

**NASS VALLEY GATEWAY LTD.**  
1140-13700 Mayfield Place  
Richmond, British Columbia  
V6V 2E4

*Telephone: (604) 278-1135*

*Fax: (604) 278-1139*

**INFORMATION CIRCULAR**

(As at September 20<sup>th</sup>, 2016, except as indicated)

Nass Valley Gateway Ltd. (the “Company” or “Nass Valley”) is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at the annual general meeting (the “Meeting”) of the Company to be held on October 25<sup>th</sup>, 2016 and at any adjournments. Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

**APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the “Management Proxyholders”).

**A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.**

**VOTING BY PROXY**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

**If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

## COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

## NON-REGISTERED HOLDERS

**Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.** Some shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners ("NOBOs"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("OBOs").

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting, but rather has distributed copies of the Meeting materials to the Nominees for distribution to NOBOs.

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery.

## NOTICE-AND-ACCESS

The Company is not sending the Meeting materials to shareholders using "notice-and-access", as defined under NI 54-101.

## REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value, of which 31,751,977 shares are issued and outstanding. Persons who are registered shareholders at the close of business on September 20<sup>th</sup>, 2016 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company, except the following:

<i>Name</i>	<i>No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly</i>	<i>Percentage of Outstanding Shares</i>
MerFin Management Limited <sup>(1)</sup>	11,894,833	37.46%

<sup>(1)</sup> Merfin Management Limited is a private holding company, controlled equally by two trusts, whose trustees are Dieter Peter and Vera Kaiser.

## ELECTION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at four (4).

The Company is required to have an Audit Committee. Members of this committee are as set out below.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years</i>	<i>Previous Service as a Director of the Company</i>	<i>Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly<sup>(1)</sup></i>
DIETER PETER Vancouver, BC, Canada Chief Executive Officer, President and Director	President, CEO and Director, Mineral Hill Industries Ltd., President, CEO & Director, The Eelleet Network Corp.	Since October 2005	2,472,167
ANDREW VON KURSELL <sup>(2)</sup> Surrey, BC, Canada Director, Interim Chief Financial Officer	Director, Mineral Hill Industries Ltd. and The Eelleet Network Corp.	Since June 25, 2008	Nil
ERIC PETER-KAISER <sup>(2)</sup> Marina Del Rey, CA, U.S.A. Director	Director, Mineral Hill Industries Ltd.; Director, The Eelleet Network Corp.	Since April 24, 2015	25,000
MILO FILGAS <sup>(2)</sup> Delta, BC, Canada	Retired; Director of Mineral Hill Industries Ltd.	Since October 16, 2015	Nil

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at September 20, 2016 based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.
- (2) Denotes a member of the Audit Committee of the Company. Mr. von Kursell is the Chair of the Audit Committee.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, no proposed Director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Company) that:
- (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or

instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or

- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

The following Directors of the Company hold Directorships in other reporting issuers as set out below:

<u>Name of Director</u>	<u>Name of Other Reporting Issuer</u>
Dieter Peter	Mineral Hill Industries Ltd. The Eelleet Network Corp.
Andrew H. von Kursell	Mineral Hill Industries Ltd. The Eelleet Network Corp.
Eric Peter-Kaiser	Mineral Hill Industries Ltd. The Eelleet Network Corp.
Milo Filgas	Mineral Hill Industries Ltd.

## **EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

As the Directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of Directors, the Board will elect a Human Resources & Corporate Governance and Environment & Safety Committee in due course. The Company presently does not have a Compensation Committee. The Board of Directors has the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the independent Directors review compensation paid for Directors and senior management of companies of similar size and stage of development in the junior industrial sectors and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Company. The Company has presently no employment contracts with any Named Executive Officers. In evaluating the Administrative Services, the independent Directors annually review the performance of the CEO and CFO in light of the Company's objectives and the progress of its projects and consider other factors that may have impacted the success of the Company in achieving its objectives.

#### Elements of Compensation

The Company's executive compensation consists of long-term incentives in the form of stock options granted under the Company's Stock Option Plan.

