

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Nass Valley Gateway Ltd.** (the "Issuer").

Trading Symbol: **NVG**

Date: **November 1, 2016**

1. New Options Granted:

Date of Grant: **October 25, 2016**

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Eric Peter-Kaiser	Director/Officer	Yes	140,000	\$0.10	Oct 25, 2019	0
Andrew von Kursell	Director	Yes	135,000	\$0.10	Oct 25, 2019	0
Milo Filgas	Director	Yes	85,000	\$0.10	Oct 25, 2019	0
Dieter Peter	Director/Officer	Yes	155,000	\$0.10	Oct 25, 2019	0
Vera Kaiser	Employee	No	35,000	\$0.10	Oct 25, 2019	0
Michael Kelm	Officer	Yes	35,000	\$0.10	Oct 25, 2019	0
Total			585,000			0

Total Number of optioned shares proposed for acceptance: **585,000.**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Eric Peter-Kaiser	33,333	\$0.10	Nov. 8, 2012	Nov. 12, 2016
Andrew von Kursell	50,000	\$0.10	Sept 30, 2013	Nov. 12, 2016
Eric Peter-Kaiser	15,000	\$0.10	Sept 30, 2013	Nov. 12, 2016
Michael Kelm	30,000	\$0.10	Sept 30, 2013	Nov. 12, 2016
Andrew von Kursell	135,000	\$0.10	April 28, 2015	April 28, 2018
Eric Peter-Kaiser	60,000	\$0.10	April 28, 2015	April 28, 2018
Dieter Peter	107,500	\$0.10	April 28, 2015	April 28, 2018
Michael Kelm	35,000	\$0.10	April 28, 2015	April 28, 2018
Vera Kaiser	35,000	\$0.10	April 28, 2015	April 28, 2018
Total	500,833			

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

September 23, 2014

- (b) State the date of the news release announcing the grant of options.

November 1, 2016.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

31,751,977

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

3.42%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

2,089,365

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated **November 1, 2016**.

Dieter Peter

Name of Director or Senior
Officer

"Dieter Peter"

Signature

President & CEO

Official Capacity