



**UNAUDITED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED
MARCH 31, 2010**

RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying interim consolidated financial statements for North American Tungsten Corporation Ltd. ("the Company") have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. These financial statements are unaudited and have not been reviewed by the auditors. The most significant of these accounting principles have been set out in the September 30, 2009 audited consolidated financial statements. The interim consolidated financial statements are presented on the accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent upon future events. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the interim consolidated financial statements, management is satisfied that the interim consolidated financial statements have been fairly presented.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
 INTERIM CONSOLIDATED BALANCE SHEETS
 AS AT MARCH 31, 2010 AND SEPTEMBER 30, 2009
 UNAUDITED

| (in thousands of dollars) | Note(s) | March 31, 2010 | September 30, 2009 |
|--|---------|------------------|-----------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | | \$ 3,126 | \$ 1,328 |
| Accounts receivable | 13 & 16 | 2,242 | 4,786 |
| Inventories | 4 | 2,211 | 12,087 |
| Prepaid expenses | | 87 | 218 |
| | | <u>7,666</u> | <u>18,419</u> |
| Deferred royalty purchases | 7 (b) | 307 | 107 |
| Investment in Tungsten Diversified Industries, LLC ("TDI") | 5 | 6,769 | 7,132 |
| Property, plant and equipment | 6 | 10,984 | 11,143 |
| Mineral properties - Mactung | 7 | 14,589 | 14,051 |
| Mineral properties - Other | 7 | 9 | 9 |
| Reclamation deposits | 8 & 11 | 4,017 | 3,900 |
| | | <u>\$ 44,341</u> | <u>\$ 54,761</u> |
| LIABILITIES | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | | \$ 3,769 | \$ 9,717 |
| Bank loan | | 2,346 | 5,895 |
| Current portion of equipment loans and capital leases | 9 | 464 | 527 |
| | | <u>6,579</u> | <u>16,139</u> |
| Reclamation liabilities | 8 | 3,855 | 3,780 |
| Long term equipment loans and obligations under capital leases | 9 | 794 | 1,018 |
| Future income taxes | | 589 | 794 |
| | | <u>11,817</u> | <u>21,731</u> |
| SHARE CAPITAL AND DEFICIT | | | |
| Share capital | 10 | 50,085 | 47,039 |
| Contributed surplus | 10 | 3,077 | 3,022 |
| Deficit | | (20,638) | (17,031) |
| | | <u>32,524</u> | <u>33,030</u> |
| | | <u>\$ 44,341</u> | <u>\$ 54,761</u> |
| Going concern | 1 | | |
| Commitments and contingent liabilities | 11 & 12 | | |
| Subsequent event | 18 | | |

ON BEHALF OF THE BOARD

"signed"

Stephen M. Leahy

"signed"

Bryce Porter

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS, COMPREHENSIVE EARNINGS AND DEFICIT
FOR THE THREE AND SIX MONTHS ENDED MARCH 31
UNAUDITED

