



**INTERIM CONSOLIDATED FINANCIAL
STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED
JUNE 30, 2008
UNAUDITED**

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
INTERIM CONSOLIDATED BALANCE SHEET
AS AT JUNE 30, 2008 AND SEPTEMBER 30, 2007
UNAUDITED

(Expressed in Canadian Dollars)	June 30 2008	September 30 2007
ASSETS		
Current assets		
Cash and cash equivalents	\$ 1,843,050	\$ 11,547,584
Accounts receivable	4,613,358	2,861,752
Concentrate, powder, APT and ore stockpile inventory (Note 4(a))	4,310,099	5,476,631
Supplies inventory (Note 4(b))	2,788,388	2,676,958
Prepaid expenses	516,353	365,415
	<u>14,071,248</u>	<u>22,928,340</u>
Property, plant and equipment (Note 5)	17,635,575	18,864,945
Mineral properties (Note 7)	7,257,822	4,209,229
Other assets		
Funds held in escrow (Note 6 & 12)	3,287,672	2,787,672
Deferred royalty purchases (Note 7 (b))	131,104	158,153
	<u>\$ 42,383,421</u>	<u>\$ 48,948,339</u>
LIABILITIES		
Current liabilities		
Bank borrowings (Note 18(a))	\$ 1,310,345	\$ 189,294
Accounts payable and accrued liabilities	9,987,593	9,838,634
Loan facility (Note 18(b))	3,000,000	-
Current portion of loans and capital leases (Note 9)	76,965	298,877
	<u>14,374,903</u>	<u>10,326,805</u>
Reclamation liabilities (Note 10)	3,531,626	3,402,697
Long term loans and obligations under capital leases (Note 9)	1,265,312	1,252,768
	<u>19,171,841</u>	<u>14,982,270</u>
SHARE CAPITAL AND DEFICIT		
Share capital (Note 11(a))	37,494,828	37,911,629
Contributed surplus (Note 11(b))	2,741,456	2,328,144
Deficit	(17,024,704)	(6,273,704)
	<u>23,211,580</u>	<u>33,966,069</u>
	<u>\$ 42,383,421</u>	<u>\$ 48,948,339</u>

Going concern (Note 1)

Commitments and contingent liabilities (Notes 12 and 13)

Subsequent events (Note 20)

ON BEHALF OF THE BOARD

"signed"

Stephen M. Leahy

"signed"

Bryce M.A.Porter

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS AND DEFICIT
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2008 AND 2007
UNAUDITED

	For the three months ended		For the nine months ended	
	June 30	June 30	June 30	June 30
(Expressed in Canadian Dollars)	2008	2007	2008	2007
REVENUES				
Tungsten sales (Note 16)	\$ 15,431,746	\$ 17,638,402	\$ 39,688,884	\$ 45,329,881
Interest income	10,319	102,499	127,577	118,287
	<u>15,442,065</u>	<u>17,740,901</u>	<u>39,816,461</u>	<u>45,448,168</u>
EXPENSES				
Minesite cost of sales	13,687,038	12,607,975	42,395,707	37,574,574
Freight, handling and storage	632,666	405,562	1,470,143	1,140,109
Royalties	154,158	180,573	383,839	450,065
Amortization and depreciation	1,290,991	516,630	3,632,658	1,370,726
General and administrative (Note 15)	768,007	648,406	2,389,260	1,804,984
Accretion of reclamation liabilities (Note 10)	43,429	29,210	128,929	88,313
Interest & financing costs	178,690	32,561	249,003	74,155
Stock compensation (Note 11(b))	4,749	231,372	473,898	755,125
Foreign exchange(gain) loss	20,584	452,233	(20,710)	393,246
Loss(gain) on disposal of assets	-	9,104	(17,500)	(30,265)
	<u>16,780,312</u>	<u>15,113,626</u>	<u>51,085,227</u>	<u>43,621,032</u>
NET EARNINGS(LOSS) BEFORE UNDERNOTED ITEMS	<u>(1,338,247)</u>	<u>2,627,275</u>	<u>(11,268,766)</u>	<u>1,827,136</u>
Writedown of mineral property (Note 7(c))	(2,520)	-	(104,878)	-
NET EARNINGS (LOSS) BEFORE INCOME TAXES	<u>(1,340,767)</u>	<u>2,627,275</u>	<u>(11,373,644)</u>	<u>1,827,136</u>
Future Income Tax Recovery (note 19)	-	-	622,644	-
NET EARNINGS (LOSS) AND COMPREHENSIVE EARNINGS(LOSS)	<u>\$ (1,340,767)</u>	<u>\$ 2,627,275</u>	<u>\$ (10,751,000)</u>	<u>\$ 1,827,136</u>
DEFICIT-BEGINNING OF PERIOD	(15,683,937)	(5,870,693)	(6,273,704)	(5,070,554)
Net loss for the period	(1,340,767)	2,627,275	(10,751,000)	1,827,136
DEFICIT-END OF PERIOD	<u>\$ (17,024,704)</u>	<u>\$ (3,243,418)</u>	<u>\$ (17,024,704)</u>	<u>\$ (3,243,418)</u>
Net earnings(loss) per share				
Basic	\$ (0.01)	\$ 0.02	\$ (0.09)	\$ 0.02
Diluted	N/A	\$ 0.02	N/A	\$ 0.01
Weighted Average number of shares				
Basic	122,656,725	117,003,318	122,612,929	109,811,041
Diluted	N/A	131,409,617	N/A	132,050,551