#### Compensation Policies and Risk Management

The Board of Directors considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. Commencing in 2012, the Board of Directors reviews at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time.

The Company's executive compensation is long-term ownership in the Company through the Company's Stock Option Plan. The present compensation structure ensures that the executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board of Directors did not establish a Human Resource Committee as the Board of Directors is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

#### Hedging of Economic Risks in the Company's Securities

The Company has not adopted a policy prohibiting Directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by Directors or officers. However, the Company is not aware of any Directors or officers having entered into this type of transaction.

#### Option-Based Awards

The Company's Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the CSE, and closely align the interests of the executive officers with the interests of shareholders.

The Board of Directors as a whole has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

#### Compensation Governance

Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior industrial companies grant options and the potential value that each optionee is contributing to the Company and the various board committees. The number of options granted to an individual is based on such considerations.

### **Summary Compensation Table**

The following table (presented in accordance with National Instrument Form 51-102F6 "**Statement of Executive Compensation**" (the "**Form 51-102F6**")) sets forth all annual and long term compensation for services in all capacities to the Company for the most recently completed financial year (to the extent required by Form 51-102F6) in respect of each of the individuals comprised of the CEO and the CFO as at December 31, 2015 and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, (other than the CEO and the CFO), as at December 31, 2015 whose total compensation was, individually, more than \$150,000 for the financial year and any individual who would have satisfied these criteria but for the fact that individual was

neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the “**Named Executive Officers**” or “**NEOs**”).

Name and principal position	Year ending	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)(2)</sup>	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Dieter Peter <i>CEO &amp; President</i>	2015	Nil	Nil	12,248	Nil	Nil	Nil	Nil	12,248
	2014	Nil	Nil	534	Nil	Nil	Nil	Nil	534
	2013	Nil	Nil	9,344	Nil	Nil	Nil	Nil	9,344
Andrew von Kursell <i>Interim CFO</i> ( June 17, 2014)	2015	Nil	Nil	24,946	Nil	Nil	Nil	Nil	24,946
	2014	Nil	Nil	66	Nil	Nil	Nil	Nil	66
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- (1) These amounts represent the value of stock options granted to the respective Named Executive Officer. The methodology used to calculate these amounts was the Black-Scholes model. This is consistent with the accounting values used in the Company’s financial statements. The dollar amount in this column represents the total value ascribed to the stock options.
- (2) On August 18, 2015 the trading of common stock was halted due to a potential deal of acquisition. The Company decided to extend the life of all options that had expired in 2015 by the number of days the stock was halted.

### Incentive Plan Awards

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain goals or similar conditions within a specified period is awarded, earned, paid or payable to the Named Executive Officers.

### Outstanding Share-Based Awards and Option-Based Awards

The following table provides information regarding the incentive plan awards for each Named Executive Officer outstanding as at December 31, 2015.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Dieter Peter, <i>CEO &amp; President</i>	137,500	\$0.10	Apr 28, 2018	31,625	Nil	Nil	Nil
Andrew von Kursell, <i>Interim CFO</i>	145,000 50,000 <sup>(2)</sup>	\$0.10 \$0.10	Apr 28, 2018 Nov 12, 2016	33,350 11,500	Nil Nil	Nil Nil	Nil Nil

- (1) Calculated using the closing price of the Common Shares on the CSE on December 31, 2015 of \$0.33 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise. As the stock had been halted on August 18, 2015 the closing price of that date was used in calculating the value of unexercised options.
- (2) On August 18, 2015 the trading of common stock was halted due to a potential deal of acquisition. The Company decided to extend the life of all options that were due to expire in 2015 by the number of days the stock was halted.

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each Named Executive Officer for the financial year ended December 31, 2015.

*Value Vested or Earned During the Financial Year Ended December 31, 2015*

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Dieter Peter <sup>(1)</sup> CEO & President	Nil	Nil	Nil
Andrew von Kursell Interim CFO <sup>(2)</sup>	Nil	Nil	Nil

(1) 52,500 options at \$0.10 vested on Apr 28, 2015 when the Company's share price was \$0.07. No value would have been realized had the options been exercised on the vesting date.

