

# Nass Valley Gateway signs LOI for Medical Cannabis Opportunity

26.05.2015 | [CNW](#)

RICHMOND, May 26, 2015 - [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 S.R. Hadden Industries Ltd ("Hadden") which is actively engaged in the research and development of transdermal delivery systems through a third party and plans to first develop patches suitable for the delivery of tetrahydrocannabinol ("THC") and cannabidiol ("CBD"). Hadden is a private company, incorporated under the laws of the British Virgin Islands and will have its administrative offices in Canada.

Under the Agreement, Nass Valley has the exclusive right to acquire the Target as a 100% owned subsidiary for up to 23,000,000 common shares of Nass Valley (the "Acquisition Price") and complete its due diligence by May 30, 2015 (the "Due Diligence Period"). The Acquisition Price set within the Definitive Agreement is conditional upon the approval of the Regulatory Authorities. The LOI also includes that both parties will make available to each other, all information required to complete their respective Due Diligence and that the Target will arrange for an initial non-brokered Private Placement (the "PP") of up to 3,500,000 Units at \$0.10 per Unit. One Unit will consist of one common share and one share purchase warrant (the "Warrant") exercisable within one year after the approval of the PP, at a price of \$0.15 per Warrant.

S R. Hadden is a private company, incorporated under the laws of British Virgin Islands and will have its administrative office in Canada. A more detailed description of Hadden's business, assets and team will be released in due course; however, information regarding the company can be found at [www.srhaddenindustries.com](http://www.srhaddenindustries.com). The Definitive Agreement is scheduled to be executed on or before June 1<sup>st</sup> 2015.

Dieter Peter, President, commented: "Hadden seeks to develop and market therapeutic modalities based on proprietary nanoparticle platforms that provide truly unique capabilities in respect to its targeted strategies. This potential transaction would place the Company in a strong strategic position in the medicinal cannabis sector."

The Company has agreed to pay finders' fees in form of finders' warrants representing eight per cent of the subscription value of the found subscribers. All finders' warrants, will have the same terms as the share purchase warrants under the above PP. 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.

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.*

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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/201804--Nass-Valley-Gateway-signs-LOI-for-Medical-Cannabis-Opportunity.html>

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