| (in thousands of dollars except for per share amounts) | Note(s) | For the three months | | For the six months | |
|--|---------|----------------------|--------------------|--------------------|--------------------|
| | | 2010 | 2009 | 2010 | 2009 |
| REVENUES | | | | | |
| Sales | 13 & 17 | \$ 3,738 | \$ 13,995 | \$ 13,370 | \$ 31,638 |
| EXPENSES | | | | | |
| Minesite cost of sales | | 3,495 | 12,448 | 11,518 | 25,476 |
| Amortization and depreciation | | 113 | 1,198 | 343 | 2,351 |
| Freight, handling and conversion | | 74 | 602 | 762 | 1,298 |
| Royalties | | 37 | 134 | 126 | 303 |
| Accretion of reclamation liabilities | 8 | 38 | 45 | 75 | 90 |
| | | <u>3,757</u> | <u>14,427</u> | <u>12,824</u> | <u>29,518</u> |
| Shut down/care and maintenance costs | | 1,101 | - | 2,458 | - |
| General and administrative | 14 | 612 | 855 | 1,114 | 1,641 |
| Interest & financing costs | | 122 | 191 | 196 | 374 |
| Equity loss of TDI | 5 | 277 | 214 | 363 | 214 |
| Exploration expense | | 1 | - | 71 | - |
| Foreign exchange loss (gain) | | 75 | (79) | 119 | (344) |
| Stock based compensation | 10 | 41 | 39 | 55 | 76 |
| Accretion of equity of convertible debenture | | - | 16 | - | 32 |
| Interest income | | (1) | (24) | (9) | (64) |
| Gain on disposal of assets | | - | - | (9) | - |
| | | <u>5,985</u> | <u>15,639</u> | <u>17,182</u> | <u>31,447</u> |
| NET EARNINGS/(LOSS) BEFORE UNDERNOTED ITEMS | | (2,247) | (1,644) | (3,812) | 191 |
| Dilution gain on TDI transaction | 5 | - | - | - | 3,083 |
| NET EARNINGS/(LOSS) BEFORE INCOME TAXES | | (2,247) | (1,644) | (3,812) | 3,274 |
| Future income tax recovery | | 137 | 1,326 | 205 | 1,326 |
| NET EARNINGS/(LOSS) AND COMPREHENSIVE EARNINGS/(LOSS) | | \$ (2,110) | \$ (318) | \$ (3,607) | \$ 4,600 |
| DEFICIT-BEGINNING OF PERIOD | | \$ (18,528) | \$ (13,049) | \$ (17,031) | \$ (17,967) |
| DEFICIT-END OF PERIOD | | <u>\$ (20,638)</u> | <u>\$ (13,367)</u> | <u>\$ (20,638)</u> | <u>\$ (13,367)</u> |
| Net earnings/(loss) per share | | | | | |
| Basic | | \$ (0.01) | \$ - | \$ (0.02) | \$ 0.04 |
| Diluted | | \$ (0.01) | \$ - | \$ (0.02) | \$ 0.04 |
| Weighted average number of shares (in thousands) | | | | | |
| Basic | | 189,290 | 122,591 | 182,778 | 126,845 |
| Diluted | | 189,290 | 122,591 | 182,778 | 127,009 |

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31
UNAUDITED

| (in thousand of dollars) | Note(s) | For the three months | | For the six months | |
|--|---------|------------------------|------------------------|------------------------|------------------------|
| | | 2010 | 2009 | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | | |
| Net earnings/(loss) | | \$ (2,110) | \$ (318) | \$ (3,607) | \$ 4,600 |
| Items not affecting cash: | | | | | |
| Amortization and depreciation | | 113 | 1,198 | 343 | 2,351 |
| Accretion of reclamation liabilities | | 38 | 45 | 75 | 90 |
| Equity loss of TDI | | 277 | 214 | 363 | 214 |
| Stock based compensation | | 41 | 39 | 55 | 76 |
| Foreign exchange and accretion on convertible debenture | | - | 143 | - | 613 |
| Loss/(gain) on disposal of assets | | - | - | (9) | - |
| Dilution gain on TDI transaction | | - | - | - | (3,083) |
| Future income tax recovery | | (137) | (1,326) | (205) | (1,326) |
| | | <u>(1,778)</u> | <u>(5)</u> | <u>(2,985)</u> | <u>3,535</u> |
| Change in non-cash working capital | 15 | 5,830 | (2,019) | 6,920 | (4,198) |
| Increase in reclamation deposits | | <u>(100)</u> | <u>(100)</u> | <u>(117)</u> | <u>(384)</u> |
| | | 3,952 | (2,124) | 3,818 | (1,047) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | | |
| Proceeds on disposal of assets | | - | - | 9 | - |
| Arising on disposition of interest in Tungsten Joint Venture | | - | - | - | (1) |
| Deferred buy out of royalties | | (200) | - | (200) | - |
| Expenditure on mineral property interests | | (298) | (282) | (538) | (1,258) |
| Purchase of property, plant and equipment | | <u>(147)</u> | <u>(1,075)</u> | <u>(492)</u> | <u>(2,434)</u> |
| | | (645) | (1,357) | (1,221) | (3,693) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | | |
| Capital lease obligations | | (126) | (86) | (296) | (168) |
| Issuance of capital stock | | - | 103 | 3,046 | 12 |
| Bank borrowings net | | <u>(553)</u> | <u>333</u> | <u>(3,549)</u> | <u>(1,541)</u> |
| | | (679) | 350 | (799) | (1,697) |
| Increase (decrease) in cash and cash equivalents | | 2,628 | (3,131) | 1,798 | (6,437) |
| Cash and cash equivalents beginning of period | | <u>498</u> | <u>6,189</u> | <u>1,328</u> | <u>9,495</u> |
| Cash and cash equivalents end of period | | \$ <u>3,126</u> | \$ <u>3,058</u> | \$ <u>3,126</u> | \$ <u>3,058</u> |
| <u>Represented by:</u> | | | | | |
| Cash | | \$ 3,091 | \$ 129 | \$ 3,091 | \$ 129 |
| Cash equivalents | | <u>35</u> | <u>2,929</u> | <u>35</u> | <u>2,929</u> |
| | | \$ <u>3,126</u> | \$ <u>3,058</u> | \$ <u>3,126</u> | \$ <u>3,058</u> |
| Non-cash investing and financing activities | 15 | | | | |

