

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

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

Trading Symbol: NVG

Date: February 10, 2010

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: 31,276,303

Date of News Release Announcing ~~Private Placement~~ Acquisition: February 4, 2010

Closing Market Price on Day Preceding the Issuance of the News Release: 0.05

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relation ship to Issuer (2)
Not Applicable							

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds raised: N/A

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete

- to enable a reader to appreciate the significance of the transaction without reference to any other material. N/A .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A .
5. Description of securities to be issued:
- (a) Class N/A .
 - (b) Number N/A .
 - (c) Price per security N/A .
 - (d) Voting rights N/A .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number N/A .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) N/A .
 - (c) Exercise price N/A .
 - (d) Expiry date N/A .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A .
 - (b) Maturity date N/A .
 - (c) Interest rate N/A .
 - (d) Conversion terms N/A .
 - (e) Default provisions N/A .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
 - (b) Cash N/A .
 - (c) Securities N/A .
 - (d) Other N/A .
 - (e) Expiry date of any options, warrants etc. N/A .
 - (f) Exercise price of any options, warrants etc. N/A .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
N/A .
11. State whether the private placement will result in a change of control.
N/A .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Company entered into an Acquisition Agreement with Golden Dawn Minerals Inc (GOM), which gives the Company an option to acquire an 80% Joint Venture interest in three gold prospects within the Larder Lake Mining Division of the Province of Ontario, Canada.

The three properties, Central Catharine, Link-Catharine, and the 80-Foot-Fall property are located within the Boston-Skead gold belt of northeastern Ontario. This crescent-shaped gold belt is 25 km south of the still productive Kirkland Lake gold belt that has yielded 24 million ounces of gold in the past century of mining. Gold mineralization in this belt occurs with quartz, quartz-sulphide veins and veinlets in Archean volcanic rocks that have been intruded by granitic batholiths.

For the Link-Catharine area lying centrally between the other two properties, the most recent exploration work within the package of properties was conducted in 2008 and 2009. Highlights include 3.55g/t gold over 3 m and 3.26 g/t gold over 1.2 m in hole DDH CAT 08-22, and 1.01 g/t gold over 10 m and 2.65 g/t gold over 3.4 m in DDH CAT 08-04, and 17.5g/t gold over 1m in DDHCat 09-02. Together with values of 6.00g/t over 8.6m and 1.91g/t gold over 20.4m from hole 99-4, and encouraging gold values from numerous other holes within a broad target area, the results suggest an extensive zone of gold mineralization that warrants concerted continued evaluation for gold deposits.

On both the Central Catharine zone, the northernmost holding within the group, and on the 80-Foot-Fall property, the southernmost holding, drill programs intersected several quartz-pyrite vein systems. Additional work is needed to evaluate both the vein systems and geophysical anomalies on these two targets.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Company entered an Acquisition Agreement (the "Acquisition Agreement") with Golden Dawn Minerals Inc. for an option to acquire an 80% joint venture interest in three gold prospects within the Larder Lake Mining Division of the Province of Ontario, Canada, namely the Central Catherine, Link- Catherine and the 80-Foot-Fall (the "Property") and into three respective assignment agreements, in consideration for the issuance of up to 600,000 common shares of the Company over a period of three years, \$1,000,000 in exploration expenditures on the Property and cash payments of \$120,000, all on terms and conditions as set out in the Acquisition Agreement, the Assignment Agreements and the Amendment Agreements named below:

- i) An Assignment Agreement between Golden Dawn Minerals Inc. and Nass Valley Gateway Ltd. of the Option Agreement between Terry A. Link and Michael G. Caron dated December 18, 2007 (the "Link Agreement"), and the Amendment 2010 to the Link-Catherine Property Option Agreement between Terry A. Link and Michael G. Caron and Golden Dawn Minerals Inc. and Nass Valley Gateway Ltd.;
- ii) An Assignment Agreement between Golden Dawn Minerals Inc. and Nass Valley Gateway Ltd. of the Option Contract between Les Entreprises D'Exploration Ogima and Michael G. Caron dated January 25, 2008 (the "Central Catherine Agreement"), and the Amendment 2010 to the Central Catherine Property Option Agreement between Les Entreprises D'Exploration Ogima and Michael G. Caron and Golden Dawn Minerals Inc. and Nass Valley Gateway Ltd.;

iii) An Assignment Agreement between Golden Dawn Minerals Inc. and Nass Valley Gateway Ltd. of the Option Contract between Les Entreprises D'Exploration Ogima and Michael G. Caron dated January 18, 2008 (the "80FFOC Agreement") and the Amendment 2010 to the 80 Foot Fall Property Option Agreement between Les Entreprises D'Exploration Ogima and Michael G. Caron and Golden Dawn Minerals Inc. and Nass Valley Gateway Ltd.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: \$150,000 .

(b) Cash: \$120,000 to the original vendors of the properties .

(c) Securities (including options, warrants etc.) and dollar value: 600,000 common shares over three years, of which 450,000 common shares will be issued to Golden Dawn Minerals Inc. and 150,000 common shares will be issued to the original vendors of the property as per the Acquisition Agreement, Amendment Agreements detailed in Part 2, item 2 of this form. .

(d) Other: N/A .

(e) Expiry date of options, warrants, etc. if any: N/A .

(f) Exercise price of options, warrants, etc. if any: N/A .

(g) Work commitments: \$1,000,000 in exploration commitments .

3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). The acquisition price was an arm's length negotiation.

4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

5. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Golden Dawn Minerals Inc.	450,000 ⁽²⁾	\$22,500 ⁽³⁾		NI 45-102 s2.13	Nil	
Terry A. Link	50,000 ⁽²⁾	\$2,500 ⁽³⁾		NI 45-102 s2.13	Nil	
Les Entreprises D'Exploration Ogima	100,000 ⁽²⁾	\$5,000 ⁽³⁾		NI 45-102 s2.13	Nil	
Total	600,000					

(1) Indicate if Related Person

(2) Shares will be issued as follows:

Name	No. of Shares	Date of Issuance
Golden Dawn Minerals Inc.	200,000	after the fulfillment of all terms and conditions within the Acquisition Agreement
Golden Dawn Minerals Inc.	150,000	Second Anniversary Date of the Effective
Golden Dawn Minerals Inc.	100,000	Third Anniversary Date of the Effective Date
Terry A. Link	50,000	December 18, 2010
Les Entreprises D'Exploration Ogima	100,000	January 18, 2011
Total	600,000	

(3) Dollar value of shares based on market price as at February 4, 2010.

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Verified title on the Ontario Ministry of Northern Development Mines and Forestry website
7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in

connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

(b) Cash N/A.

(c) Securities N/A.

(d) Other N/A.

(e) Expiry date of any options, warrants etc. N/A.

(f) Exercise price of any options, warrants etc. N/A.

8. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

9. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated: February 10, 2010

Dieter Peter
Name of Director or Senior Officer

"Dieter Peter"
Signature

Chairman & CEO
Official Capacity