

NASS VALLEY GATEWAY LTD.
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the “Meeting”) of Nass Valley Gateway Ltd. (the “Company”) will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, on Friday, November 25, 2011, at the hour of 10:00 a.m., Vancouver time, for the following purposes:

1. To receive and consider the report of the directors and the financial statements of the Company, together with the auditor's report thereon, for the financial year ended December 31, 2010.
2. To fix the number of directors at five.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the ensuing year.
5. To approve and ratify the Company’s Stock Option Plan.
6. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 21st day of October, 2011.

BY ORDER OF THE BOARD

“Dieter Peter”

Dieter Peter
Chief Executive Officer