(2) 72,500 options at \$0.10 vested on Apr 28, 2015 when the Company's share price was \$0.07. No value would have been realized had the options been exercised on the vesting date.

The following table provides details regarding stock options exercised and sold by the Named Executive Officers during the financial year ended December 31, 2015.

*Option Exercised During the Financial Year Ended December 31, 2015*

Name	Number of options exercised and sold	Option exercise price	Value realized (\$)
Dieter Peter, <i>CEO &amp; President</i> <sup>(1)</sup>	337,500	\$0.10	Nil
Andrew von Kursell, <i>Interim CFO</i>	Nil	Nil	Nil

(1) Dieter Peter exercised 100,000 options on Jul 09, 2015 when the share price was \$0.08; 100,000 options on Jul 10, 2015 when the share price was \$0.07; 85,000 options on Jul 13, 2015 when the share price was \$0.10; and 52,500 options on Jul 15, 2015 when the share price was \$0.10. Therefore no value was realized had the shares been sold.

### **Pension Plan Benefits**

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

### **Termination and Change of Control Benefits**

The Company and its subsidiaries have not entered into any employment contracts with the Named Executive Officers.

The Company and its subsidiaries do not have any contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change of control of the Company or its subsidiaries or a change in responsibilities of the Named Executive Officer following a change in control.

### **DIRECTOR COMPENSATION**

No compensation was provided to the Directors, who are each not also a Named Executive Officer, for the Company's most recently completed financial year.

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

### Director Compensation Table

The following table sets forth all amounts of compensation provided to each Director, who is not also a Named Executive Officer, for the financial year ended December 31, 2015.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards <sup>(1)(2)</sup> (\$)	Non-equity incentive plan	Pension Value	All other compensation (\$)	Total (\$)
Eric Peter-Kaiser <i>elected Sep 23, 2014</i>	Nil	Nil	18,143	Nil	Nil	Nil	\$18,143
Mel Stevens <i>until October 16, 2015</i>	Nil	Nil	\$25,963	Nil	Nil	Nil	\$25,963
Milo Filgas, <i>elected October 16, 2015</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>Nil</b>	<b>\$44,106</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>\$44,106</b>

(1) These amounts represent the value of stock options granted to the respective Non-Executive Directors. On August 18, 2015 the trading of common stock was halted due to a potential deal of acquisition. The Company decided to extend the life of all options that were due to expire in 2015 by the number of days the stock was halted which resulted in a modification of the share based compensation.

(2) The methodology used to calculate these amounts was the Black-Scholes model. This is consistent with the accounting values used in the Company's financial statements. The dollar amount in this column represents the total value ascribed to the stock options.

### Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table provides information regarding the incentive plan awards for each Director, who is not also a Named Executive Officer, for the financial year ended December 31, 2015.

#### *Outstanding Share-Based Awards and Option-Based Awards*

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Eric Peter-Kaiser	23,333	\$0.10	Nov 12, 2016	\$5,367	Nil	Nil	Nil
	20,000	\$0.10	Nov 12, 2016	\$4,600	Nil	Nil	Nil
	70,000	\$0.10	Apr 28, 2018	\$16,100	Nil	Nil	Nil
Mel Stevens	70,000	\$0.10	Nov 12, 2016	\$16,100	Nil	Nil	Nil
	65,000	\$0.10	Apr 28, 2018	\$14,950	Nil	Nil	Nil
Milo Filgas	Nil	N/A	N/A	Nil	Nil	Nil	Nil

(1) Calculated using the closing price of the Common Shares on the CSE on December 31, 2015 of \$0.33 and subtracting the exercise price of in-the-money stock options. The stock was halted on August 18, 2015 with the last trade being at \$0.33. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each Director, who is also not a Named Executive Officer, for the financial year ended December 31, 2015.

