

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: **NVG**

Date: **December 13, 2017**

**1. New Options Granted:**

Date of Grant: **December 5, 2017**

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company)</b>	<b>Insider Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
Eric Peter-Kaiser	Director/Officer	Yes	140,000	\$0.10	Dec 5, 2020	0
Andrew von Kursell	Director	Yes	95,000	\$0.10	Dec 5, 2020	0
Milo Filgas	Director	Yes	85,000	\$0.10	Dec 5, 2020	0
Dieter Peter	Director/Officer	Yes	155,000	\$0.10	Dec 5, 2020	0
Vera Kaiser	Employee	No	35,000	\$0.10	Dec 5, 2020	0
Michael Kelm	Officer	Yes	35,000	\$0.10	Dec 5, 2020	0
James Elliott	Consultant	No	15,000	\$0.10	Dec 5, 2020	0
<b>Total</b>			<b>560,000</b>			<b>0</b>

Total Number of optioned shares proposed for acceptance: **560,000**.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
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
Andrew von Kursell	95,000	\$0.10	Oct. 25, 2016	Oct. 25, 2019
Eric Peter-Kaiser	140,000	\$0.10	Oct. 25, 2016	Oct. 25, 2019
Milo Filgas	85,000	\$0.10	Oct. 25, 2016	Oct. 25, 2019
Dieter Peter	155,000	\$0.10	Oct. 25, 2016	Oct. 25, 2019
Michael Kelm	35,000	\$0.10	Oct. 25, 2016	Oct. 25, 2019
Vera Kaiser	35,000	\$0.10	Oct. 25, 2016	Oct. 25, 2019
James Holmes	85,000	\$0.10	Feb. 8, 2017	Feb. 8, 2020
<b>Total</b>	<b>1,002,500</b>			

(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.

**December 7, 2017**

- (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.

**4.92%**

- (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.

**1,612,698**

- (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 **December 13, 2016**.

**Dieter Peter**  
\_\_\_\_\_  
Name of Director or Senior  
Officer

***“Dieter Peter”***  
\_\_\_\_\_  
Signature

**President & CEO**  
\_\_\_\_\_  
Official Capacity