

AMENDED

Form 45-106F1

Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer information

NASS VALLEY GATEWAY LTD.

Suite 570 — 1111 West Hastings Street

Vancouver, BC V6E 2J3

The Issuer is not a reporting issuer.

Item 1: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Details of distribution

Item 2: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 3: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

August 31, 2006

Item 4: For each security distributed:

(a) describe the type of security.

Special Warrants

(b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

1,200,000 Special Warrants exchangeable into 1,200,000 common shares of the Company for no additional consideration during the period commencing the date (August 31, 2006) which is the earlier of twelve months from the

issue date or the fifth business day after which a receipt is issued for the Company's prospectus.

(c) state the exemption(s) relied on.

NI 45-106 paragraph 2.9

Item 5: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under Item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	262	\$0.45	\$295,335.00
Alberta	4	\$0.45	\$2,250.00
Ontario	1	\$0.45	\$4,500.00
Germany	11	\$0.45	\$123,840.00
Croatia	9	\$0.45	\$84,375.00
Mexico	5	\$0.45	\$2,250.00
New Zealand	1	\$0.45	\$27,000.00
United States of America	1	\$0.45	\$450.00
Total number of Purchasers	294		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$540,000

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 6: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
N/A	None	None	N/A	N/A	None

Item 7: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: September 25, 2006

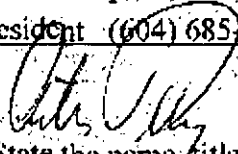
NASS VALLEY GATEWAY LTD.

Name of issuer (please print)

Print name, title and telephone number of person signing

Dieter Peter, President (604) 685-4170

Signature:



Item 8: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario