

**NASS VALLEY GATEWAY LTD.  
Suite 575, 1111 West Hastings Street  
Vancouver, British Columbia V6E 2J3**

**NOTICE OF AN ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

To: The Shareholders of Nass Valley Gateway Ltd.

**TAKE NOTICE** that pursuant to an order of the Supreme Court of British Columbia dated August 27, 2012, an annual and special meeting (the "**Meeting**") of shareholders (the "**NVG Shareholders**") of Nass Valley Gateway Ltd. (the "**Company**") will be held in the offices of legal counsel to the Company at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, British Columbia on September 26, 2012, at 11:00 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, 2011;
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 consider and, if thought fit, pass, with or without variation, a special resolution approving an arrangement (the "**Plan of Arrangement**") under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "**Act**") which involves, among other things, the distribution to the NVG Shareholders shares of Kirkland Precious Metals Corp. ("**KPM**"), currently a wholly-owned subsidiary of the Company, all as more fully set forth in the accompanying management information circular (the "**Circular**") of the Company;
7. to consider and, if thought fit, pass, with or without variation, an ordinary resolution to approve, ratify and affirm a stock option plan for KPM; and
8. to transact such other business as may properly come before the Meeting or at any adjournment(s) or postponement(s) thereof.

**AND TAKE NOTICE** that NVG Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their NVG Shares subject to strict compliance with the provisions of the interim order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule "C" of the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only NVG Shareholders of record at the close of business on August 22, 2012, will be entitled to receive notice of and vote at the Meeting.

**Registered NVG Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered NVG Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.**

Dated at Vancouver, British Columbia, this 27<sup>th</sup> day of August, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ "Dieter Peter"*

**Dieter Peter**  
**Chief Executive Officer**