



UNAUDITED INTERIM CONSOLIDATED  
FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED  
MARCH 31, 2015 AND 2014

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT MARCH 31, 2015 AND SEPTEMBER 30, 2014  
FIGURES IN THOUSANDS OF CANADIAN DOLLARS  
UNAUDITED

|   | Note(s) | March 31,<br>2015 | September 30,<br>2014 |
|---|---------|-------------------|-----------------------|
| <b>ASSETS</b>   |         |                   |                       |
| Current assets  |         |                   |                       |
| Cash  |         | \$ 1,665          | \$ 363                |
| Accounts receivable                                   | 3       | 642               | 1,252                 |
| Inventories   | 4       | 14,613            | 14,064                |
| Prepaid expenses                                      |         | 1,159             | 944                   |
|   |         | <u>18,079</u>     | <u>16,623</u>         |
| Accounts receivable                                   | 3       | 2,698             | 2,595                 |
| Property, plant and equipment                         | 5       | 27,924            | 27,149                |
| Mineral property - Mactung                            |         | 19,853            | 19,661                |
| Reclamation deposits                                  | 13 & 15 | 6,163             | 5,931                 |
|   |         | <u>\$ 74,717</u>  | <u>\$ 71,959</u>      |
| <b>LIABILITIES</b>                                    |         |                   |                       |
| Current liabilities                                   |         |                   |                       |
| Accounts payable and accrued liabilities              | 6       | \$ 13,939         | \$ 16,426             |
| Callidus loan   | 7       | 12,907            | 10,128                |
| Current portion of customer advances                  | 8       | 743               | 426                   |
| Current portion of customer loans                     | 9       | 2,977             | 1,974                 |
| Current portion of debentures                         | 10      | 13,418            | -                     |
| Current portion of equipment loans and capital leases | 11      | 1,135             | 259                   |
| Current portion of notes payable                      | 12      | 18,512            | 2,000                 |
| Current portion of reclamation liabilities            | 13      | 597               | 597                   |
|   |         | <u>64,228</u>     | <u>31,810</u>         |
| Customer advances                                     | 8       | 3,800             | 3,360                 |
| Customer loans  | 9       | 5,399             | 6,090                 |
| Debentures  | 10      | -                 | 11,564                |
| Equipment loans and capital leases                    | 11      | 1,495             | 210                   |
| Notes payable   | 12      | -                 | 12,584                |
| Reclamation liabilities                               | 13      | 9,465             | 9,394                 |
|   |         | <u>84,387</u>     | <u>75,012</u>         |
| <b>SHARE CAPITAL AND DEFICIT</b>                      |         |                   |                       |
| Share capital   | 14      | 64,836            | 64,836                |
| Contributed surplus                                   | 14      | 7,762             | 7,762                 |
| Deficit   |         | (82,268)          | (75,651)              |
|   |         | <u>(9,670)</u>    | <u>(3,053)</u>        |
|   |         | <u>\$ 74,717</u>  | <u>\$ 71,959</u>      |
| Going concern   | 1       |                   |                       |
| Commitments and contingencies                         | 15 & 16 |                   |                       |
| ON BEHALF OF THE BOARD                                |         |                   |                       |
| <i>"signed"</i>                                       |         |                   |                       |
| Kurt E. Heikkila                                      |         |                   |                       |
| <i>"signed"</i>                                       |         |                   |                       |
| Bryce M. A. Porter                                    |         |                   |                       |

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)  
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
FIGURES IN THOUSANDS OF CANADIAN DOLLARS EXCEPT FOR PER SHARE AMOUNTS  
UNAUDITED

|   | Note(s)    | For the three months ended |                   | For the six months ended |                   |
|---|------------|----------------------------|-------------------|--------------------------|-------------------|
|   |            | March 31,<br>2015          | March 31,<br>2014 | March 31,<br>2015        | March 31,<br>2014 |
| REVENUES  |            | \$ 23,451                  | \$ 23,063         | 44,949                   | \$ 43,525         |
| COST OF SALES                                     | 17         | 22,488                     | 17,694            | 39,971                   | 39,771            |
| GROSS MARGIN                                      |            | 963                        | 5,369             | 4,978                    | 3,754             |
| EXPENSES  |            |                            |                   |                          |                   |
| Foreign exchange loss                             |            | 3,733                      | 595               | 5,113                    | 1,113             |
| Interest and financing costs                      | 18         | 2,012                      | 1,373             | 3,695                    | 2,425             |
| General and administrative costs                  |            | 877                        | 844               | 1,551                    | 1,486             |
| Accretion of financial liabilities                | 7, 10 & 12 | 486                        | 147               | 1,032                    | 719               |
| Write-off of option payments - Mactung            | 15c        | 300                        | -                 | 300                      | -                 |
| Exploration                                       |            | -                          | 2                 | -                        | 121               |
| Share-based compensation                          |            | -                          | -                 | -                        | 32                |
| Loss on revaluation of derivatives                |            | -                          | -                 | -                        | 29                |
| Gain on disposal of assets                        |            | -                          | -                 | (5)                      | -                 |
| Interest and other income                         |            | (38)                       | (59)              | (91)                     | (109)             |
| NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) |            | (6,407)                    | 2,467             | (6,617)                  | (2,062)           |
| Income (loss) per share                           |            |                            |                   |                          |                   |
| Basic and diluted                                 |            | \$ (0.03)                  | \$ 0.01           | \$ (0.03)                | \$ (0.01)         |
| Weighted average number of shares (in thousands)  |            |                            |                   |                          |                   |
| Basic and diluted                                 |            | 238,123                    | 238,123           | 238,123                  | 238,123           |

