

**NORTH AMERICAN TUNGSTEN CORPORATION LTD.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE that an annual general and special meeting (the "Meeting") of the shareholders of NORTH AMERICAN TUNGSTEN CORPORATION LTD. (the "Company") will be held at the offices of Dentons Canada LLP, 20<sup>th</sup> Floor, 250 Howe Street, Vancouver, British Columbia, Canada, on Wednesday, March 18, 2015 at 9:00 a.m. (Vancouver time) for the purposes set forth in the following:**

1. To receive the audited consolidated financial statements of the Company for the fiscal year ending September 30, 2014, together with the auditor's report thereon;
2. To elect directors of the Company for the ensuing year;
3. To appoint the auditors of the Company for the ensuing year;
4. To authorize the directors to fix the auditors' remuneration for the ensuing year;
5. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of the Company to re-approve the Company's Stock Option Plan, as more particularly described in the accompanying Information Circular;
6. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of the Company to approve the extension of the Shareholder Rights Plan for a further two year period, as more particularly described in the accompanying Information Circular; and
7. To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

The accompanying Information Circular provides information on the business of the Meeting. The board of directors has fixed February 10, 2015 as the record date for determining shareholders who are entitled to vote at the Meeting. Only those persons who are holders of common shares of the Company at the close of business on the record date will be entitled to receive Notice of Meeting and to vote on the business of the Meeting.

**A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.**

**DATED** at Vancouver, British Columbia, this 13<sup>th</sup> day of February, 2015.

**BY ORDER OF THE BOARD**

(signed) "*Kurt Heikkila*"

**KURT HEIKKILA**  
**President, Chief Executive Officer and Chairman**