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 Cantung mine (currently on care and maintenance) in the Northwest Territories; the Mactung mineral property in the Yukon Territory; other tungsten exploration prospects; and, through its 43.2% interest in Tungsten Diversified Industries, LLC. (see Note 5) has an interest in new and upgraded tungsten products.

While these consolidated financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") and on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize 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.

As a product inventory control measure, the Company suspended mining and milling operations at the Cantung mine on October 18, 2009. The mine has been placed on care and maintenance and is ready for restart when market conditions improve. The Company is fulfilling its existing sales contracts and is also making spot sales from inventory.

For the six months ended March 31, 2010 the Company had a net loss of \$3.6 million.

In November 2009, the Company completed a non-brokered private placement equity financing for net proceeds of \$3.1 million. Significant additional funding will be required to reopen the Cantung Mine and develop the Mactung project to production.

In May 2010 the Company announced that it had raised \$3.15 million through a convertible debenture offering (see Note 18).

The Company's ability to continue as a going concern is dependent upon its ability to secure additional funding. Management is exploring all available options to secure additional funding including equity and debt financing and strategic partnerships in order to develop its Mactung property, discharge its liabilities and realize the carrying value of its assets. It is not possible to determine with any certainty the success and adequacy of these initiatives.

If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, the reported revenue and expenses and the balance sheet classifications used. The adjustments could be material.

2. Significant Accounting Policies:

a. Basis of Presentation

Basis of Presentation

With the exception of changes in accounting policies adopted since September 30, 2009 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, 2009. 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, 2009.

These consolidated financial statements include the accounts of North American Tungsten Corporation Ltd. and all of its subsidiaries. The significant subsidiaries are 100% owned and include Numbered Company incorporated in Delaware and International Carbitech Industries Inc. incorporated in British Columbia. All intercompany balances and transactions have been eliminated on consolidation. See Note 5 for accounting of Tungsten Diversified Industries, LLC (formerly Tungsten Joint Venture, LLC)

In the opinion of Management, all adjustments necessary to present fairly the consolidated financial position as at March 31, 2010 and the consolidated results of operations, cash flows and comprehensive income for the three month periods then ended March 31, 2010 have been made. These interim results are not necessarily indicative of the results for a full year.

3. New Accounting Pronouncements:

Financial Instrument Disclosures

CICA Handbook Section 3855, Disclosures has been amended to include additional disclosure requirements about fair value measurements of financial instruments and to enhance liquidity risk disclosures. The Company adopted this standard effective October 1, 2009 and there was no impact to the financial statements as a result of this new standard.

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

Financial Instruments – Recognition and Measurement

CICA Handbook Section 3855, Recognition and Measurement, has been amended to change the categories into which a debt instrument is required or permitted to be classified, change the impairment model for held-to-maturity financial assets to the incurred credit loss model in Section 3025 and require reversal of previously recognized impairment losses on available-for-sale financial assets in specified circumstances. The Company adopted this standard effective October 1, 2009 and there was no impact to the financial statements as a result of this new standard.

Business Combinations

CICA Handbook Section 1582, Business Combinations, which replaces CICA Handbook Section 1581, Business Combinations, establishes standards for the accounting for a business combination. It is the Canadian equivalent to International Financial Reporting Standards ("IFRS") IFRS 3R, Business Combinations. This standard is effective for the Company for interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of this change on its financial statements.

Consolidated Financial Statements and Non-controlling Interests

CICA Handbook Sections 1601, Consolidated Financial Statements and 1602, Non-controlling Interests replace CICA Handbook Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. Section 1602 is the equivalent to the corresponding provisions of IFRS IAS 27, Consolidated and Separate Financial Statements. These standards are effective for the Company for interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of these changes on its financial statements.