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
FIGURES IN THOUSANDS OF CANADIAN DOLLARS  
UNAUDITED

|   | Note(s)    | For the three months ended |                   | For the six months ended |                   |
|---|------------|----------------------------|-------------------|--------------------------|-------------------|
|   |            | March 31,<br>2015          | March 31,<br>2014 | March 31,<br>2015        | March 31,<br>2014 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>           |            |                            |                   |                          |                   |
| Net income (loss)                                     |            | \$ (6,407)                 | \$ 2,467          | \$ (6,617)               | \$ (2,062)        |
| Items not affecting cash:                             |            |                            |                   |                          |                   |
| Amortization and depreciation                         | 5          | 1,214                      | 1,787             | 2,481                    | 3,531             |
| Accretion of financial liabilities                    | 7, 10 & 12 | 486                        | 147               | 1,032                    | 719               |
| Accretion of reclamation liabilities                  | 13         | 35                         | 30                | 71                       | 61                |
| Inventory write-down                                  | 17         | 192                        | -                 | 192                      | -                 |
| Write-off of option payments - Mactung                | 15c        | 300                        | -                 | 300                      | -                 |
| Foreign exchange loss                                 |            | 3,739                      | 596               | 4,954                    | 1,176             |
| Share-based compensation                              |            | -                          | -                 | -                        | 32                |
| Loss on revaluation of derivatives                    |            | -                          | -                 | -                        | 29                |
| Interest and financing costs                          |            | 1,938                      | 1,389             | 2,819                    | 2,441             |
|   |            | <u>1,497</u>               | <u>6,416</u>      | <u>5,232</u>             | <u>5,927</u>      |
| Adjustment for:                                       |            |                            |                   |                          |                   |
| Change in non-cash working capital                    | 19         | 636                        | (4,522)           | (2,933)                  | (1,725)           |
| Increase in reclamation deposits                      | 13 & 15    | (100)                      | (100)             | (200)                    | (200)             |
|   |            | <u>2,033</u>               | <u>1,794</u>      | <u>2,099</u>             | <u>4,002</u>      |
| <b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>        |            |                            |                   |                          |                   |
| Expenditure on Mactung property                       |            | (154)                      | (315)             | (476)                    | (556)             |
| Purchase of property, plant and equipment             | 5          | (627)                      | (1,631)           | (955)                    | (3,459)           |
|   |            | <u>(781)</u>               | <u>(1,946)</u>    | <u>(1,431)</u>           | <u>(4,015)</u>    |
| <b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b> |            |                            |                   |                          |                   |
| Equipment loans and capital leases                    | 11         | (182)                      | (566)             | (345)                    | (1,955)           |
| Debentures, net                                       | 10         | -                          | 1,094             | -                        | 2,257             |
| Notes payable, net                                    | 12         | -                          | -                 | 1,449                    | (678)             |
| Operating Loan, net                                   |            | -                          | (1,794)           | -                        | (2,785)           |
| Callidus loan, net                                    | 7          | (509)                      | -                 | 2,681                    | -                 |
| Customer advances                                     | 8          | (1,934)                    | -                 | 311                      | -                 |
| Customer loans  | 9          | (742)                      | 2,762             | (742)                    | 5,421             |
| Interest and financing costs paid                     |            | (1,938)                    | (1,389)           | (2,819)                  | (2,441)           |
|   |            | <u>(5,305)</u>             | <u>107</u>        | <u>535</u>               | <u>(181)</u>      |
| Effect of exchange rate changes on cash               |            | 10                         | 31                | 99                       | (7)               |
| <b>CHANGE IN CASH</b>                                 |            | <b>(4,043)</b>             | <b>(14)</b>       | <b>1,302</b>             | <b>(201)</b>      |
| CASH, BEGINNING OF PERIOD                             |            | 5,708                      | 16                | 363                      | 203               |
| CASH, END OF PERIOD                                   |            | <u>\$ 1,665</u>            | <u>\$ 2</u>       | <u>\$ 1,665</u>          | <u>\$ 2</u>       |
| Supplemental cash flow information                    | 19         |                            |                   |                          |                   |

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
CONSOLIDATED STATEMENTS OF EQUITY  
FOR THE SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
FIGURES IN THOUSANDS OF CANADIAN DOLLARS EXCEPT NUMBER OF COMMON SHARES  
UNAUDITED

For the six months ended March 31, 2014

|  | Note(s) | Number of<br>common<br>shares | Share capital | Contributed<br>surplus | Deficit     | Total equity |
|--|---------|-------------------------------|---------------|------------------------|-------------|--------------|
| Balance at October 1, 2013                   |         | 238,123,058                   | \$ 64,836     | \$ 6,267               | \$ (69,005) | 2,098        |
| Conversion feature of convertible debentures |         | -                             | -             | 1,108                  | -           | 1,108        |
| Share-based compensation                     | 14      | -                             | -             | 32                     | -           | 32           |
| Net loss                                     |         | -                             | -             | -                      | (2,062)     | (2,062)      |
| Balance at March 31, 2014                    |         | 238,123,058                   | \$ 64,836     | \$ 7,407               | \$ (71,067) | 1,176        |

