



NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

Dear Shareholder:

You are receiving this notification as American Vanadium Corp. (the “**Corporation**”) has decided to use the notice and access model (“**Notice and Access**”) provided for under recent amendments to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of meeting materials to its shareholders for its annual and special meeting of shareholders to be held on July 16, 2015 (“**Meeting**”). Under Notice and Access, instead of receiving a printed copy of the Corporation’s management information circular (“**Circular**”), shareholders are receiving this notice with information on how they may access the Circular electronically. However, together with this notice, shareholders continue to receive a proxy (“**Proxy**”) (in the case of registered shareholders) or voting instruction form (“**VIF**”) (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. This notice serves as notice of meeting under section 135 of the *Canada Business Corporations Act*.

NOTICE OF MEETING

Meeting Date, Location and Purpose

NOTICE IS HEREBY GIVEN that the Meeting will be held at Suite 1703, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, on **Thursday, July 16, 2015 at 2:00 p.m. (Vancouver time)**, for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2014 together with the auditor’s report thereon.
2. To elect the directors for the ensuing year. Information with respect to the election of directors can be found in the section of the Circular titled “Election of Directors”.
3. To re-appoint Davidson & Company LLP, Chartered Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be approved by the board of directors. Information with respect to the appointment of an auditor can be found in the section of the Circular titled “Appointment of Auditors”.
4. To consider and, if thought fit, to pass an ordinary resolution renewing the Corporation’s Stock Option Plan, as more particularly described in the section of the Circular titled “Particulars of Matters to be Acted Upon”.
5. To transact such other business as may properly come before the meeting.

Accessing the Circular Online

The Circular is available on the Corporation’s website at www.americanvanadium.com and on SEDAR at www.sedar.com.



AMERICAN VANADIUM

AN ENERGY STORAGE COMPANY

Requesting Printed Circular

Shareholders may request, without any charge to them, a paper copy of the Circular by contacting the Corporation as follows:

E-mail:	Telecopier:	Telephone:	Mail:
lee@earlston.ca	604-681-4692	(+1) 604-689-1428 (collect calls accepted)	Suite 1703, 595 Burrard Street Vancouver, British Columbia V7X 1J1 Attention: Sandra Lee, Corporate Secretary

To receive the Circular in advance of the proxy deposit date and Meeting date, requests for printed copies must be received at least five business days in advance of the proxy deposit date and time set out in the accompanying Proxy or VIF.

Audited Financial Statements and Management's Discussion & Analysis

Accompanying this notice are the audited Financial Statements and Management's Discussion & Analysis for the financial year ended December 31, 2014. The Company's audited Financial Statements and Management's Discussion & Analysis for the financial year ended December 31, 2014 are also available online at www.sedar.com.

Voting

Shareholders are reminded to review the Circular prior to voting. It is desirable that as many common shares as possible be represented at the Meeting. Shareholders who are unable to attend the Meeting and would like their common shares represented, are requested to complete, date and sign the enclosed Proxy or VIF and return it as soon as possible. To be valid, all Proxies must be returned to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Canada. Unregistered shareholders must return their completed VIF's in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Proxies and VIF's must be received no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

For Any Questions

Shareholders with questions about Notice and Access may contact American Vanadium Corp. at (604) 689-1428.

DATED at Vancouver, British Columbia this 5th day of June, 2015.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) William J. Radvak

President and Chief Executive Officer