Comprehensive Revaluation of Assets and Liabilities

CICA Handbook Section 1625, Comprehensive Revaluation of Assets and Liabilities, has been amended as a result of issuing Sections 1582, 1601 and 1602. The amendments are effective for the Company for its interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of these changes on its financial statements.

Financial Instruments – Recognition and Measurement

CICA Handbook Section 3855 has been amended to clarify the application of the effective interest method after a debt instrument has been impaired and when an embedded prepayment option is separated from its host debt instrument for accounting purposes. These changes are effective for the Company for its interim and annual financial statements beginning on October 1, 2011. The Company has not yet determined the impact of the adoption of these changes on its financial statements.

4. Inventories :

| (in thousands of dollars) | March 31, 2010 | September 30, 2009 |
|---------------------------|-----------------|-----------------------|
| Concentrates | \$ 494 | \$ 8,776 |
| Intermediates | - | 1,278 |
| Ore stockpile | - | 122 |
| Materials and supplies | 1,717 | 1,911 |
| | <u>\$ 2,211</u> | <u>\$ 12,087</u> |

The Company values its concentrate, intermediates and ore stockpile inventories at the lower of cost or net realizable value. The Company does not value its low-grade stockpile of material mined as, currently, this material is not considered economic.

5. Investment in Tungsten Diversified Industries, LLC:

As a result of the reorganization on December 9, 2008 of Tungsten Diversified Industries, LLC ("TDI") (formerly Tungsten Joint Venture, LLC "TJV") the Company's interest was diluted from 100% to 43.2%. The remaining 56.8% is held by Tundra Particle Technologies, LLC ("TPT") (43.2%) and Queenwood Capital Partners LLC ("Queenwood") (13.6%). The Company's interest in Tungsten Diversified Industries, LLC is now accounted for as an equity accounted investment.

As TDI issued its own equity to outside interests, a dilution gain of \$3,083 thousand arose as a result of the difference between the Company's share of the proceeds and the carrying value of the underlying equity.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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The Company accounts for its investment in TDI under the equity method. The Company's net investment in TDI is determined as follows:

| | | |
|------------------------------|----|--------------|
| Balance - December 9, 2008 | \$ | 7,720 |
| Accumulated share of losses | | (588) |
| Balance - September 30, 2009 | | <u>7,132</u> |
| Accumulated share of losses | | (363) |
| Balance - March 31, 2010 | \$ | <u>6,769</u> |

Sales to TDI of intermediates for the six months ended March 31, 2010 were \$0.2 million (for the six months ended March 31, 2009 – \$0.8 million).

6. Property, Plant & Equipment:

| (in thousands of dollars) | Cost | Accumulated Amortization | March 31, 2010 Net |
|-------------------------------|------------------|-----------------------------|-----------------------|
| Deferred mining costs | \$ 9,349 | \$ (7,884) | \$ 1,465 |
| Property, plant and equipment | 32,382 | (22,863) | 9,519 |
| | <u>\$ 41,731</u> | <u>\$ (30,747)</u> | <u>\$ 10,984</u> |

| (in thousands of dollars) | Cost | Accumulated Amortization | September 30, 2009 Net |
|-------------------------------|------------------|-----------------------------|---------------------------|
| Deferred mining costs | \$ 9,302 | \$ (7,884) | \$ 1,419 |
| Property, plant and equipment | 32,252 | (22,528) | 9,724 |
| | <u>\$ 41,554</u> | <u>\$ (30,412)</u> | <u>\$ 11,143</u> |

7. Mineral Property Interests:

The following table summarizes the Company's interest in mineral properties as at September 30, 2009 and March 31, 2010.

| (in thousands of dollars) | Mactung Property Yukon Canada | Rifle Range Creek Property, NWT Canada | Bailey Claims, Yukon Canada | Cantung Area NWT Canada | Total of all properties - excluding Mactung |
|--------------------------------------|--|---|--------------------------------------|-------------------------------|---|
| Balance September 30, 2008 | \$ 9,790 | \$ 217 | \$ 25 | \$ 2 | \$ 244 |
| Expenditures during the year | 4,261 | 378 | - | 623 | 1,001 |
| Write down of exploration properties | | (595) | (16) | (625) | (1,236) |
| Balance September 30, 2009 | <u>14,051</u> | <u>-</u> | <u>9</u> | <u>-</u> | <u>9</u> |
| Expenditures during the period | 538 | - | - | - | - |
| Balance at March 31, 2010 | <u>\$ 14,589</u> | <u>\$ -</u> | <u>\$ 9</u> | <u>\$ -</u> | <u>\$ 9</u> |

