



**CONSENT RESOLUTIONS OF THE AUDIT COMMITTEE
OF NASS VALLEY GATEWAY LTD. ("the Company")**

The following Resolutions were consented to and adopted in writing by the undersigned, being the Members of the Audit Committee of the Company, effective as of January 17th, 2020.

FINANCIAL STATEMENTS

WHEREAS pursuant to the provisions of the *Business Corporations Act* (British Columbia), the financial statements for the year ending December 31st, 2019 were submitted for approval to the members of the audit committee for review;

AND WHEREAS the financial statements present fairly the financial position of the Company and the results of its operations for the period under review;

AND WHEREAS such financial statements were prepared in accordance with proper accounting principles applied on a basis consistent with that of the preceding period and contain all relevant information required to be supplied to the shareholders of the Company;

AND WHEREAS the Management Discussion and Analysis for the year ended Decemebr 31st, 2019 was submitted for approval to the members of the audit committee;

RESOLVED THAT the audit committee recommend that the audited financial statements and the Management Discussion and Analysis for the year ended December 31st, 2019 be submitted to the directors of the Company for approval.

EXECUTION IN COUNTERPARTS

BE IT FURTHER RESOLVED THAT these resolutions may be signed by the members of the Audit Committee in as many counterparts as may be necessary, each of which when executed and delivered, either by facsimile transmission or the original, shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the effective date set forth above.

"*Michael Semler*"- Chair
MICHAEL SEMLER

"*Jordan Erskine*"- COO
JORDAN ERSKINE

"*Michael Racaniello*"
MICHAEL RACANIELLO