



# AMERICAN VANADIUM

AN ENERGY STORAGE COMPANY

Suite 1703, 595 Burrard Street  
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[www.americanvanadium.com](http://www.americanvanadium.com)

## 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 procedure (“**Notice and Access**”) of 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 meeting of shareholders to be held on July 14, 2016 (“**Meeting**”). Under Notice and Access, instead of receiving a printed copy of the Corporation’s management information circular (“**Circular**”), shareholders receive 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 of the Circular to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

## 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 14, 2016 at 9:30 a.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, 2015 together with the auditor’s report thereon.
2. To set the number of and elect directors for the ensuing year, as described in the Circular under “Election of Directors”.
3. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be approved by the board of directors, as described in the Circular under “Appointment of Auditors”.
4. To ratify the Corporation’s Stock Option Plan, as described in the Circular under “Particulars of Matters to be Acted Upon – Continuance of Stock Option Plan”.
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](http://www.americanvanadium.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

### Requesting Printed Circular

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

<b>E-mail:</b>	<b>Telecopier:</b>	<b>Telephone:</b>	<b>Mail:</b>
<a href="mailto:lee@earlston.ca">lee@earlston.ca</a>	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, 2015. The Company's audited financial statements and Management's Discussion & Analysis for the financial year ended December 31, 2015 are also available online at [www.sedar.com](http://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 unable to attend the Meeting are requested to complete, date and sign the enclosed Proxy or VIF (or vote online as described therein) 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, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Canada. Unregistered shareholders must return their completed VIFs (or vote online as described therein) in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Proxies and VIFs must be received (or voted online) no later than 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. as set out above.

**DATED** at Vancouver, British Columbia this 31<sup>st</sup> day of May, 2016.

**ON BEHALF OF THE BOARD OF DIRECTORS**

(signed) William J. Radvak

President and Chief Executive Officer

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*