The potential for success on the Bailey Claims, the area around the Cantung mine and Rifle Range Creek is considered remote; accordingly capitalized expenditures of \$16 thousand relating to the Bailey Claims, \$625 thousand relating to the area around the Cantung mine and \$595 thousand relating to Rifle Range Creek were written off in the year ended September 30, 2009.

a. Mactung – Canada

The Mactung mineral leases, located on the border of the Yukon Territory and the Northwest Territories, are held under various mineral lease agreements and claims.

NORTH AMERICAN TUNGSTEN CORPORATION LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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b. Deferred Royalty Purchases

On January 31, 2005 the Company entered into an Amended Royalty Agreement on the Mactung Property with Teck Resources Limited (successor to Aur Resources Inc). For \$100 thousand Teck Resources Limited ("Teck") granted the Company an option (the "Option") to reduce the Mactung Royalty from a 4% net smelter return ("NSR") to a 1% NSR, such Option to be exercisable by the Company upon:

Paying to Teck an additional \$1.0 million 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.

The Company maintained the Option on March 30, 2010, by paying an additional \$200 thousand to Teck.

The \$300 thousand 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 March 31, 2010 was \$300 thousand (September 30, 2009 - \$100 thousand).

A similar payment of \$125 thousand 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 March 31, 2009 was \$6 thousand (September 30, 2009 - \$7 thousand).

8. Reclamation Liabilities:

The Company's total undiscounted amount of estimated cash flows required to settle the mine reclamation obligation is \$4.2 million which has been discounted using credit adjusted risk free rates of 1% to 4%. The liability estimate for the mine reclamation obligation on an undiscounted basis is approximately \$3.9 million.

(in thousands of dollars)

| | March 31, 2010 | September 30, 2009 |
|--|-----------------|--------------------|
| Opening balance, asset retirement obligation | \$ 3,780 | \$ 3,577 |
| Accretion during the year | 75 | 182 |
| Additions during the year | - | 252 |
| Change in estimates of future costs | - | (231) |
| Closing asset retirement obligation | \$ 3,855 | \$ 3,780 |

Funds of \$4.1 million 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.

9. Obligations under Equipment Loans and Capital Leases:

(in thousands of dollars)

| | March 31, 2010 | September 30, 2009 |
|---|----------------|--------------------|
| Obligations under equipment loans and capital leases | \$ 1,031 | \$ 1,327 |
| Billiton loan provision | 227 | 218 |
| | 1,258 | 1,545 |
| Current portion of equipment loans and capital leases | (464) | (527) |
| Long term equipment loans and obligations under capital lease | \$ 794 | \$ 1,018 |

The maturity dates of the leases range from September 2010 to December 2014, with interest rates ranging from 7.50% to 14.50%. See Note 11 for details of payments over the next 4 years.

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

10. Share Capital:

a. Capital Stock

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

| Issued | Number of Shares | Consideration (in thousands of dollars) |
|---|------------------|---|
| September 30, 2008 | 126,826,725 | \$ 42,049 |
| Exercise of options | 2,030,000 | 244 |
| Future income tax recovery | | (1,326) |
| Private placement | 40,000,000 | 6,000 |
| Share issue costs | | (50) |
| Reallocation of fair value related to options exercised | | 122 |
| September 30, 2009 | 168,856,725 | \$ 47,039 |
| Private placement | 20,433,333 | 3,065 |
| Share issue costs | | (19) |
| March 31, 2010 | 189,290,058 | \$ 50,085 |

\$6 million financing

On July 31, 2009 the Company closed a Private Placement of 40,000,000 common shares at \$0.15 per share with insiders and private investors for gross proceeds of CDN\$6.0 million.

\$3.1 million financing

On November 27, 2009 the Company closed a non-brokered Private Placement of 20,433,333 common shares at \$0.15 per share for net proceeds of \$3.1 million.