For the six months ended March 31, 2015

|                            | Note(s) | Number of<br>common<br>shares | Share capital | Contributed<br>surplus | Deficit     | Total equity |
|----------------------------|---------|-------------------------------|---------------|------------------------|-------------|--------------|
| Balance at October 1, 2014 |         | 238,123,058                   | \$ 64,836     | \$ 7,762               | \$ (75,651) | (3,053)      |
| Net loss                   |         | -                             | -             | -                      | (6,617)     | (6,617)      |
| Balance at March 31, 2015  |         | 238,123,058                   | \$ 64,836     | \$ 7,762               | \$ (82,268) | (9,670)      |

**NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
FIGURES ARE IN THOUSANDS OF CANADIAN DOLLARS**

**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 ore and concentrates. The Company owns the Cantung mine in the Northwest Territories; the Mactung mineral property on the border of Yukon and Northwest Territories; and other tungsten exploration prospects. The Company is incorporated under the Canadian Business Corporations Act. The address of the head office is suite 1640 - 1188 West Georgia Street, Vancouver, British Columbia, Canada.

These interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of business. There are conditions and events that cast significant doubt on the validity of this assumption.

For the six months ended March 31, 2015 the Company recorded a net loss of \$6.6 million (year ended September 30, 2014 - net loss of \$6.6 million). At March 31, 2015 the Company had a working capital deficiency of \$46.1 million (September 30, 2014 - \$15.2 million) and shareholders' deficit of \$9.7 million (September 30, 2014 - deficit of \$3.1 million).

The ability of the Company to continue as a going concern depends upon continued support from its shareholders, lenders and customers. Earnings and cash flows are impacted by changes in price for tungsten concentrates and foreign exchange rates. The Company will need to generate positive net earnings. To accomplish this, the Company has substantially completed a mine and mill improvement program which has increased mill throughput and metallurgical recovery. In addition, it will be necessary to roll-over, extend, replace or refinance existing loan facilities as they mature, arrange new financing or convert existing debts into equity. The Company has initiated a severe cash conservation program and is considering other operational and financial alternatives.

If the going concern assumption were not appropriate for these financial statements, adjustments would be necessary to the carrying values of assets and liabilities, reported expenses and classification used in the statement of financial position. The adjustments would be material.

**2. Significant accounting policies:**

**a. Basis of preparation**

The interim consolidated financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. These interim financial statements should be read in conjunction with the Company's most recently issued annual audited consolidated financial statements which includes information useful to understanding the Company's business and financial statement preparation. In particular, the Company's significant accounting policies were presented in Note 2 of the consolidated financial statements for the year ended September 30, 2014 and have been consistently applied in the preparation of these interim financial statements except as described in Note 2(b) below.

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL") which are stated at their fair value.

The Board of Directors approved these financial statements on May 28, 2015.

**b. Adoption of new and amended IFRS pronouncements**

*IFRIC 21 - Levies*

IFRIC 21 clarifies that an entity recognises a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 was adopted on October 1, 2014. The adoption of this standard did not have an impact on the consolidated financial statements.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
 NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
 FIGURES ARE IN THOUSANDS OF CANADIAN DOLLARS

3. Accounts receivable:

|  | March 31,<br>2015 | September 30,<br>2014 |
|--|-------------------|-----------------------|
| Trade receivables                        | \$ 2,752          | \$ 3,039              |
| Taxes and other receivables              | 588               | 808                   |
|  | 3,340             | 3,847                 |
| Current portion of accounts receivable   | (642)             | (1,252)               |
| Long-term portion of accounts receivable | <u>\$ 2,698</u>   | <u>\$ 2,595</u>       |

4. Inventories:

|                        | March 31,<br>2015 | September 30,<br>2014 |
|------------------------|-------------------|-----------------------|
| Tungsten concentrates  | \$ 4,986          | \$ 3,788              |
| Copper concentrates    | 117               | 86                    |
| Ore stockpile          | 4,251             | 5,301                 |
| Materials and supplies | 5,259             | 4,889                 |
|                        | <u>\$ 14,613</u>  | <u>\$ 14,064</u>      |