The accompanying notes are an integral part of these consolidated financial statements.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE AND NINE MONTHS ENDED June 30, 2008 AND 2007
UNAUDITED

	For the three months ended		For the nine months ended	
	June 30	June 30	June 30	June 30
(Expressed in Canadian Dollars)	2008	2007	2008	2007
CASH FLOW FROM OPERATING ACTIVITIES				
Net income (loss) for the period	\$ (1,340,767)	\$ 2,627,275	\$ (10,751,000)	\$ 1,827,136
Items not affecting cash:				
Accretion of long-term liabilities	4,182	-	12,544	8,362
Amortization and depreciation	1,290,991	516,630	3,632,658	1,370,726
Accretion of reclamation liabilities	43,429	29,210	128,929	88,313
Loss(Gain) on disposal of assets	-	9,104	(17,500)	(30,265)
Future income tax adjustment re flow through share renunciation	-	-	(622,644)	-
Writedown of mineral properties	2,520	-	104,878	-
Stock based compensation	4,749	231,372	473,898	755,125
	<u>5,104</u>	<u>3,413,591</u>	<u>(7,038,237)</u>	<u>4,019,397</u>
Change in non-cash working capital (Note 14)	<u>82,114</u>	<u>(3,093,963)</u>	<u>(1,117,683)</u>	<u>(2,527,379)</u>
	<u>87,218</u>	<u>319,628</u>	<u>(8,155,920)</u>	<u>1,492,018</u>
CASH FLOW FROM FINANCING ACTIVITIES				
Issuance of capital stock	259	11,953,579	145,256	14,115,417
Net increase (decrease) in capital lease obligations	(75,425)	(4,274)	(221,912)	934,057
Loan facility	3,000,000	-	3,000,000	-
Bank borrowings	(156,171)	-	1,121,051	-
	<u>2,768,663</u>	<u>11,949,305</u>	<u>4,044,395</u>	<u>15,049,474</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Payments made on funds held in escrow	-	-	(500,000)	(500,000)
Expenditure on mineral property interests	(1,631,989)	322,593	(3,153,471)	89,131
Proceeds on disposal of assets	-	17,675	17,500	150,980
Purchase of property, plant and equipment	(524,125)	(1,345,227)	(1,957,038)	(5,025,362)
	<u>(2,156,114)</u>	<u>(1,004,959)</u>	<u>(5,593,009)</u>	<u>(5,285,251)</u>
Increase (decrease) in cash and cash equivalents	<u>699,767</u>	<u>11,263,974</u>	<u>(9,704,534)</u>	<u>11,256,241</u>
Cash and cash equivalents beginning of period	<u>1,143,283</u>	<u>1,332,378</u>	<u>11,547,584</u>	<u>1,340,111</u>
Cash and cash equivalents end of period	<u>\$ 1,843,050</u>	<u>\$ 12,596,352</u>	<u>\$ 1,843,050</u>	<u>\$ 12,596,352</u>

The accompanying notes are an integral part of these consolidated financial statements.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Nature of Operations and Going Concern:

North American Tungsten Corporation Ltd. (the "Company") is engaged in tungsten mining and related activities including acquisition, exploration, development and processing of ores and concentrates. The Company owns the operating Cantung mine in the Northwest Territories; the Mactung mineral property on the border of the Yukon Territory and the Northwest Territories; other tungsten exploration prospects; and, through a subsidiary, a development-stage processing facility in Minnesota, USA.

For the nine months ended June 30, 2008, the Company had a net loss of \$10,751,000. There was an accumulated deficit of \$17,024,704 at June 30, 2008. Working capital was (\$303,655) at that date. These circumstances raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to develop its Mactung property, discharge its liabilities and realize the carrying value of its assets in the normal course of operations is dependent upon, among other things, the raising of additional financing (note 20) and the success of management's efforts to achieve targeted production at the Cantung mine. It is not possible to determine with any certainty the success or adequacy of these initiatives.