Interim Consolidated Statement of Shareholders' Equity

| (in thousands of dollars) | Shares | Capital Stock | Convertible Debenture | Contributed Surplus | Deficit | Total |
|--|-------------|---------------|-----------------------|---------------------|-------------|-----------|
| September 30, 2008 | 126,826,725 | 42,049 | 54 | 3,000 | (17,967) | 27,136 |
| Stock compensation | - | - | - | 90 | - | 90 |
| Exercise of stock options | 2,030,000 | 244 | - | - | - | 244 |
| Reallocation of contributed surplus related to options exercised | - | 122 | - | (122) | - | - |
| Private placement | 40,000,000 | 6,000 | | | | 6,000 |
| Reallocation of equity component of convertible debenture | | | (54) | 54 | | |
| Future income tax recovery | - | (1,326) | - | - | - | (1,326) |
| Share issue costs | | (50) | | | | (50) |
| Net earnings | - | - | - | - | 936 | 936 |
| September 30, 2009 | 168,856,725 | \$ 47,039 | \$ - | \$ 3,022 | \$ (17,031) | \$ 33,030 |
| Stock compensation | | | | 55 | | 55 |
| Share issue costs | | (19) | | | | (19) |
| Private placement | 20,433,333 | 3,065 | | | | 3,065 |
| Net loss | | | | | (3,607) | (3,607) |
| March 31, 2010 | 189,290,058 | \$ 50,085 | \$ - | \$ 3,077 | \$ (20,638) | \$ 32,524 |

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

b. Stock Option Plan

The Company has a rolling Stock Option Plan which reserves up to a maximum of 10% of the issued and outstanding shares for the granting of options to eligible participants. The Option Plan provides that the Company's Board of Directors may from time to time grant Options to acquire Common Shares to any participant who is an employee, officer or director of the Company or a consultant to the Company. The total number of Common Shares that may be reserved for issuance to any one participant pursuant to options granted under the Option Plan may not exceed 5% of the issued and outstanding shares of the Company on the date of the grant of the Options in any twelve month period. The maximum number of options granted to any one consultant may not exceed 2% of the issued and outstanding shares of the Company on the date of the grant of the options in any twelve month period and the options granted to persons employed to provide investor relation services may not exceed 2% of the issued and outstanding shares of the Company on the date of grant of the options in any 12 month period. No more than an aggregate of 10% of the issued shares of the Corporation, within any 12 month period may be granted to Insiders; unless the Corporation has received disinterested shareholder approval. The options may not be granted at prices that are less than the Discounted Market Price as defined in the TSX Venture Exchange policy. Each option is exercisable, subject to vesting terms as may be determined by the Board, into one common share of the Company.

During the six months ended March 31, 2010:

- 575,000 options were granted to employees and consultants. The option valuation for the issue was calculated using the Black-Scholes option pricing model based on an average expected option life of 1.5 years, a dividend yield of 0%, a risk free interest rate of 0.97%, and an expected volatility of 113%.
- 1,725,000 options were granted to directors, officers and employees. The option valuation for the issue was calculated using the Black-Scholes option pricing model based on an average expected option life of 1.5 years, a dividend yield of 0%, a risk free interest rate of 0.94%, and an expected volatility of 112%.

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.

| No of Options Outstanding as of September 30, 2009 | Exercised | Granted | Forfeited | No of Options Outstanding as of March 31, 2010 | Exercise Price | Expiry Date | Options Exercisable |
|---|-----------|------------------|------------------|--|-------------------|----------------|------------------------|
| 100,000 | | | (100,000) | - | \$0.23 | 1-Feb-10 | - |
| 3,075,000 | | | (100,000) | 2,975,000 | \$1.08 | 24-May-10 | 2,975,000 |
| 100,000 | | | | 100,000 | \$1.50 | 22-Jun-10 | 100,000 |
| 50,000 | | | | 50,000 | \$1.26 | 22-Aug-10 | 50,000 |
| 110,000 | | | (30,000) | 80,000 | \$1.15 | 9-Nov-10 | 80,000 |
| 200,000 | | | | 200,000 | \$1.76 | 31-Jan-11 | 200,000 |
| 50,000 | | | | 50,000 | \$0.70 | 27-Oct-11 | 50,000 |
| 400,000 | | | (400,000) | - | \$0.65 | 10-Jan-12 | - |
| 1,266,700 | | | (85,000) | 1,181,700 | \$1.25 | 19-Mar-12 | 1,181,700 |
| 75,000 | | | | 75,000 | \$1.28 | 14-Jun-12 | 75,000 |
| 175,000 | | | (175,000) | - | \$1.39 | 18-Jul-12 | - |
| 200,000 | | | | 200,000 | \$1.30 | 2-Jan-13 | 200,000 |
| 83,334 | | | (50,000) | 33,334 | \$1.24 | 27-May-13 | 33,334 |
| - | | 575,000 | - | 575,000 | \$0.15 | 20-Oct-14 | 191,663 |
| | | 1,725,000 | | 1,725,000 | \$0.19 | 1-Feb-15 | 575,004 |
| 5,885,034 | - | 2,300,000 | (940,000) | 7,245,034 | | | 5,711,701 |