5. Property, plant and equipment:

|   | Equipment<br>under capital<br>lease | Buildings,<br>equipment and<br>plant | Mine<br>infrastructure<br>assets | Tailings<br>management | Total            |
|---|-------------------------------------|--------------------------------------|----------------------------------|------------------------|------------------|
| Net book value, September 30, 2014  | \$ 652                              | \$ 21,159                            | \$ 1,043                         | \$ 4,295               | \$ 27,149        |
| Opening cost, October 1, 2014   | \$ 991                              | \$ 51,716                            | \$ 40,190                        | \$ 19,323              | \$ 112,220       |
| Additions   | 2,534                               | -                                    | 368                              | 354                    | 3,256            |
| Transfer between categories   | (413)                               | 413                                  | -                                | -                      | -                |
| Ending cost, March 31, 2015   | \$ 3,112                            | \$ 52,129                            | \$ 40,558                        | \$ 19,677              | \$ 115,476       |
| Opening balance, accumulated depreciation and impairments,<br>October 1, 2014 | \$ 339                              | \$ 30,557                            | \$ 39,147                        | \$ 15,028              | \$ 85,071        |
| Depreciation  | 116                                 | 1,650                                | 202                              | 513                    | 2,481            |
| Transfer between categories   | (152)                               | 152                                  | -                                | -                      | -                |
| Ending balance, accumulated depreciation and impairments,<br>March 31, 2015   | \$ 303                              | \$ 32,359                            | \$ 39,349                        | \$ 15,541              | \$ 87,552        |
| Net book value, March 31, 2015  | <u>\$ 2,809</u>                     | <u>\$ 19,770</u>                     | <u>\$ 1,209</u>                  | <u>\$ 4,136</u>        | <u>\$ 27,924</u> |

Total additions for the three months ended March 31, 2015 were \$2.6 million (three months ended March 31, 2014 - \$2.2 million).

In connection with the Callidus Capital Corporation ("Callidus") loan, the Company has entered into a general security agreement which includes all property, plant and equipment (Note 7) except for specific assets which are held as security under equipment loans and capital leases (Note 11).

At March 31, 2015 the Company reviewed the indicators of impairment for the Cantung mine and although there remain indicators of impairment, the review suggests that there is no further impairment.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
 NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
 FIGURES ARE IN THOUSANDS OF CANADIAN DOLLARS

6. Accounts payable and accrued liabilities:

|  | March 31,<br>2015 | September 30,<br>2014 |
|--|-------------------|-----------------------|
| Trade payables   | \$ 7,356          | \$ 9,663              |
| Property, plant and equipment and Mactung property costs payable | 257               | 446                   |
| Royalties payable  | 5,003             | 4,562                 |
| Other payables and accrued liabilities                           | 1,323             | 1,755                 |
|  | <b>\$ 13,939</b>  | <b>\$ 16,426</b>      |

7. Callidus loan:

|                               |                  |
|-------------------------------|------------------|
| Balance at September 30, 2014 | \$ 10,128        |
| Additional borrowings         | 3,650            |
| Transaction costs             | (214)            |
| Principal repayments          | (909)            |
| Accretion                     | 252              |
| Balance at March 31, 2015     | <b>\$ 12,907</b> |

On December 30, 2014 the Company extended the maturity date of the Callidus loan to May 31, 2016 and borrowed additional funds of \$3.65 million. The loan remains due on demand with an interest rate of 18% per annum and monthly principal repayments of \$150 thousand through the date of maturity. Callidus earned a facility fee in the amount of \$154 thousand in respect of the increase and extension of the loan agreement, which is due at maturity. The Company has provided security in the form of a first charge over all assets of the Company, excluding the Mactung property, accounts receivable from a customer, assets under equipment loans and capital leases and all mining and mineral leases, claims and tenures.

Of the additional loan proceeds, \$2.0 million was used to repay a promissory note that matured on December 31, 2014 (Note 12). The remaining proceeds were used for capital projects and working capital.

8. Customer advances:

|  | March 31,<br>2015 | September 30,<br>2014 |
|--|-------------------|-----------------------|
| Customer advances                      | \$ 4,543          | \$ 3,786              |
| Current portion of customer advances   | (743)             | (426)                 |
| Long-term portion of customer advances | <b>\$ 3,800</b>   | <b>\$ 3,360</b>       |

During fiscal 2014 the Company entered into a new tungsten delivery contract with an existing customer. Under the terms of the new delivery agreement, the pre-existing USD\$3.0 million customer advance, now bears interest at 3.0% per annum. The customer advance is repayable by February 1, 2017 (the end of the initial contract term) or by mutual agreement by February 1, 2019 (the end of the optional contract renewal periods).

During fiscal 2014 the Company executed a supplier financing agreement with a customer and the customer's financial institution whereby the customer's financial institution pays for tungsten concentrate shipments within 3 to 5 business days of being invoiced. The financial institution charges a fee for providing this service of which \$194 thousand was expensed in interest and financing costs for the six months ended March 31, 2015. Due to the provisions in the tungsten delivery contract, the Company had been paid for shipments that had not been recognised as revenue at March 31, 2015, resulting in a \$0.7 million customer advance.



NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
 NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
 FIGURES ARE IN THOUSANDS OF CANADIAN DOLLARS

9. Customer loans:

|                                     | March 31,<br>2015 | September 30,<br>2014 |
|-------------------------------------|-------------------|-----------------------|
| Customer loans                      | \$ 8,376          | \$ 8,064              |
| Current portion of customer loans   | (2,977)           | (1,974)               |
| Long-term portion of customer loans | <u>\$ 5,399</u>   | <u>\$ 6,090</u>       |

On December 19, 2013, the Company entered into a new tungsten delivery contract with an existing customer. In conjunction with the tungsten delivery contract, a loan was arranged for USD\$2.5 million and the existing USD\$2.2 million advance from the customer was rolled into the loan. The combined USD\$4.7 million loan matures on December 31, 2018 and bears interest at 3.0% per annum payable quarterly. Equal principal repayments of USD\$293,750 per quarter commenced on March 31, 2015 and continue each quarter thereafter with the final payment on December 31, 2018.