These consolidated interim financial statements have been prepared using Canadian generally accepted accounting principles ("GAAP") applicable to a going concern and do not reflect the adjustments to carrying values of assets and liabilities, the reported revenue and expenses and the balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Basis of Preparation:

With exception to changes in accounting policies adopted since September 30, 2007 as outlined in note 3 below, these unaudited interim consolidated financial statements have been prepared by the Company in accordance with Canadian GAAP consistent with those used in the preparation of the Company's audited consolidated financial statements for the year ended September 30, 2007. As these unaudited interim consolidated financial statements do not contain all of the disclosures required by Canadian GAAP, they should be read in conjunction with the notes to the Company's audited consolidated financial statements for the year ended September 30, 2007.

In the opinion of Management, all adjustments necessary to present fairly the consolidated financial position as at June 30, 2008 and the consolidated results of operations, cash flows and comprehensive income for the three and nine month periods then ended have been made. These interim results are not necessarily indicative of the results for a full year.

3. Changes in Accounting Policies:

Effective October 1, 2007, the Company adopted the following accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"). These new standards have been adopted on a prospective basis with no restatement to prior period financial statements.

(a) Accounting Changes (Section 1506)

This standard establishes criteria for changing accounting policies, together with the accounting treatment and disclosure of changes in accounting policies, changes in accounting estimates and correction of errors. As a result, changes in accounting policies are only permitted when required by a primary source of GAAP or when the change will result in more reliable and more relevant information.

(b) Capital Disclosures (Section 1535)

This standard requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring the Mactung project to commercial production.

The capital structure of the Company currently consists of common shares, flow through common shares, warrants and debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. The Company is not subject to externally imposed capital requirements.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

(c) Financial Instruments – Disclosure (Section 3862) and Presentation (Section 3863)

These standards replace CICA 3861, Financial Instruments – Disclosure and Presentation. They increase the disclosures currently required, which will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk. The quantitative disclosures must provide information about the extent to which the entity is exposed to risk, based on information provided internally to the entity's key management personnel.

i) Financial Assets and Financial Liabilities

The Company has financial assets and liabilities which include cash and cash equivalents, funds held in escrow, accounts receivable, accounts payable and obligations under capital leases, the carrying values of which approximate fair values.

ii) Risk Exposure and Risk Management

The Company is exposed in varying degrees to a variety of financial risks. The types of risk exposure and the way in which such exposure is managed is provided as follows:

Foreign Exchange Risk

The Company's revenues from the production and sale of tungsten are denominated in US dollars. However the Company's operating expenses are primarily incurred in Canadian dollars and its liabilities are primarily denominated in Canadian dollars. The results of the Company's operations are subject to currency transaction risk and currency translation risk. The operating results and financial position of the Company are reported in Canadian dollars in the consolidated financial statements. The fluctuation of the US dollar in relation to the Canadian dollar will consequently have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Credit Risk

The Company is exposed to credit-related losses in the event of non-performance by counterparties to the financial instruments. Credit exposure is minimized by dealing with only credit worthy counterparties. Accounts receivable for the three primary customers total \$4,071,479 at June 30, 2008 (September 30, 2007 - \$1,879,736), all off which were current.

Interest Rate Risk

For financial assets, the Company's policy is to invest cash at floating rates of interest and cash reserves are to be held in short term deposits in order to maintain liquidity, while achieving a satisfactory return for shareholders. Fluctuations in interest rates impact on the value of cash equivalents and reclamation deposits. At June 30, 2008 \$742,142 of bankers' acceptances carried interest rates of 2% (September 30, 2007 - \$10 million of bankers' acceptances – 4.78% to 5.15%).

The Company has a working line of credit in the amount of \$2,500,000 as of March 2008 and the interest rate was reduced to prime plus 1%. The loan is payable on demand and minimum monthly payments consist of interest only.

On April 18, 2008 the Company entered into an agreement for a \$3,000,000 loan facility. The interest rate on outstanding borrowings is 10% per annum.

For financial liabilities, interest is payable on equipment loans and capital leases at fixed rates ranging from 7.50% to 10.35% and as such these payments are not subject to fluctuations in interest rate.

Liquidity Risk

The Company ensures that there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. The Company's cash and cash equivalents are invested in business accounts and bankers' acceptances which are available on demand for the Company's programs and are not invested in any asset backed deposits or investments.

Commodity Price Risk

The value of the Company's mineral resource properties is related to the price of tungsten. The Company does not have any hedging or other commodity based risks respecting its operations.

