

OFFICER'S CERTIFICATE

TO: British Columbia Securities Commission
Ontario Securities Commission

RE: **Special Meeting of the Shareholders of Nass Valley Gateway Ltd. (the "Company")
to be held on Tuesday, April 4, 2017 (the "Meeting")**

With reference to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the undersigned, Dieter Peter, President and Chief Executive Officer of the Company, in such capacity and not in his personal capacity, without any personal liability whatsoever, certifies for and on behalf of the Company, after making due inquiry, that:

1. in accordance with the requirements set out in section 2.20(a) of NI 54-101, arrangements have been made to have the proxy-related materials for the Meeting sent in compliance with NI 54-101 to all beneficial owners at least 21 days before the date fixed for the Meeting;
2. in accordance with the requirements set out in section 2.20(b) of NI 54-101, arrangements have been made to carry out all of the requirements of NI 54-101 in addition to those described in paragraph 1 above; and
3. the Company is relying upon section 2.20 of NI 54-101 in connection with the Meeting.

DATED as of the 28th day of February, 2017.

“Dieter Peter”
Dieter Peter,
President & Chief Executive Officer