Nass Valley Gateway Ltd. Announces Debt Settlement

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RICHMOND, Nov. 5, 2014 - Nass Valley Gateway Ltd. (the "Company" or "Nass Valley") is pleased to announce that its Board of Directors has agreed to settle an aggregate of $273,902 of indebtedness owed to Mineral Hill Industries Ltd. ("MHI"), Merfin Management Limited ("Merfin") and Mr. Stuart Jackson ("STJ") (referred to collectively as the "Lenders") in the amounts of $25,000, $195,000 and $3,902, respectively. The settlements come as the Company continues its due process to acquire the medicinal cannabis corporation which is working with existing Licensed Producers of medical cannabis who are designated by Health Canada and which Nass Valley first announced in its news release on October 16, 2014. The management of Nass Valley is of the opinion that the Target is an efficient business model and the debt settlement will facilitate the Company's objectives of the acquisition.

The negotiated settlement with the supportive lenders will include 2,798,775 common shares of Nass Valley ("NVG-Shares") issued in lieu of cash repayment at deemed price of $0.08 per share. The Company will issue 48,775 NVG-Shares to STJ, 312,500 NVG-Shares to MHI and 2,473,500 NVG-Shares to Merfin as repayment of their outstanding debt. The debt had accumulated since September 2012 as supporting contributions from the above lenders for fees to regulatory authorities, office and administration expenses and the sublease of office space.

The settlements with MHI and Merfin are considered to be "related party transactions" as defined under Multilateral Instrument 61-101 ("MI 61-101"). MHI and Nass Valley are related by common officers and directors. Merfin Management Limited is a private holding company of which Mr. Dieter Peter is president, and which is controlled equally by two trusts.

The Company will be relying on exemptions 5.5(g) and 5.7(e) of Multilateral Instrument 61-101 and will be exempt from the formal valuation and minority shareholder approval requirements. The settlement will considerably improve the financial position of the Company and the Company's independent Directors have determined that the settlements are reasonable and beneficial for the Company's objectives and performance.

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

Contact

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