Tungsten prices historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, supply and demand, forward sales by producers and speculators, levels of worldwide production and short-term changes in supply and demand because of speculative hedging activities. The profitability of the Company's operations is highly correlated to the market price of tungsten. If metal prices decline for a prolonged period below the cost of production of the Company's mine, it may not be economically feasible to continue production.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (UNAUDITED)

4. Inventory

a. Stockpile and Concentrate Inventory

	June 30, 2008	September 30, 2007
Ore	\$ 180,711	\$ 449,842
Concentrate	3,839,074	4,745,952
Powder	264,549	221,879
Tungsten Blue Oxide	25,765	-
Ammonium Paratungstate	-	58,958
	<u>\$ 4,310,099</u>	<u>\$ 5,476,631</u>

b. Supply Inventory

	June 30, 2008	September 30, 2007
Fuel, Reagents and Explosives	\$ 1,074,769	\$ 745,085
Other Supplies	1,713,619	1,931,873
	<u>\$ 2,788,388</u>	<u>\$ 2,676,958</u>

5. Property, Plant & Equipment

	Cost	Accumulated Amortization	June 30, 2008 Net
Canadian property acquisition	\$ 3,203,864	\$ (3,203,864)	\$ -
Canadian deferred mining costs	7,883,730	(7,113,516)	770,214
U.S. deferred development costs	1,924,627	-	1,924,627
U.S. plant and equipment	3,180,699	-	3,180,699
Canadian plant and equipment	25,340,599	(13,580,564)	11,760,035
	<u>\$ 38,329,655</u>	<u>\$ (20,694,080)</u>	<u>\$ 17,635,575</u>

	Cost	Accumulated Amortization	September 30, 2007 Net
Canadian property acquisition	\$ 3,203,864	\$ (3,203,864)	-
Canadian deferred mining costs	7,883,730	(6,632,382)	1,251,348
U.S. deferred development costs	1,251,237	-	1,251,237
U.S. plant and equipment	3,050,840	-	3,050,840
Canadian plant and equipment	23,956,150	(10,644,630)	13,311,520
	<u>\$ 39,345,821</u>	<u>\$ (20,480,876)</u>	<u>\$ 18,864,945</u>

U.S. plant and equipment is in the development stage.

6. Funds Held in Escrow:

Funds are held in escrow to secure mine reclamation obligations under the water license for the Cantung mine issued by the Mackenzie Valley Land and Water Board.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (UNAUDITED)

7. Mineral Property Interests:

The following table summarizes the Company's interest in mineral properties as at June 30, 2008

	Mactung Property Yukon & NWT Canada	Three (3) Ace Claims Yukon Canada	Rifle Range Creek Property, NWT Canada	Bailey Claims, Yukon Canada	Sheet Mountain NWT Canada	Total
Acquisition Costs						
Balance September 30, 2007 and June 30, 2008	\$ 587,475	\$ 43,000	\$ -	\$ 9,095	\$ -	\$ 639,570
Exploration Costs						
Balance September 30, 2007	\$ 3,278,218	\$ 59,358	\$ 215,764	\$ 14,219	\$ 2,100	\$ 3,569,659
Total exploration costs Current YTD	3,238,359	2,520	300	1,953	339	3,243,471
Total Exploration Costs	6,516,577	61,878	216,064	16,172	2,439	6,813,130
Exploration Contribution	(90,000)	-	-	-	-	(90,000)
Write down of Three Ace Claims	-	(104,878)	-	-	-	(104,878)
Balance at June 30, 2008	\$ 7,014,052	\$ -	\$ 216,064	\$ 25,267	\$ 2,439	\$ 7,257,822

The carrying value of the Jennings property is \$ nil.

a. Mactung – Canada

The Mactung mineral leases, located on the border of the Yukon Territory and the Northwest Territories, are held under 160 mineral lease agreements and claims with an annual cost of \$19,300.

b. Deferred Royalty Purchases

On January 31, 2005 the Company entered into an Amended Royalty Agreement on the Mactung Property with Aur Resources Inc (“Aur”) (now Teck Cominco Limited). For \$100,000 Aur granted the Company the right and option (the “Option”) to reduce the Mactung Royalty from a 4% net smelter return royalty interest to a 1% net smelter return royalty interest, such Option to be exercisable by the Company upon:

Paying to Aur an additional \$1,000,000 by the earlier of:

- March 30, 2015; and
- 60 days after the receipt of a water license issued in connection with any proposed development of the properties (as such term is defined in the Mactung Royalty Agreement) for mineral production.