*Value Vested or Earned During the Financial Year Ended December 31, 2015*

Name	Option-based awards – Value vested during the year (\$) <sup>(3)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Eric Peter-Kaiser <sup>(1)</sup>	Nil	Nil	Nil
Mel Stevens <sup>(2)</sup>	Nil	Nil	Nil
Milo Filgas	Nil	Nil	Nil

(1) 35,000 options at \$0.10 vested on April 28, 2015 when the Company's share price was \$0.07.

(2) 32,500 options at \$0.10 vested on April 28, 2015 when the Company's share price was \$0.07.

(3) No value would have been realized had the options been exercised on the vesting date.

The following table provides details regarding stock options exercised and sold by each Director, who is also not a Named Executive Officer, for the financial year ended December 31, 2015.

*Option Exercised During the Financial Year Ended December 31, 2015*

Name	Number of options exercised and sold	Option exercise price	Value realized (\$)
Eric Peter-Kaiser	Nil	Nil	Nil
Mel Stevens	Nil	Nil	Nil
Milo Filgas	Nil	Nil	Nil

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	1,101,829	\$0.10	2,073,369
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
<b>Total</b>	<b>1,101,829</b>	<b>N/A</b>	<b>2,073,369</b>

(1) The Company's stock option plan is a rolling stock option plan which sets the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares on the date of grant.

### INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

The Company does not make personal loans or extensions of credit to its directors or executive officers. As at September 20, 2016, there was no indebtedness outstanding of any current or former Director,

executive officer or employee of the Company or any of its subsidiaries which is owing to the Company or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

in relation to a securities purchase program or other program.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

#### **APPOINTMENT OF AUDITORS**

Manning Elliott LLP, Chartered Accountants, of Vancouver, British Columbia, is the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Manning Elliot LLP as the Company's auditor to hold office for the ensuing year.

#### **MANAGEMENT CONTRACTS**

No management functions of the Company or subsidiary are performed to any substantial degree by a person other than the Directors or executive officers of the Company or subsidiary.

#### **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

### **Independence of Members of Board**

The Company's Board currently consists of four Directors, two of whom are independent based upon the tests for independence set forth in National Instrument 52-110 ("NI 52-110"). Eric Peter-Kaiser and Milo Filgas are independent. Dieter Peter is not independent as he is the CEO and President of the Company. Andrew von Kursell was appointed by the Board to the position of interim Chief Financial Officer effective June 17, 2014. Mr. von Kursell ceased to be independent as set forth by NI 52-110 at that time.

### **Management Supervision by Board**

The operations of the Company do not support a large Board of Directors and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are, however, able to meet at any time without any members of management, including the non-independent Directors, being present. Further supervision is performed through the Audit Committee which is composed of a majority of independent Directors who meet with the Company's auditors without management being in attendance.

### **Risk Management**

The Board of Directors is responsible for the adoption of a strategic planning process, the identification of principal risks and implementation of risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The Audit Committee is responsible for the risk management items set out in the Audit Committee charter.

### **Orientation and Continuing Education**

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
2. access to management and technical experts and consultants; and
3. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

### **Ethical Business Conduct**

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct and has instructed its management and employees to abide by the Code.

## **Nomination of Directors**

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the appropriate industry segments are consulted for possible candidates.

## **Board Committees**

As the Company was in the process of acquiring a target company (the “Target”) that would be considered a “Fundamental Acquisition” and a change of business under the policies of the Canadian Securities Exchange (“CSE”), Management elected at that time not to appoint any Board Committees other than the Audit Committee. As the Directors are actively involved in the operations of the Company and the size of the Company’s operations does not warrant a larger board of Directors, the Board will elect a Human Resources and Corporate Governance Committee in due course.

Appointed Committees shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each Committee will develop its charter and code of Conduct to be approved by the Board of Directors.

## **Assessments**

The Board does not consider that formal assessments are useful at this stage of the Company’s development. The Board conducts informal annual assessments of the Board’s effectiveness, the individual Directors and each of its committees. The Board intends to implement formal assessments to assist in its review and in due course will conduct formal surveys of its Directors, the Human Resource and Corporate Governance Committee, when it is formed, on its assessment of the functioning of the Board and reports from each committee respecting its own effectiveness.

