

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

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

Trading Symbol: NVG

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

Date of News Release Fully Disclosing the Transaction: April 22, 2010

#### **1. Transaction**

Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into an earn-in option agreement (the "EIO-Agr") with 7510446 Canada Ltd. dated for reference April 21, 2010 which gives the Issuer and its subsidiary, Greenville Environomic Energy Ltd. ("ENV") an option to acquire 50% interest in the exclusive importation and distribution of the patented QES 2000 Systems and all QES 2000 System production technology through the EIO-Agr of 50% undivided interest in a joint venture with CI (the "JV"). The Issuer's subsidiary, ENV will be the general operator and exclusive distributor for the JV within Canada for the purpose of marketing and selling QES2000 Systems and all QES2000 Plants. NVG may remain a marketer for all marketable end products derived from the (to-be established) QES2000 production plants.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: N.A.

(b) Cash: N.A.

<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (c) Other: No cash or shares will be issued other than the cost of the equipments when they are purchased.
- (d) Work commitments: Nil
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).  
The terms of the agreement was negotiated at arm's length with 7510446 Canada Ltd.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N.A.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: \_\_\_\_\_  
This transaction is subject to completion of a technical due diligence exercise and regulatory approval
6. 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 transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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):  
Not Applicable
- (b) Cash Not Applicable
- (c) Other Not Applicable
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.  
Not Applicable
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not Applicable

## 2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The marketing and sales of the QES2000 Production Plants and the marketing and sales of the marketable end products derived from the (to-be established) QES2000 Production Plants would provide cash revenue for working capital. This development will be an addition to the Issuer's gold mining and aggregate projects.

### 3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated May 27, 2010\_\_\_\_\_.

Dieter Peter  
Name of Director or Senior  
Officer

"Dieter Peter"  
Signature

Chairman & CEO  
Official Capacity