



NASS VALLEY GATEWAY LTD.

Trading Symbols

CNSX: NVG

Germany: WKN A0MNSR /

ISIN CA6315201039

Website: www.nass-valley.com

News Release

April 24, 2012, Vancouver, British Columbia

Non-Brokered Private Placement

Nass Valley Gateway Ltd. (the "Company or "NVG") wishes to announce that further to its news release on March 16, 2012, it has received subscriptions of 12,000,000 million units for total proceeds amounting to \$600,000 and expects to close the private placement on April 25, 2012. All securities issued pursuant to this private placement are subject to a four-month hold period following the closing date. The net proceeds will be used for general corporate purposes.

Completion of the private placement is subject to the satisfaction of certain conditions, including approval of the private placement by the regulatory authorities.

Merfin Management Limited ("MRF"), a private trust, which is one of the Company's controlling shareholders and of which Dieter Peter is president, and Dieter Peter subscribed in aggregate for 7,400,000 units. Since Mr. Peter is Chairman and CEO of NVG, his participation would be considered a "related party transaction" as defined under Multilateral Instrument 61-101. Post-closing of this transaction, Mr. Dieter Peter and MRF would jointly hold 53.41% of the Company's issued share capital. Due to the size of the MRF's private placement relative to the Company's market capitalization, the Company is seeking exemptions from the formal valuation and minority shareholder approval requirements that generally apply to related party transactions under applicable securities laws.

Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") stipulates that, in the context of a related party transaction, if a material change report is filed less than 21 days before the expected date of the closing the transaction, an explanation is to be provided why the shorter period is reasonable or necessary in the circumstances. The Company's management and the Board of Directors ("Board") believe that, due to the nature of the transaction, the relationship amongst the parties and the small number of parties involved, the negotiation and preparation of the legal documentation and the obtaining of any necessary approvals should proceed quite quickly. Accordingly, the Board and management believe that, notwithstanding the proposed closing date of April 25, 2012, that it is reasonable that this press release be filed as of today's date.

According to Multilateral Instrument 61-101, related party transactions require formal valuation and minority shareholder approval unless the related party transactions satisfy certain exemptions, which in the current case will be pursuant to section 5.5 (g) and section 5.7(1) (e) of Multilateral Instrument 61-101 related to a Company issuing securities to a related party due to financial hardship.

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The independent directors have determined that without the completion of the proposed private placement the Company is in serious financial difficulty and this private placement will improve the financial position of the Company substantially. The independent directors of the Company, Messrs. Andrew von Kursell and Hugh Maddin, acting in good faith have determined that the terms of the transaction are reasonable in the circumstances of the Company and consider it to be in the best interests of the Company, and have recommended that the Board approve the proposed private placement. The Company will pay finders' fees of \$7,200 in cash and 32,000 non-transferable broker warrants. Each broker warrant entitles the holder to purchase one common share of the Company at a price of \$0.10 cents for a period of one year.

The Board of Directors held its meeting on April 23, 2012 to consider the circumstances of the private placement and the related party transaction and unanimously approved this private placement and related party transaction.

ABOUT NASS VALLEY GATEWAY LTD.

Nass Valley Gateway started off exploring industrial minerals and precious metals and consulting on viable geothermal exploration projects and resource assessment respectively through its wholly owned subsidiaries Kirkland Precious Metals Corp. and Nass Energy Inc.

Since 2011 NVG is focused on developing, marketing and establishing environmentally responsible Energy Converting and Waste Disposal Technology, through its subsidiary, Global Environomic Systems Corp. ("GSC"), and progressed in 2012 on specific microwave technology applications through its wholly owned subsidiary, M-Wave Envirotech Inc ("MWE") which NVG view as a technology niche complementary to GSC's Enviro-X Technology.

Nass Valley Gateway and its subsidiaries are devoted to building value for their shareholders and employees, contributing to the improvement of the communities in which they operate through employment creation, and implementing sustainable practices designed to preserve and enhance our environment.

For further information, please contact:

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