On February 20, 2014, the Company entered into a new tungsten delivery contract with another existing customer. In conjunction with the tungsten delivery contract, a loan was arranged for USD\$2.5 million. The loan matures on March 31, 2017 and bears interest at 3.0% per annum payable quarterly. Equal principal repayments of USD\$293,750 per quarter commenced on March 31, 2015 and continue each quarter thereafter with the final payment of USD\$150,000 on March 31, 2017.

10. Debentures:

|                               |                  |
|-------------------------------|------------------|
| Balance at September 30, 2014 | \$ 11,564        |
| Accretion                     | 323              |
| Loss on foreign exchange      | 1,531            |
| Balance at March 31, 2015     | <u>\$ 13,418</u> |

Of the USD\$11.0 million outstanding in debentures, USD\$9.0 million are convertible ("Convertible Debentures") and USD\$2.0 million are non-convertible ("Debentures"). Queenwood Capital Partners LLC, Queenwood Capital Partners II LLC ("Queenwood II") and three directors of the Company combined hold USD\$7.6 million of the Convertible Debentures and USD\$2.0 million of the Debentures.

The Convertible Debentures bear interest at 11% per annum, payable quarterly and mature on December 31, 2015. The Convertible Debentures can be converted at any time into common shares of the Company at a rate of CDN\$0.12 per share with a fixed exchange rate of CND\$1.00 = USD\$0.94, for an effective conversion rate of CDN\$0.1128. The Debentures bear interest at 18% per annum, payable quarterly and mature on December 31, 2015. The Company has provided a general security agreement that has been subordinated to the Company's other secured indebtedness, as security for the debentures. Notwithstanding the maturity date of December 31, 2015 the repayment of any principal amounts to debenture holders is fully subordinated to the repayment of the Callidus loan which has a maturity date of May 31, 2016.

11. Equipment loans and capital leases:

|   | March 31,<br>2015 | September 30,<br>2014 |
|---|-------------------|-----------------------|
| Equipment loans and capital leases                      | \$ 2,630          | \$ 469                |
| Current portion of equipment loans and capital leases   | (1,135)           | (259)                 |
| Long-term portion of equipment loans and capital leases | <u>\$ 1,495</u>   | <u>\$ 210</u>         |

Refer to Note 15 for details of required payments for the capital leases.

The Company has various capital leases for equipment with maturity dates in fiscal 2015 through 2020 and interest rates that range from 5.6% to 19.6%. The Company has pledged the acquired assets as security for the equipment loans and capital leases.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.  
 NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2015 AND 2014  
 FIGURES ARE IN THOUSANDS OF CANADIAN DOLLARS

12. Notes payable:

|                                    | March 31,<br>2015 | September 30,<br>2014 |
|------------------------------------|-------------------|-----------------------|
| Former mining contractor           | \$ -              | \$ 2,000              |
| Queenwood II                       | 18,512            | 12,584                |
|                                    | 18,512            | 14,584                |
| Current portion of notes payable   | (18,512)          | (2,000)               |
| Long-term portion of notes payable | \$ -              | \$ 12,584             |

*Queenwood II – USD\$3.0 million promissory note*

On October 24, 2014 the Company executed a promissory note with Queenwood II for up to a maximum aggregate principal amount of USD\$3.0 million. The Company has drawn the full amount on the promissory note. Interest is payable at a rate of 18% per annum with interest payable quarterly in arrears on March 31, June 30, September 30 and December 31 of each year, with any remaining accrued and unpaid interest payable on maturity. The promissory note is repayable on demand with no specified maturity date. The Company has provided a general security agreement that has been subordinated to the Company's other secured indebtedness, as security for the promissory note (Note 7). Two directors of the Company collectively own all of the issued and outstanding units of Queenwood II.

*Queenwood II – USD\$12.0 million promissory note*

In 2014 the Company executed a USD\$12.0 million promissory note with Queenwood II. The maturity date for the Queenwood II promissory note is October 1, 2015. Interest is payable at 12% per annum with interest payable quarterly on March 31, June 30, September 30 and December 31 of each year, with any remaining accrued and unpaid interest payable on the maturity date. The Company has provided a general security agreement that has been subordinated to the Company's other secured indebtedness, as security for the promissory note (Note 7).

*Former mining contractor – promissory note*

The Company issued a promissory note to a former mining contractor to settle an accounts payable amount. On December 31, 2014 the \$2.0 million promissory note was repaid with proceeds from the Callidus loan (Note 7).