If the Company has not exercised the Option by March 30, 2010, it must pay an additional \$200,000 to Aur in order to maintain its right to the Option. The \$100,000 paid by the Company has been treated as a deferred royalty and will be amortized over the life of the mine once the Mactung property is brought into production. The balance at June 30, 2008 was \$100,000 (September 30, 2007 - \$100,000)

A similar payment of \$125,000 was made to reduce the Cantung mine royalty from 4% to 1% and the payment is being amortized over the remaining life of the Cantung mine. The balance at June 30 2008 was \$31,104 (September 30, 2007 - \$58,153)

c. Three (3) Ace Claims - Yukon

On February 15, 2005 (amended Feb 8, 2007) the Company entered into a formal option agreement with Alex McMillan (“McMillan”). McMillan granted the Company an option to acquire 100% interest in thirty eight separate precious metal mining claims (collectively referred to as the “3 Ace Claims”) located on the Nahanni Range Road north of Watson Lake. This option expired in March 2008 and all associated costs with this option were written off at that time.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (UNAUDITED)

d. Rifle Range Creek – NWT

In fiscal 2006, the Company staked two claims (63 units) in an area four miles northeast of the Cantung mine, NWT. The claims which are contiguous with the mine property are in a glaciated region on the upper reaches of Rifle Range Creek.

e. Jennings (formerly Tootsee River Property) – Yukon

The Jennings property interest has been optioned by Agnico Eagle Mines Limited. Agnico-Eagle Mines Limited exercised its option to increase its interest in the Jennings tungsten/molybdenum property from 50% to 70% via C\$4 million in exploration expenditures by December 31, 2010. The Jennings property agreement was established on April 25, 2006 whereby Agnico agreed to spend C\$400,000 on exploration to acquire an initial 50% of the Jennings tungsten/molybdenum property (formerly the Tootsee River property) located on the BC-Yukon border about 85 kilometers west of Watson Lake, Yukon, Canada. North American Tungsten may elect to form a participating Joint Venture or convert its 30% working interest to a 2.5% NSR from two months after Agnico has fulfilled its C\$4 million expenditure requirement.

8. Related Party Transactions:

During the nine month period ended June 30, 2008, office equipment rental and purchases of \$2,789 (nine months ended June 30, 2007 - \$31,693) were transacted with an officer of the Company.

9. Obligations under Equipment Loans and Capital Leases:

	June 30, 2008	September 30, 2007
Obligations under equipment loans and capital leases	\$ 1,144,945	\$ 1,366,857
Billiton loan provision	<u>197,332</u> 1,342,277	<u>184,788</u> 1,551,645
Current portion of equipment loans and capital leases	(76,965)	(298,877)
Long term equipment loans and obligations under capital leases	\$ 1,265,312	\$ 1,252,768

The maturity dates range from September 2008 to March 2012, with interest rates ranging from 7.50% to 10.35%.

10. Reclamation Liabilities:

The asset retirement obligations have been recorded as a liability at fair value. The updated estimate assumes a credit adjusted risk-free discount rate of 4.19% in 2007 (5.57% - 2006) and an inflation factor of 2.24% (2.188% - 2006). The liability estimate for retirement and remediation on an undiscounted basis before an inflation factor of 2.24% is \$3,644,331.

In fiscal 2007, there were significant additions to facilities for containing tailings from the ore processing operation at the Cantung mine. The reclamation liabilities have been increased by the estimated fair value of the eventual cost of reclaiming these additions to facilities.

	June 30, 2008	September 30, 2007
Opening asset retirement obligation	\$ 3,402,697	\$ 2,097,709
Total accretion during the period	128,929	119,305
Addition for new facilities	-	1,185,683
Closing asset retirement obligation	\$ 3,531,626	\$ 3,402,697

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

11. Share Capital:

a. Capital Stock

An unlimited number of common shares without par value are authorized.

Issued	Number of Shares	Consideration
September 30, 2007	122,348,425	\$ 37,911,629
Exercise of options	308,300	145,625
Flow through share renunciation tax effect		(622,644)
Share Issue Costs		(367)
Reallocation of fair value related to options exercised		60,585
June 30, 2008	122,656,725	\$ 37,494,828

b. Shareholders' Equity

	Shares	Capital Stock	Contributed Surplus	Deficit	Total
September 30, 2007	122,348,425	\$ 37,911,629	\$ 2,328,144	\$ (6,273,704)	\$ 33,966,069
Exercise of stock options	308,300	145,625	-	-	145,625
Reallocation of fair value related to options exercised	-	60,585	(60,585)	-	-
Stock based compensation	-	-	100,350	-	100,350
Cancellation of options	-	-	(46,647)	-	(46,647)
Net loss	-	-	0	(3,952,593)	(3,952,593)
December 31, 2007	122,656,725	\$ 38,117,839	\$ 2,321,262	\$ (10,226,297)	\$ 30,212,804
Stock based compensation	-	-	455,277	-	455,277
Flow through share renunciation tax effect		(622,644)			(622,644)
Cancellation of options	-	-	(39,832)	-	(39,832)
Share issue costs		(626)			(626)
Net loss	-	-	-	(5,457,640)	(5,457,640)
March 31, 2008	122,656,725	\$ 37,494,569	\$ 2,736,707	\$ (15,683,937)	\$ 24,547,339
Stock based compensation	-	-	4,749	-	4,749
Share issue costs		259			259
Net loss	-	-	-	(1,340,767)	(1,340,767)
June 30, 2008	122,656,725	\$ 37,494,828	\$ 2,741,456	\$ (17,024,704)	\$ 23,211,580