575,000 options were granted to employees and consultants exercisable at \$0.15 per share which expire on October 20, 2014 and 1,725,000 options were granted to directors, officers and employees exercisable at \$0.19 per share which expire on February 1, 2015.

The outstanding options have a weighted-average exercise price of \$0.85 and the weighted-average remaining life of the options is 2.10 years.

Subsequent to March 31, 2010, 2,975,000 options exercisable at \$1.08 expired on May 24, 2010.

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11. Commitments:

| (in thousands of dollars) | Payments due in years ended September 30, | | | | | |
|--|---|---------------|---------------|---------------|--------------|-----------------|
| | 2010 | 2011 | 2012 | 2013 | 2014 | TOTAL |
| Contractual Obligations | | | | | | |
| Property leases and equipment loans & leases | \$ 249 | \$ 514 | \$ 247 | \$ 150 | \$ 93 | \$ 1,253 |
| Office Leases** | 100 | 208 | 214 | - | - | 522 |
| | \$ 349 | \$ 722 | \$ 461 | \$ 150 | \$ 93 | \$ 1,775 |

** - Including estimates of operating cost components.

a. Water License

On January 29, 2009 the Company received notification from the Mackenzie Valley Land and Water Board of the renewal of the Company's type "A" Water License ("license"). The license was approved for a period of five (5) years commencing January 30, 2009 and expiring January 29, 2014.

The security deposit required under the Company's prior license was \$7.9 million, which the Company posted a total of \$3.7 million in cash and \$4.2 million in the form of secured promissory notes pursuant to the Reclamation Security Agreement ("RSA"). The RSA is secured generally over the assets of the Company by way of a General Security Agreement ("GSA"). The total security posted under the Company's prior license in favour of the Department of Indian and Northern Development ("DIAND") is \$7.9 million which fulfilled the security requirements of the RSA for the prior license. The Reclamation Security Agreement provides for the cash components payable to DIAND to increase under certain events. In addition, the renewed license (issued on January 30, 2009) requires the Company to post an additional security deposit of \$5.2 million over time as follows:

Within thirty days of the effective date of the license an amount of \$1.3 million of security shall be posted – this amount was posted on March 1, 2009; (\$100,000 in cash and \$1.2 million in the form of a secured promissory note)

On July 1, 2009 an amount of \$1.3 million of security shall be posted – this amount was posted on July 1, 2009 (\$100,000 cash and \$1.2 million in the form of a secured promissory note)

On February 1, 2010 an amount of \$1.3 million shall be posted; - this amount was posted on February 1, 2010 (\$100,000 in cash and \$1.2 million in the form of a secured promissory note) and

On July 1, 2010 an amount of \$1.3 million of security shall be posted.

Any security amounts owing under the license and monies owed by way of secured promissory notes are also secured by the GSA.

Negotiations are currently in process as to the terms, form of security and cash content, if any, of the security deposit required under the January 30, 2009 license.

Any funds in excess of ultimate reclamation costs will be returned to the Company.

b. Smelter Royalties

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

c. Mactung Option

The Company is committed to payments under an option agreement as disclosed in Note 7(b).

12. Contingencies:

Pursuant to agreements with officers, in the event of their contracts being terminated, the Company would be liable for payments totaling \$1.3 million (September 30, 2009-\$1.5 million).

Pursuant to contracts with directors, in the event of a change in control of the Company, the Company would be liable for payments totaling \$0.40 million (September 30, 2009-\$0.45 million).

13. Sales and Economic Dependence:

The Company sells tungsten concentrates together with smaller quantities of copper concentrates and some tungsten intermediate products.