13. Reclamation liabilities:

The Company's total undiscounted amount of estimated future cash flows required to settle the Cantung mine reclamation obligation is \$9.8 million (September 30, 2014 - \$9.8 million). For financial statement purposes this has been estimated with a market based pre-tax discount rate of 1.4% and an average rate of inflation of 1.6%. Based on the life of mine plan at September 30, 2014 the timing of the majority of reclamation work is estimated to commence during fiscal 2018 through fiscal 2019.

|  | March 31,<br>2015 | September 30,<br>2014 |
|--|-------------------|-----------------------|
| Opening balance, reclamation liabilities     | \$ 9,991          | \$ 8,443              |
| Accretion                                    | 71                | 124                   |
| Change in estimates of future costs          | -                 | 1,301                 |
| Additions                                    | -                 | 123                   |
| Closing balance, reclamation liabilities     | \$ 10,062         | \$ 9,991              |
| Current portion of reclamation liabilities   | (597)             | (597)                 |
| Long-term portion of reclamation liabilities | \$ 9,465          | \$ 9,394              |

The Company has posted deposits of \$6.2 million in cash and \$5.5 million in the form of secured promissory notes which are held in escrow as security for the mine reclamation obligations under the water license for the Cantung mine issued by the Mackenzie Valley Land and Water Board ("MVLWB") (Note 15 a).

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14. Share capital:

a. Common shares

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

b. Warrants

The Company has 2,000,000 warrants outstanding with an exercise price of \$1.00 per share and an expiry date of October 27, 2015.

c. Share options

| Options<br>outstanding as of<br>September 30,<br>2014 | Granted | Exercised | Forfeited | Cancelled | Expired          | Options<br>outstanding as of<br>March 31,<br>2015 | Exercise<br>price | Expiry<br>date | Options<br>exercisable |
|---|---------|-----------|-----------|-----------|------------------|---|-------------------|----------------|------------------------|
| 75,000  | -       | -         | -         | -         | (75,000)         | -   | \$ 0.15           | 19-Oct-14      | -                      |
| 550,000   | -       | -         | -         | -         | (550,000)        | -   | \$ 0.19           | 1-Feb-15       | -                      |
| 100,000   | -       | -         | -         | -         | -                | 100,000   | \$ 0.28           | 19-Jan-17      | 100,000                |
| 650,000   | -       | -         | -         | -         | -                | 650,000   | \$ 0.42           | 8-Mar-17       | 650,000                |
| 1,400,000   | -       | -         | -         | -         | (100,000)        | 1,300,000   | \$ 0.19           | 28-May-18      | 1,300,000              |
| 50,000  | -       | -         | -         | -         | -                | 50,000  | \$ 0.19           | 10-Jul-18      | 50,000                 |
| 66,666  | -       | -         | -         | -         | (66,666)         | -   | \$ 0.14           | 30-Nov-14      | -                      |
| 150,000   | -       | -         | -         | -         | -                | 150,000   | \$ 0.10           | 4-Dec-18       | 100,000                |
| <b>3,041,666</b>                                      | -       | -         | -         | -         | <b>(791,666)</b> | <b>2,250,000</b>                                  |                   |                | <b>2,200,000</b>       |
| <b>Weighted average exercise price</b>                |         |           |           |           |                  |   |                   |                |                        |
| \$0.23  | N/A     | N/A       | N/A       | N/A       | \$0.18           | \$0.25  |                   |                | \$0.26                 |

The outstanding options have a weighted average exercise price of \$0.25 per share (September 30, 2014 - \$0.24) and a weighted average remaining life of 2.8 years (September 30, 2014 - 2.6 years).

There were no share options granted during the six months ended March 31, 2015. During the six months ended March 31, 2015 nil was recognised as share-based compensation (six months ended March 31, 2014 - \$32 thousand).

15. Commitments:

| Contractual obligations and<br>commitments | Payments due in the years ended September 30, |                 |                 |               |               |               | Total           |
|--|---|-----------------|-----------------|---------------|---------------|---------------|-----------------|
|  | 2015 <sup>1</sup>                             | 2016            | 2017            | 2018          | 2019          | 2020          |                 |
| Mactung leases                             | \$ 4  | \$ 6            | \$ 6            | \$ 6          | \$ 6          | \$ 6          | \$ 34           |
| Cantung leases and other agreements        | 226   | 227             | 269             | 293           | 316           | 649           | 1,980           |
| Equipment loans and capital leases         | 600   | 1,088           | 752             | 152           | 29            | 9             | 2,630           |
| Office leases <sup>2</sup>                 | 177   | 245             | 251             | 84            | -             | -             | 757             |
| Equipment purchases                        | 1,294   | -               | -               | -             | -             | -             | 1,294           |
|  | <b>\$ 2,301</b>                               | <b>\$ 1,566</b> | <b>\$ 1,278</b> | <b>\$ 535</b> | <b>\$ 351</b> | <b>\$ 664</b> | <b>\$ 6,695</b> |

1 - Commitments are for the remainder of fiscal 2015

2 - Includes basic rent and associated common costs under the lease

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**a. Water license**

The MVLWB issued the Company's type "A" Water License ("license") for the Cantung mine, which expires January 29, 2016.

The security deposit required under the Company's licenses is \$11.7 million. The Company has posted \$6.2 million in cash and \$5.5 million in the form of secured promissory notes pursuant to the Reclamation Security Agreement ("RSA"). The RSA further provides for:

- the Company to post \$100 thousand in cash on the 1<sup>st</sup> of September, 1<sup>st</sup> of December, 1<sup>st</sup> of March, and 1<sup>st</sup> of June to reduce the amounts pledged under the promissory notes until nil is outstanding under the promissory notes;
- the cash components payable to the Government of the Northwest Territories ("GNWT") to increase under certain events.