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 (UNAUDITED)

c. Stock Options:

During the nine months ending June 30, 2008 there were 673,334 options granted to employees with exercise prices ranging from \$1.20 to \$1.49. All issues expire five years after the grant date. The option valuation for the issues was calculated using the Black-Scholes option pricing model based on an average expected option life of 2.5 years (September 30, 2007-2.5 years), a dividend yield of 0% (September 30, 2007- 0%), a risk free interest rate of 2.71% (September 30, 2007- 3.97%), and an expected volatility ranging from 66% to 69% (September 30, 2007- 58% to 69%). Option pricing models require the input of highly subjective assumptions including the expected price volatility and expected life. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options at the date of grant.

Number of Options Outstanding as of Sept. 30, 2007		Number of Options Outstanding as of June 30, 2008		Exercise Price	Expiry Date	*Options Exercisable
2,230,000	200,000		2,030,000	\$0.12	14-May-09	2,030,000
100,000			100,000	\$0.12	29-Jun-09	100,000
100,000			100,000	\$0.23	1-Feb-10	100,000
3,075,000			3,075,000	\$1.08	24-May-10	3,075,000
100,000			100,000	\$1.50	22-Jun-10	100,000
150,000			150,000	\$1.85	17-Aug-08	150,000
50,000			50,000	\$1.26	22-Aug-10	50,000
140,000			140,000	\$1.15	9-Nov-10	140,000
200,000			200,000	\$1.76	31-Jan-11	200,000
350,000			350,000	\$0.88	20-Sep-11	262,500
75,000	25,000		50,000	\$0.70	27-Oct-11	50,000
400,000			400,000	\$0.66	10-Jan-12	300,000
1,626,667	83,300		1,401,700	\$1.25	19-Mar-12	1,401,700
125,000			125,000	\$1.41	16-Apr-12	125,000
250,000			141,666	\$1.28	14-Jun-12	141,666
175,000			175,000	\$1.39	18-Jul-12	116,666
0	140,000	40,000	100,000	\$1.49	6-Nov-12	66,666
0	200,000		200,000	\$1.30	2-Jan-08	66,666
0	200,000		200,000	\$1.20	31-Mar-08	-
0	50,000		50,000	\$1.20	1-Apr-08	16,666
0	83,334		83,334	\$1.24	27-May-08	27,777
9,146,667	308,300	673,334	290,001			8,520,307

* Options Exercisable – the number of vested stock options that are eligible for exercise.

The outstanding options have a weighted-average exercise price of \$.91 and the weighted-average remaining life of the options is 2.35 years.

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d. Warrants Outstanding

The following table shows the warrants outstanding at June 30, 2008

Number of Warrants Outstanding as of Sept. 30, 2007	Granted	Exercised	Expired	Number of Warrants Outstanding as of June 30, 2008		Exercise Price	Expiry Date	Warrants Exercisable
447,126			447,126	-	\$1.40	29-May-08	-	
447,126	-	-	447,126	-			-	

On May 29, 2007 the Company issued 461,400 Agents Warrants to Haywood Securities Inc. Each warrant was exercisable into one common share at \$1.40 and the warrants expired on May 29, 2008. 14,274 warrants were exercised on September 21, 2007 at \$1.40 per share.

Subsequently on August 7, 2008 the Company issued 250,000 warrants at \$1.20 (Note 20(b)). Warrants are valued using the Black Scholes method. The following assumptions were used; dividend yield of 0% (2006 – 0%), credit adjusted risk free interest rate 4.33% (2006 – 3.2%); expected life of 1 year (2006 – 2-2.4 years); and expected volatility of 64% (2006 – 60%). Warrants are included in contributed surplus until exercised at which time they are transferred into share capital.

12. Commitments:

Water License

The water license for operations at the Cantung mine issued by the Mackenzie Valley Land and Water Board currently covers a period of five years expiring November 29, 2008. Renewal is anticipated prior to that date. Over the period of the license and in accordance with the Reclamation Security Agreement schedule, the Company must issue promissory notes, secured generally over all the assets of the Company, and place funds in escrow. As required by the license, as of June 30, 2008 the Company had issued \$4,700,000 (September 30, 2007 - \$4,200,000) of principal value of these promissory notes and placed funds totaling \$3,200,000 (September 30, 2007-\$2,700,000) in escrow. (see note 6)

The Reclamation Security Agreement provides for the cash component payable to the Department of Indian Affairs and Northern Development to increase under certain events, and further provides for \$500,000 of the promissory notes to be replaced by \$500,000 in cash or letter of credit on November 30, 2008.

