

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: **NVG**

Date: **April 17, 2019**

1. New Options Granted:

Date of Grant: **April 10, 2019**

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
John Affenita	Director/Officer	Yes	260,000	\$018	April 10, 2022	0
Sam Alawieh	Director/Officer	Yes	240,000	\$0.18	April 10, 2022	0
Milo Filgas	Director	Yes	100,000	\$0.18	April 10, 2022	0
Andrew vonKursell	Director	Yes	110,000	\$0.18	April 10, 2022	0
Dieter Peter	Director/Officer	Yes	170,000	\$0.18	April 10, 2022	0
Eric Peter-Kaiser	Director/Officer	Yes	150,000	\$0.18	April 0, 2022	0
Michael Semler	Officer	Yes	100,000	\$0.18	April 10, 2022	0
Michael Racaniello	Director of ABL ⁽¹⁾ and PTI ⁽²⁾	Yes	120,000	\$0.18	April 10, 2022	0
Gregory Vax	Director of ABL ⁽¹⁾ and PTI ⁽²⁾	Yes	120,000	\$0.18	April 10, 2018	0
Mark Palestine	Consultant	No	70,000	\$0.18	April 10, 2022	0

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Vera Kaiser	Consultant	No	50,000	\$0.18	April 10, 2022	0
James Elliott	Consultant	No	15,000	\$0.18	April 10, 2022	0
TBA ⁽³⁾	Directors	Yes	50,000	\$0.18	April 10, 2022	0

Total Number of optioned shares proposed for acceptance : **1,555,000**

⁽¹⁾ Advanced Bioceuticals Limited, wholly owned subsidiary of Nass Valley Gateway Ltd.

⁽²⁾ Pro-Thotics Technology, Inc, wholly owned subsidiary of Nass Valley Gateway Ltd.

⁽³⁾ 50,000 stock options are reserved for three members of the newly formed Corporate Governance and Environment Committee who will be nominated and confirmed at the Company's next BoD meeting. An amended Form 11 will be submitted at that time.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Andrew von Kursell	95,000	\$0.10	Oct 25, 2016	Oct 25, 2019
Milo Filgas	65,000	\$0.10	Oct 25, 2016	Oct 25, 2019
Eric Peter-Kaiser	140,000	\$0.10	Oct 25, 2016	Oct 25, 2019
Andrew von Kursell	95,000	\$0.10	Dec 12, 2017	Dec 12, 2020
Milo Filgas	85,000	\$0.10	Dec 12, 2017	Dec 12, 2020
Eric Peter-Kaiser	140,000	\$0.10	Dec 12, 2017	Dec 12, 2020
Dieter Peter	120,000	\$0.10	Dec 12, 2017	Dec 12, 2020
James Elliott	15,000	\$0.10	Dec 12, 2017	Dec 12, 2020
Total	755,000			

(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.

December 12, 2018

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

April 15, 2019

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

312,679,477

- (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.

0.008%

- (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.

28,677,948

- (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 April 17, 2019.

John Affenita

Name of Director or Senior
Officer

“John Affenita”

Signature

President & CEO

Official Capacity