

**NASS VALLEY GATEWAY LTD.**  
120B-12820 Clarke Place  
Richmond, British Columbia  
V6V 2H1

*Telephone: (604) 278-1135*

*Fax: (604) 278-1139*

**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 120B-12820 Clarke Place, Richmond, British Columbia, on Tuesday, September 23, 2014, 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, 2013.
2. To fix the number of directors at four (4).
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.

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 19<sup>th</sup> day of August, 2014.

**BY ORDER OF THE BOARD**

"Dieter Peter"

Dieter Peter

Chief Executive Officer