## **AUDIT COMMITTEE**

### **The Audit Committee's Charter**

#### *Mandate*

The primary function of the Audit Committee (the “Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements.
- Review and appraise the performance of the Company’s external auditors.
- Provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

#### Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### Risk Management

1. To review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
2. To inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.
3. To request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.
4. To assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

### Other

Review any related-party transactions.

### **Composition of the Audit Committee**

The following are the members of the Committee:

Andrw von Kursell	Not Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Eric Peter-Kaiser	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Milo Filgas	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

<sup>(1)</sup> As defined by NI 52-110.

### **Audit Committee Member Education and Experience**

**Andrew von Kursell:** Mr. von Kursell has a Bachelor Degree in Mining Engineering from McGill University and has practiced his profession for the past 40 plus years. He is licensed to practice in three Canadian jurisdictions and is a retired member of the Yukon P. Eng Association. He has held top management positions in public companies which required a thorough understanding of internal controls and procedures in financial reporting. As a Director of various public companies, he has served on a number of Audit Committees.

**Eric Peter-Kaiser:** Mr. Peter-Kaiser possesses a Bachelor of Science degree in Business Administration and has over 10 years of experience working in the Film Industry. He has extensive experience in film production, finance, development, marketing, distribution, brands, and new media. He has a proven record meeting goals, budgets and delivering a consistent job performance.

**Milo Filgas:** Mr. Filgas is a Marine Engineer and has over 55 years of experience in the operational industries in Canada. Mr. Filgas has extensive experience in the Canadian mining industry, operational development as well as operations and has a thorough knowledge of Canadian mining and Labour Laws. Mr. Filgas has served as director of public companies in Canada.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Company is relying upon the exemption in Section 6.1 of NI 52-110 from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

## Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading “External Auditors”.

### External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i> <sup>(1)</sup>	<i>Audit Related Fees</i>	<i>Tax Fees</i> Ⓓ	<i>All Other Fees</i>
December 31, 2015	\$15,000	\$Nil	\$Nil	\$Nil
December 31, 2014	\$6,350	\$Nil	\$Nil	\$Nil

(1) The amount of tax fees billed by the Company's external auditors is included in the amount set out in the “Audit Fees” column.

### Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### Approval and Ratification of Stock Option Plan

The Board of Directors of the Company implemented a stock option plan (the “Plan”) effective July 15, 2006. The purpose of the Plan is to allow the Company to grant options to Directors, officers, employees and service providers, as additional compensation, and as an opportunity to participate in the profitability of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to five years as determined by the board of Directors of the Company and are required to have an exercise price not less than the Discounted Market Price as defined in the Plan prevailing on the day that the option is granted. Pursuant to the Plan, the Board of Directors may from time to time authorize the issue of options to Directors, officers, employees and service providers of the Company and its subsidiaries or employees of companies providing management services to the Company or its subsidiaries.

The number of common shares which may be issued pursuant to options previously granted and those granted under the Plan is a maximum of 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis. Under exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis.

Therefore, at the Meeting, shareholders will be asked to pass a resolution in the following form:

“UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, the Stock Option Plan to which the Directors may, from time to time, authorize the issuance of options to Directors, officers, employees and service providers of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis.”

The full text of the Plan will be available for review at 1140-13700 Mayfield Place, Richmond, B.C. V6V 2E4, during usual business hours up to the date of the Meeting and at the Meeting.

Unless such authority is withheld, the persons named in the enclosed proxy intend to vote for the approval and ratification of the Plan.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at 1140-13700 Mayfield Place, Richmond, British Columbia, V6V 2E4, to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

**OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 20<sup>th</sup> day of September, 2016.

APPROVED BY THE BOARD OF DIRECTORS  
OF NASS VALLEY GATEWAY LTD.

"DIETER PETER"  
DIETER PETER  
Chief Executive Officer