Office Lease

On August 15, 2007 the Company entered into a new lease for office space effective January 1, 2008. The lease term is for 5 years and payments will total \$15,405 per month for the first two years increasing to \$15,720 per month in 2010, \$16,454 per month in 2011 and \$ 16,979 in 2012. Commitments under a previous office lease were cancelled.

The Company entered into a new lease for office space in Whitehorse effective May 1, 2008. The lease is for 3 years ending in April 2011 with monthly lease payments of \$1,199 plus a proportionate share of operating costs.

Smelter Royalties

The Cantung Mine is subject to a 1% net smelter royalty payable to Aur Resources Inc. (now Teck Cominco Limited).

Mactung Options

The Company expects to make payments for deferred royalty purchases as disclosed in note 7(b).

13. Contingencies:

Pursuant to agreements with officers, in the event of their contracts being terminated, the Company would be liable for payments totaling \$1,767,500 (2007-\$994,000).

Pursuant to contracts with directors, in the event of a change in control of the Company, the Company would be liable for payments totaling \$350,000 (2007-\$180,000).

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14. Supplemental Cash Flow:

(Expressed in Canadian Dollars)	For the three months ended		For the nine months ended	
	June 30	June 30	June 30	June 30
	2008	2007	2008	2007
Changes in non-cash working capital				
Accounts receivable	\$ (253,999)	\$ (1,402,315)	\$ (1,751,606)	\$ 1,087,644
Prepaid expense	16,254	(55,881)	(150,938)	(43,090)
Supplies inventory	260,436	(393,988)	(111,430)	(534,666)
Concentrate, powder, APT and ore stockpile inventory	(123,097)	(409,389)	1,166,532	(1,412,425)
Accounts payable and accrued liabilities	182,520	(822,190)	(270,241)	(2,095,689)
Accounts payable to related parties	-	(10,200)	-	470,847
Change in non-cash working capital	\$ 82,114	\$ (3,093,963)	\$ (1,117,683)	\$ (2,527,379)
<u>Supplemental information</u>				
Interest paid	\$ 94,697	\$ 18,720	\$ 156,648	\$ 44,659

15. General & Administrative:

GENERAL AND ADMINISTRATIVE	For the three months ended		For the nine months ended	
	June 30		June 30	
	2008	2007	2008	2007
Fees, wages and benefits	\$ 500,521	\$ 351,528	\$ 1,464,707	\$ 985,386
Office expenses	91,965	93,465	293,347	227,805
Accounting and audit	43,743	41,800	182,674	119,691
Investor relations & business development	6,966	32,796	103,061	65,929
Consulting	45,624	57,336	103,328	199,576
Filing fees and transfer agent fees	5,649	14,856	81,849	43,193
Travel	18,249	17,221	74,212	69,513
Legal fees	55,290	39,404	86,082	93,891
	\$ 768,007	\$ 648,406	\$ 2,389,260	\$ 1,804,984

16. Sales and Economic Dependence:

Sales to three customers accounted for 95% of sales made in the nine months ending June 30 2008 and 81% of the sales in the nine months ending June 30, 2007.

17. Segmented Information:

The Company operates two business segments in two different geographical areas. The primary business is the development and operation of tungsten mines in Canada. The second business segment is the research and development of an advanced intermediary and ammonium paratungstate plant in the United States.

The Company has invested cash and concentrates into the Delaware company, Tungsten Joint Venture, which has constructed a pilot plant. The technology developed for the pilot plant should allow for the production of tungsten intermediaries. If the pilot plant proves to be successful, the Company may enter into a Joint Venture agreement to construct a full scale commercial operation.

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Tungsten Joint Venture (CDN \$)			
		June 30, 2008	September 30, 2007
Cash	\$	62,901	\$ 1,084
Trade Receivables		6,840	-
Inventory		296,480	524,551
Development Costs		1,924,627	1,251,237
Plant and Equipment		3,180,699	3,050,840
	\$	5,471,547	\$ 4,827,712

The geographical distribution of the Company's property, plant and equipment and external sales revenue is as follows, with revenue attributed to regions based on the location of the customer. All external sales revenue is generated by Canadian operations.

