includes that both parties will make available to each other, all information requested for their respective Due Diligence and the Company will raise sufficient working capital through the Private Placement described below, in order to provide at least \$500,000 to the Corporation on the execution date of the Formal Agreement.

The Corporation operates its head office in western Canada but works with physicians across the country and is actively expanding its footprint in all provinces. A more detailed description of the Corporations business, assets and team will be released in due course. The final acquisition agreement is scheduled to be executed on or before December 4<sup>th</sup> 2014 and the Acquisition may constitute a Fundamental Change under the CSE Policy 8.

The Corporation currently works with existing Licensed Producers of medical cannabis who are designated by Health Canada. The Corporation helps facilitate a safe reliable protocol allowing patients to register with Licensed Producers under the Marihuana for Medical Purposes Regulations (MMPR). The Corporation also supports the appropriate treatment options for patients through its affiliated physicians.

Dieter Peter, President & CEO, commented: "This potential transaction represents a significant milestone for Nass Valley and will place the Company in a strong strategic position in the medicinal cannabis sector."

Nass Valley will use its best efforts to sell by private placement of up to 20,000,000 million units at \$0.05 per unit ("Unit") for total proceeds of up to \$1,000,000. Each Unit consists of one fully paid and non-assessable common share (a "Share") and one transferable common share purchase warrant (a "Warrant" and, together with the Shares, the "Securities") in the capital of the Issuer. Two Warrants shall entitle the holder thereof to purchase one additional Share (a "Warrant Share") in the capital of the Company at \$0.125 per Warrant Share for a period of one year from the date of closing. The Company has agreed to pay total finders' fees in relation to the financing of up to \$80,000 and up to 1,600,000 finders' warrants, having the same terms as the share purchase warrants under the above private placement, representing 8 per cent of the subscription value of the found subscribers. All securities to be issued under this private placement will be subject to a four month hold period from the date of closing and subject to regulatory approval pursuant to applicable Canadian securities laws.

The Company will use the proceeds from the private placement for the acquisition of new business opportunities, general corporate working capital and a partial repayment of its outstanding loans.

Certain directors and officers of the Company may acquire units under the private placement. Any such participation would be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any units issued to or the consideration paid by such persons will exceed 25% of the Nass Valley's market capitalization. The Company will pay the finders' fee in connection with the private placement on the portion of the total proceeds which will be raised from non-related parties.

We seek Safe Harbor.

*The CSE has not reviewed, and does not accept responsibility for the adequacy or accuracy of the contents*

of this news release.

*The securities being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons without registration or applicable exemption from the registration requirement of such Act. This release does not constitute an offer for sale of such securities in the United States of America.*

## Contact

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/184174--Nass-Valley-Gateway-agrees-to-Medical-Cannabis-Opportunity.html>

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