The Company has provided a RSA which pledges the Mactung property as security for any amounts owing under the Cantung water license and monies owed by way of secured promissory notes. Any funds in excess of ultimate reclamation costs will be returned to the Company.

During the six months ended March 31, 2015 the Company posted \$200 thousand of cash towards the reclamation deposit. The Company is currently in discussions with the GNWT regarding the long term reclamation plan and amount of reclamation security for an amendment to the Cantung water license to allow for the dry stack tailings facility and subsequent renewal of the water license beyond January 29, 2016. The security deposit associated with the renewed license may be materially higher than the currently required deposit, with the potential deposit ranging from \$15.2 million to \$30.9 million, in cash and other security.

**b. Cantung smelter royalties**

The Cantung Mine is subject to a 1% net smelter royalty.

**c. Mactung smelter royalties**

On January 31, 2005 the Company entered into an Amended Royalty Agreement on the Mactung property with Teck Resources Limited ("Teck"). For \$100 thousand (paid) Teck granted the Company an option (the "Option") to reduce the Mactung royalty from a 4% net smelter return ("NSR") to a 1% NSR. As the Company did not exercise the Option by March 30, 2010, it paid an additional \$200 thousand (paid) to Teck to maintain the Option. The Option was exercisable by the Company upon paying to Teck an additional \$1.0 million by the earlier of:

- March 30, 2015; or
- 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.

The Option expired unexercised on March 30, 2015. As a result, the historical Option payments were written off in the amount of \$0.3 million. The Company maintains the right to reduce the 4% NSR to 2% NSR with a payment of \$2.5 million to Teck at any time.

**16. Contingencies:**

Pursuant to contracts with directors, in the event of a change in control of the Company, the Company would be liable for payments totalling \$0.3 million.

**17. Cost of sales:**

|  | For the three months ended |                   | For the six months ended |                   |
|--|----------------------------|-------------------|--------------------------|-------------------|
|  | March 31,<br>2015          | March 31,<br>2014 | March 31,<br>2015        | March 31,<br>2014 |
| Mine operating costs                           | \$ 18,117                  | \$ 19,395         | \$ 36,348                | \$ 38,005         |
| Amortization and depreciation                  | 1,214                      | 1,787             | 2,481                    | 3,531             |
| Freight and handling                           | 430                        | 645               | 806                      | 1,073             |
| Royalties                                      | 230                        | 225               | 441                      | 425               |
| Inventory changes, adjustments and write-downs | 2,497                      | (4,358)           | (105)                    | (3,263)           |
|  | <u>\$ 22,488</u>           | <u>\$ 17,694</u>  | <u>\$ 39,971</u>         | <u>\$ 39,771</u>  |

During the three and six months ended March 31, 2015, the Company recorded an inventory write-down of tungsten concentrates to net realisable value totalling \$0.2 million (three and six months ended March 31, 2014 – nil).

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| Mine operating costs by function:        | For the three months ended |                  | For the three months ended |                  |
|--|----------------------------|------------------|----------------------------|------------------|
|  | March 31,                  | March 31,        | March 31,                  | March 31,        |
|  | 2015                       | 2014             | 2015                       | 2014             |
| Mine                                     | \$ 6,966                   | \$ 7,564         | \$ 13,433                  | \$ 14,492        |
| Power generation and surface maintenance | 4,310                      | 5,002            | 8,930                      | 9,832            |
| Site administration and environmental    | 3,523                      | 3,605            | 7,177                      | 7,192            |
| Mill                                     | 3,318                      | 3,224            | 6,808                      | 6,489            |
|  | <u>\$ 18,117</u>           | <u>\$ 19,395</u> | <u>\$ 36,348</u>           | <u>\$ 38,005</u> |

| Mine operating costs by nature:          | For the three months ended |                  | For the three months ended |                  |
|--|----------------------------|------------------|----------------------------|------------------|
|  | March 31,                  | March 31,        | March 31,                  | March 31,        |
|  | 2015                       | 2014             | 2015                       | 2014             |
| Salaries and wages                       | \$ 5,584                   | \$ 5,730         | \$ 11,028                  | \$ 10,907        |
| Materials and supplies                   | 4,293                      | 3,836            | 8,622                      | 7,995            |
| Fuel and lubricants                      | 3,699                      | 4,816            | 7,744                      | 8,981            |
| Freight, expediting and support services | 1,873                      | 1,878            | 3,796                      | 3,722            |
| Employee benefits                        | 1,376                      | 1,363            | 2,470                      | 2,521            |
| Other costs                              | 961                        | 1,064            | 1,876                      | 2,213            |
| Mine and drill contractors               | 331                        | 708              | 812                        | 1,666            |
|  | <u>\$ 18,117</u>           | <u>\$ 19,395</u> | <u>\$ 36,348</u>           | <u>\$ 38,005</u> |