Property, Plant, Equipment			
		June 30, 2008	September 30, 2007
Canada	\$	12,530,249	\$ 14,562,868
United States		5,105,326	4,302,077
	\$	17,635,575	\$ 18,864,945

Sales			
		June 30, 2008	June 30, 2007
United States	\$	11,721,295	\$ 19,514,683
Asia		23,035,495	23,025,492
Europe		4,932,094	2,789,706
	\$	39,688,884	\$ 45,329,881

18. Bank Borrowings & Loan Facilities

a) On October 4, 2006 the Company was granted a working line of credit in the amount of \$1,000,000 to finance ongoing working capital requirements. The amount of the available line of credit was raised to \$2,500,000 in March 2008 and the interest rate was reduced to prime plus 1%. The loan is payable on demand and minimum monthly payments consist of interest only. Security over the line is provided by general security agreements over all assets, guarantee by Export Development Canada, general assignment of book debts, and assignment of accounts receivable and insurance.

b) On April 18, 2008 the Company entered into an agreement for a \$3,000,000 loan facility. This debt may be redeemed in whole or in part at the option of the lenders within 30 days of the completion of the Hunan Placement, in which case the lenders will receive common share purchase warrants at a ratio of one warrant per \$10 of principal redeemed. Each warrant will be exercisable into one common share at a price of \$1.30 per share for a period of two years. Borrowings not so redeemed must be repaid on the anniversary of the date on which funds were advanced. The interest rate on outstanding borrowings is 10% per annum.

Since the granting of warrants is contingent on the completion of the Hunan placement, no value will be ascribed until this event occurs.

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19. Future Income Tax Adjustment

The tax effect of flow-through share issuances is booked upon renunciation (February 2008) for expenditures incurred in 2007, therefore the full amount has been recorded in the current period.

Tax deduction renounced to investors	\$	1,999,500
Federal tax rate (Average federal rate 2008 & 2009)		19.7%
NWT tax rate		11.5%
		<u>31.2%</u>
Future income tax	\$	<u>622,644</u>

20. Subsequent events:

(a) On March 5, 2008 the Company announced that China's largest non-ferrous metals producer, Hunan Nonferrous Metals Corporation ("Hunan") will acquire approximately 13.4 million units of North American Tungsten (NTC) at a price of \$1.45 per unit on a private placement basis as part of a Strategic Alliance Agreement. This price represents a 36.7% premium to NTC's 10 day volume weighted average trading price and will raise approximately \$19.4 million for development of the Mactung tungsten project in Yukon, subject to approval of the TSX Venture Exchange.

Each unit is comprised of one common share and one common share purchase warrant that will allow Hunan to purchase one common share at \$3.00 per share for a period of 18 months from the date of closing. Upon closing of the private placement Hunan Nonferrous will own approximately 9.9% of the issued and outstanding shares of NTC.

Pursuant to a letter of agreement dated as of July 21, 2008, the Company and Hunan amended the number of common shares to be issued. The intended equity position of Hunan in the Company following the Hunan Placement will be 9.1% rather than 9.9%.

The key terms of the Strategic Alliance Agreement include:

1. Board Seat: Hunan will retain one board seat as long as the company maintains a minimum threshold of 9% of the issued and outstanding common shares of NTC ("Threshold Ownership").
2. Pro-Rata Financing: Provided that Hunan maintains its Threshold Ownership prior to any new issuance of NTC common shares (or securities convertible for NTC common shares) NTC will give Hunan the right to purchase and match Hunan's beneficial ownership prior to the issuance.
3. Standstill: Hunan is subject to one year standstill period whereby Hunan cannot purchase any NTC common shares other than under certain specified circumstances including the Pro-Rata Financing provision or with the prior consent of NTC.
4. Hold Period: Hunan will be restricted from the transfer or sale of any NTC common shares or warrants for a period of one year, except under certain pre-specified circumstances, including tendering into a takeover bid.
5. Right to Match on Mactung: Provided that Hunan maintains its Threshold Ownership of NTC common shares, if NTC intends to proceed with a transaction that will result in (a) the establishment of a separate project entity with a Third Party for the purposes of the development of the Mactung Property or (b) the financing of the development of the Mactung Property by a Third Party concurrent with committing to off-take arrangements for the Mactung Property with the same Third Party, NTC will offer Hunan the right to match the proposed Transaction on the same terms as the Third Party.

This agreement awaits Chinese government approvals at this time.

(b) On August 7, 2008 the Company closed an agreement with Haywood Securities Inc. (the Agent) under which Haywood has agreed to sell on a commercially reasonable efforts basis 4,170,000 Flow-Through common shares of the Company at an issue price of C\$1.20 per Flow-Through Share for gross proceeds to the Company of C\$5,004,000 (the "Offering"). The Agent is to be paid cash commission of 6% of the gross proceeds of the Offering. The Company has also agreed to issue to the Agent common share purchase warrants of the Company ("Agent's Warrants") entitling the Agent to purchase such number of common shares of the Company as is equal to 6% of the number of Flow-Through Shares sold in the Offering at a price of \$1.20 per Agent's Warrant Share for a period of 12 months following the closing of the Offering. The gross proceeds of the Offering will be used to fund geotechnical drilling, environmental monitoring and basic and detailed engineering on the Company's Mactung Project.