Sales to two customers accounted for 99% of sales made in the three months ended March 31, 2010 (96% to three customers for the three months ended March 31, 2009).

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As at March 31, 2010 \$0.1 million in receivables was due from one customer (September 30, 2009 - \$2.3 million in receivables was due from three customers). See Notes 5 and 16 for sales to TDI and receivables from TDI.

14. General & Administrative Costs:

| (in thousands of dollars) | For the three months ended | | For the six months ended | |
|---|----------------------------|----------------|--------------------------|-----------------|
| | March 31, 2010 | March 31, 2009 | March 31, 2010 | March 31, 2009 |
| GENERAL AND ADMINISTRATIVE | | | | |
| Fees, wages and benefits | \$ 313 | \$ 478 | \$ 609 | \$ 954 |
| Office expenses | 120 | 193 | 211 | 306 |
| Accounting and audit | 38 | 53 | 74 | 108 |
| Legal fees | 40 | 52 | 40 | 99 |
| Investor relations, travel & business development | 75 | 54 | 131 | 127 |
| Consulting | 7 | - | 30 | 19 |
| Filing fees and transfer agent fees | 19 | 25 | 19 | 28 |
| | \$ 612 | \$ 855 | \$ 1,114 | \$ 1,641 |

15. Supplemental Cash Flow:

| (in thousands of dollars) | For the three months ended | | For the six months ended | |
|---|----------------------------|-------------------|--------------------------|-------------------|
| | March 31, 2010 | March 31, 2009 | March 31, 2010 | March 31, 2009 |
| Changes in non-cash working capital | | | | |
| Accounts receivable | \$ 3,666 | \$ 662 | \$ 2,544 | \$ 966 |
| Prepaid expenses | 38 | 19 | 131 | 54 |
| Accounts payable and accrued liabilities | (1,362) | (586) | (5,631) | (1,002) |
| Inventories | 3,488 | (2,114) | 9,876 | (4,216) |
| Change in non-cash working capital | \$ 5,830 | \$ (2,019) | \$ 6,920 | \$ (4,198) |
| Non-cash changes - TDI deconsolidation | | | | |
| Inventories | | | | \$ 186 |
| Accounts payable and accrued liabilities | | | | 76 |
| | | | | \$ 262 |
| <u>Supplemental information</u> | | | | |
| Interest paid | \$ 43 | \$ 191 | \$ 117 | \$ 374 |

16. Related Party Transactions:

An entity in which a director of the Company has an interest directly owns 13.6% of the TDI membership units and, through its interest in TPT, owns a further 8.1% of the TDI membership units. A director appointed during the period through his interest in TPT owns 35.1% of the TDI membership units. (See Note 5).

Accounts receivable as at March 31, 2010 include \$2.0 million (2009 - \$0.8 million) due from TDI. Sales to TDI were \$nil for the three months ended March 31, 2010 (three months ended March 31, 2009 - \$0.8).

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17. Segmented Information:

The geographical distribution of the Company's sales revenue is as follows:

| SALES: (in thousands of dollars) | For the three months ended | | For th six months ended | |
|----------------------------------|----------------------------|------------------|-------------------------|-------------------|
| | March 31, 2010 | March 31, 2009 | March 31, 2010 | March 31, 2009 |
| TUNGSTEN: | | | | |
| United States | \$ 35 | \$ 6,829 | \$ 2,112 | \$ 13,597 |
| Asia | 3,697 | 6,575 | 10,500 | 17,430 |
| Europe | - | 591 | - | 611 |
| | <u>3,732</u> | <u>13,995</u> | <u>12,612</u> | <u>31,638</u> |
| COPPER: | | | | |
| Europe | 6 | - | 758 | - |
| TOTAL | <u>\$ 3,738</u> | <u>\$ 13,995</u> | <u>\$ 13,370</u> | <u>\$ 31,638</u> |

18. Subsequent Event:

\$3,150,000 Convertible Debenture

On May 21, 2010 the Company closed an offering of \$3,150,000 12.5% convertible debentures. These will mature in 26 months if not previously redeemed or converted to common shares at an issue price equal to the greater of \$0.18 per common share and the volume weighted average trading price for the preceding 10 trading days. The Company may redeem after 60 days provided that the issue price is not greater than \$0.25 per common share. Insiders of the Company subscribed for \$1,095,000 of the offering.