18. Interest and financing costs:

|                                      | For the three months ended |                 | For the six months ended |                 |
|--------------------------------------|----------------------------|-----------------|--------------------------|-----------------|
|                                      | March 31,                  | March 31,       | March 31,                | March 31,       |
|                                      | 2015                       | 2014            | 2015                     | 2014            |
| Notes payable                        | \$ 620                     | \$ 40           | \$ 1,142                 | \$ 221          |
| Callidus loan                        | 612                        | -               | 1,090                    | -               |
| Debentures                           | 421                        | 344             | 810                      | 418             |
| Other                                | 201                        | 175             | 396                      | 304             |
| Customer advances and loans          | 100                        | 141             | 188                      | 218             |
| Equipment loans and capital leases   | 58                         | 46              | 69                       | 104             |
| Bank loans and associated agreements | -                          | 627             | -                        | 1,160           |
|                                      | <u>\$ 2,012</u>            | <u>\$ 1,373</u> | <u>\$ 3,695</u>          | <u>\$ 2,425</u> |

19. Supplemental cash flow:

| Change in non-cash working capital:      | For the three months ended |                   | For the six months ended |                   |
|--|----------------------------|-------------------|--------------------------|-------------------|
|  | March 31,                  | March 31,         | March 31,                | March 31,         |
|  | 2015                       | 2014              | 2015                     | 2014              |
| Accounts receivable                      | \$ (343)                   | \$ 3,001          | \$ 507                   | \$ 3,708          |
| Prepaid expenses                         | (127)                      | (74)              | (215)                    | (159)             |
| Inventories                              | 1,826                      | (4,984)           | (741)                    | (4,082)           |
| Accounts payable and accrued liabilities | (720)                      | (2,465)           | (2,484)                  | (1,192)           |
|  | <u>\$ 636</u>              | <u>\$ (4,522)</u> | <u>\$ (2,933)</u>        | <u>\$ (1,725)</u> |

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|  | For the three months ended |                   | For the six months ended |                   |
|--|----------------------------|-------------------|--------------------------|-------------------|
|  | March 31,<br>2015          | March 31,<br>2014 | March 31,<br>2015        | March 31,<br>2014 |
| Changes in accounts payable and accrued liabilities affecting cash flows used in investing activities: |                            |                   |                          |                   |
| Expenditures on property, plant and equipment  | \$ 116                     | \$ 1,096          | \$ 116                   | \$ 1,096          |
| Expenditures on Mactung property   | 141                        | 15                | 141                      | 15                |

**20. Related party transactions:**

Directors of the Company participated directly and indirectly in the USD\$11.0 million Debentures and Convertible Debentures financing as to USD\$9.6 million (Note 10). For the six months ended March 31, 2015 the Company recognised interest expense of \$0.7 million (six months ended March 31, 2014 - \$0.3 million) on these Debentures and Convertible Debentures.

During 2014 the Company executed a USD\$12.0 million promissory note with Queenwood II (Note 12). During the six months ended March 31, 2015 the Company recognised interest expense of \$0.9 million (six months ended March 31, 2014 - nil) on this Queenwood II promissory note.

On October 24, 2014 the Company executed a promissory note with Queenwood II for up to a maximum aggregate principal amount of USD\$3.0 million (Note 12). The Company has drawn the full amount on the promissory note. During the six months ended March 31, 2015 the Company recognized interest expense of \$0.2 million (six months ended March 31, 2014 - nil) on this Queenwood II note payable.

At March 31, 2015 there is \$0.7 million of interest and financing costs in accounts payable and accrued liabilities due to related parties.

During the six months ended March 31, 2015 the Company recognised \$0.7 million (six months ended March 31, 2014 - \$0.2 million) for professional and consulting fees to directors or companies related to directors.

The above transactions were in the normal course of operations.

**21. Financial instruments:**

The Company has financial assets which include cash and cash equivalents, accounts receivable and reclamation deposits, the carrying value of which approximates fair value. The Company has financial liabilities which include accounts payable and accrued liabilities, equipment loans and capital leases, notes payable, customer loans, Callidus loan, debentures and the interest bearing component of the convertible debentures, the carrying values of which may be higher than their fair value due to the Company's liquidity position (Note 1).

The Company's financial assets are measured and recognised according to a fair value hierarchy that reflects the significance of inputs used in making fair value measurements, based on the lowest level of input that is significant to the fair value measurement, as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - inputs for the asset or liability that are not based upon observable market data.

**Categories of financial instruments**

The estimated fair values of the Company's financial assets and liabilities were determined based on Level 2 inputs. The Company has no financial assets or liabilities that have fair value determined based on Level 3 inputs.

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The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. The following table shows the carrying value of financial assets and liabilities for each category of financial instruments:

|  | March 31,<br>2015 | September 30,<br>2014 |
|--|-------------------|-----------------------|
| <b>Financial assets</b>  |                   |                       |
| <i>Loans and receivables</i>                                   |                   |                       |
| Cash and cash equivalents                                      | \$ 1,665          | \$ 363                |
| Accounts receivable  | 3,340             | 3,847                 |
| Reclamation deposits   | 6,163             | 5,931                 |
| <b>Financial liabilities</b>                                   |                   |                       |
| <i>Other financial liabilities</i>                             |                   |                       |
| Accounts payable and accrued liabilities                       | \$ 13,939         | \$ 16,426             |
| Callidus loan  | 12,907            | 10,128                |
| Customer loans   | 8,376             | 8,064                 |
| Debentures & convertible debentures (interest bearing portion) | 13,418            | 11,564                |
| Equipment loans and capital leases                             | 2,630             | 469                   |
| Notes payable  | 18,512            | 14,584                |