



This is the 11th affidavit
of Dennis M. Lindahl in this case
and was made on 8 / Sep / 2015

NO. S-154746
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*
R.S.C. 1985, c. C-36, as amended

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985 c. C-44, as amended

AND

IN THE MATTER OF NORTH AMERICAN TUNGSTEN CORPORATION LTD.

PETITIONER

AFFIDAVIT

I, **DENNIS M. LINDAHL**, of 1640 – 1188 West Georgia Street, Vancouver, British Columbia, businessperson, SWEAR (OR AFFIRM) THAT:

1. I am the chief financial officer and a director of North American Tungsten Corporation Ltd., the petitioner in this proceeding ("**NATC**" or the "**Company**"), and as such have personal knowledge of the matters deposed to in this Affidavit except where I depose to a matter based on information from an informant I identify, in which case, I believe that both the information from the informant and the resulting statement are true.
2. I am authorized to make this Affidavit on behalf of the Petitioner.
3. In addition to my role with the Company, I am involved with Queenwood Capital Partners LLC and Queenwood Capital Partners II LLC (collectively, "**Queenwood**"). In addition, Kurt Heikkila (the Chief Executive Officer and a director of NATC) and Ronald Erickson (a director of NATC) are also involved with Queenwood.
4. As set out in my first affidavit, Queenwood is directly or indirectly a significant secured creditor of NATC. In particular, Queenwood is owed in excess of US \$15 million, in priority behind certain other secured creditors.

5. On July 17, 2015, the Court approved a sale and investment solicitation process (the "**SISP**"), pursuant to which the Company, with the assistance of Alvarez & Marsal Canada Securities ULC (the "**Financial Advisor**") and under the supervision of Alvarez & Marsal Canada Inc. (the "**Monitor**"), would carry out a process to solicit bidders or investors as part of NATC's restructuring.

6. On or about August 27, 2015, Queenwood determined that it may be interested in participating in the SISP.

7. Queenwood's determination was immediately disclosed to the Monitor and the Financial Advisor.

8. Given the involvement of myself, Mr. Heikkila and Mr. Erickson with Queenwood, NATC determined that it would be in the best interest of the SISP for an independent committee of the board of directors to be formed (the "**Independent Committee**") and for the Monitor to assume conduct of the process. I understand that the Monitor has agreed to take on that role, subject to approval from the Court.

9. I also understand and verily believe that the Financial Advisor has been in contact with several potential bidders to advise them of the foregoing development, and the anticipated transition of carriage of the SISP to the Monitor.

10. By unanimous written resolution effective September 2, 2015, NATC established the Independent Committee, comprised of directors with no affiliation to Queenwood, to interact with the Monitor in respect of the SISP, to the extent required by the Monitor, and assess bids and transactions to be pursued. Now shown to me and attached hereto as **Exhibit "A"** is a copy of a resolution of the directors of NATC regarding the same.

11. Mr. Heikkila and I will remain available to respond to queries to management from potential bidders, if requested by the potential bidder after disclosure of our involvement with Queenwood, and under the supervision of the Monitor. However, given the appointment of the Independent Committee, we will not be privy to any information or decisions made by NATC in respect of the SISP.

SWORN (OR AFFIRMED) BEFORE ME at
Vancouver, BC, on 8 / 09 / 2015.


A Commissioner for taking Affidavits within
British Columbia


DENNIS M. LINDAHL

This is Exhibit "A" referred to in the
affidavit of Dennis Lindahl
sworn before me at Vancouver, BC
this 8 day of September, 2015

RESOLUTION OF THE DIRECTORS OF
NORTH AMERICAN TUNGSTEN CORPORATION LTD
(the "Corporation")

A Commissioner for taking Affidavits
for British Columbia

The undersigned, being all of the directors of the Corporation, hereby consent in writing to the following resolutions passed as of September 2, 2015:

WHEREAS:

- A. On July 17, 2015, the Court in the *Companies' Creditors Arrangement Act* ("CCAA") proceedings approved a sale and investment solicitation process ("SISP"). Under the SISP, the Corporation, with the assistance of Alvarez & Marsal Canada Securities ULC (the "Financial Advisor") and under the supervision of Alvarez & Marsal Canada Inc. (the "Monitor"), was authorized to carry out a sale and investment process for all of the assets and business of the Corporation. The SISP describes, among other things, the property, assets and undertakings available for sale, the manner in which prospective bidders or investors access or continue to have access to due diligence materials concerning the Corporation, its property and its business, the manner in which bidders and bids will become qualified bidders, and qualified bids, respectively, the receipt and negotiation of bids and investment offers received, the ultimate selection of one or more successful bids, and the approval thereof by the Court;
- B. Queenwood Capital Partners LLC ("Queenwood") has expressed interest in participating in the SISP as an interested party and each of Ron Erickson, Kurt Heikkila and Dennis Lindahl have declared a potential conflict of interest due to their involvement in Queenwood;
- C. It is anticipated that the Monitor's role in the SISP will be expanded by Court Order in the CCAA proceedings, such that the Monitor will take carriage of the SISP going forward; and
- D. The directors have determined that it is in the best interest of the Corporation to establish an independent committee of the board of directors (the "Board") to interact with the Monitor, to the extent required and as instigated by the Monitor, with respect to the SISP.

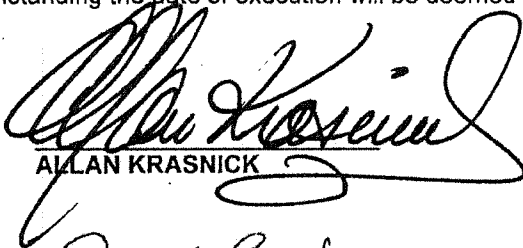
BE IT RESOLVED THAT:

1. An independent committee (the "Special Committee") of the Board of the Corporation be established consisting of Allan Krasnick and Bryce Porter, and be charged with assisting and advising the Monitor, to the extent required and as instigated by the Monitor, in the review and approval (to the extent required under the SISP) of potential transactions under the SISP.
2. In connection with its mandate, the Special Committee shall have the power and authority to direct management of the Corporation to assist the Special Committee, the Monitor and the Financial Advisor as considered necessary by the Monitor and the Special Committee. However, the Special Committee shall not be entitled to retain other advisors in the fulfilment of its mandate without the prior written approval of the Monitor and, if considered necessary by the Monitor, the Court. All actions of the Special Committee shall be in accordance with the Orders of the Court governing the SISP and the ongoing CCAA proceedings.

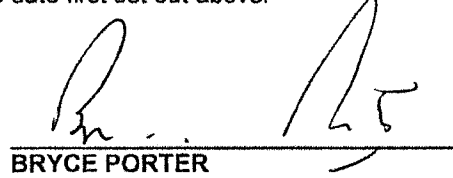
[Signature page follows.]

EXECUTION IN COUNTERPARTS

These resolutions may be signed in as many counterparts as may be necessary and delivered by facsimile or any other means of electronic transmission, and each of which so signed will be deemed to be an original, and such counterparts together will constitute one and the same instrument, and notwithstanding the date of execution will be deemed to bear the date first set out above.



ALLAN KRASNICK



BRYCE PORTER



RONALD ERICKSON



KURT HEIKKILA



DENNIS LINDAHL

[Signature page follows.]

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ALLAN KRASNICK

BRYCE PORTER

RONALD ERICKSON

KURT HEIKKILA

A handwritten signature in black ink, appearing to read "Dennis Lindahl", written in a cursive style.

DENNIS LINDAHL

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ALLAN KRASNICK

BRYCE PORTER

RONALD ERICKSON



KURT HEIKKILA

DENNIS LINDAHL