ABERDEEN INTERNATIONAL INC.

ANNUAL INFORMATION FORM

For the financial year ended January 31, 2013

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April 29, 2013

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CAUTIONARY STATEMENTS

This document may contain certain “forward-looking information” within the meaning of applicable securities law, which are prospective and reflect management’s expectations regarding Aberdeen’s future growth, results of operations, performance and business prospects and opportunities. Forward-looking information can often be identified by forward-looking words such as “anticipate”, “believe”, “expect”, “goal”, “plan”, “intend”, “estimate”, “may” and “will” or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. All information, other than statements of historical fact, included herein, including without limitation, information regarding the Company’s plan of business operations; projections regarding future success based on past success; dividend policies; valuation of royalties held; outcome of disputes; availability of financing on acceptable terms; ability to identify and execute investments; investment philosophy and business purposes; projected costs and expenditures; potential benefits of the business; anticipated return; potential mineralization and operation of investee properties, particularly those subject to royalties held by the Corporation; and projections of future revenue of Aberdeen are forward-looking information that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Important factors that could cause actual results to differ materially from Aberdeen’s expectations are disclosed in its documents filed from time to time with the applicable regulatory authorities and include, but are not limited to, risks related to investment performance, minority investments, market fluctuations, fluctuations in commodity prices, uncertainties relating to the availability and costs of financing needed in the future, the strength of the global economy and financial system, foreign exchange fluctuations, competition, political and economic risks in the countries in which the Company’s investment interests are located and other risks described herein including under the heading “Narrative Description of the Business – Risks of the Business”.

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. Aberdeen undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors that affect this information, except as required by law.

With regard to all information included herein relating to investee companies, Aberdeen has relied exclusively on publicly available information disclosed by the respective companies.

DEFINITIONS AND GLOSSARY OF TERMS

In this annual information form, references to “Aberdeen” or the “Company” mean Aberdeen International Inc. and the following abbreviations and defined terms are used:

“AIF”	means this annual information form.
“Audit Committee”	means the audit committee of the Board.
“Board”	means the board of directors of Aberdeen.
“Common Shares”	means common shares in the capital of the Company.
“Compensation Committee”	means the compensation committee of the Board.
“Corporate Governance and Nominating Committee”	means the corporate governance and operating committee of the Board.
“NI 43-101”	means *National Instrument 43-101 – Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators*.
“OBCA”	*Business Corporations Act* (Ontario).
“TSX”	Toronto Stock Exchange

CURRENCY PRESENTATION AND DATE OF INFORMATION

This AIF contains references to United States dollars and Canadian dollars. All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to as “United States dollars” or “US$”.

The following table sets out the exchange rates for Canadian dollars per United States dollar during the following periods based on the Bank of Canada noon spot rate of exchange.

United States Dollar	**Year Ended January 31**		
	2012	**2011**	**2010**
Closing	1.0052	1.0060	1.0653
High	1.0575	1.0778	1.3000
Low	0.9383	0.9862	1.0251

On April 25, 2012, the noon buying rate in United States Dollars reported by the Bank of Canada was US$1.00 = $0.9848.

All information in this AIF is given as of January 31, 2012, unless otherwise indicated.

CORPORATE STRUCTURE

The Company was incorporated on July 14, 1987 under the laws of the Province of British Columbia as Catalyst Ventures Corp. On February 21, 2000, the Company filed Articles of Amendment to consolidate its Common Shares on a six for one basis and to increase its authorized share capital to 100,000,000 post consolidation Common Shares. On February 23, 2000, the Company changed its name to International Catalyst Ventures Inc.

On May 1, 2000, shareholders of the Company approved the change of name of the Company to Space Ventures Inc. On September 2, 2000, the Company filed Articles of Continuance to continue to the Yukon Territory and to change its name to Spacenet International Inc. However, the Company did not receive requisite regulatory approval to such name change and therefore continued to operate under the name International Catalyst Ventures Inc. On November 23, 2001, the Company filed Articles of Amendment to consolidate its common shares on a three for one basis and changed its name to Aberdeen International Inc.

On July 4, 2006, the Company filed Articles of Continuance to continue from the Yukon Territory to the Province of Ontario. The Company is now governed by the OBCA and is a reporting issuer in the Provinces of Ontario, Alberta, British Columbia and the Yukon Territory.

The Company's head and registered office is located at Suite 815, P.O. Box 75, 65 Queen Street West, Toronto, Ontario M5H 2M5.

Aberdeen does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The following is a summary of the general development of the Company's business over the three most recently completed financial years.

Financial Year Ended January 31, 2013

The Investment Portfolio

During the financial year ended January 31, 2013, the number of investments within Aberdeen's portfolio changed from 43 at January 31, 2012 to 48 at January 31, 2013. As at January 31, 2013, the portfolio had an estimated fair market value of $53,332,006 (cost - $58,783,567). Significant investments completed by Aberdeen during the financial year included:

- Portex Minerals, via loan conversion, is a publicly traded exploration company focused on base metals in Portugal.

- Mason Graphite, is a publicly traded exploration company focused on graphite in Quebec

- Rodinia Lithium preferred potash stream shares, is a publicly traded lithium company focused on development of a lithium brine property in Argentina.

- Premier Royal Inc. is a publicly traded gold royalty company with royalty interests around the world.
- Irati Energy Inc. is a private oil shale exploration company with projects in Brazil.
- Forbes Ram Holdings is a private company with an investment in Ram River Coal with projects located in Alberta.

During the year ended January 31, 2013, the fair market value of the Company's investment portfolio experienced a cumulative net unrealized loss of $4.8 million. The Company had unrealized losses of approximately $4.1 million from its base metals holdings, $0.7 million loss from its silver holdings, $0.7 million loss from its energy holdings and an unrealized gain of approximately $0.7 from its gold holdings.

<u>South African Gold Royalties and Simmer & Jack Convertible Loan Agreement</u>

During the fourth quarter of fiscal year 2006, the Company loaned US$10,000,000 to Simmer and Jack Mines, Limited ("Simmers"). The loan had a three-year term maturing December 31, 2008, a 3% coupon at gold prices up to US$400 per ounce (2.5% at gold prices above US$400 per ounce) and a net smelter royalty ("NSR") tied to the price of gold ranging from a 0.5% NSR at US$300 per ounce to a 4.75% NSR at gold prices of US$750 per ounce or higher, on a graduated scale. The NSR was payable against gold produced from Simmers' northwest assets and included First Uranium Corporation's ("First Uranium") Mine Waste Solutions tailings recovery operation. Repayment of the Convertible Royalty Loan, including interest and royalty payments was in US dollars.

The Convertible Royalty Loan also carried an option that allowed the Company to call for its conversion into equity of Simmers at ZAR 0.80 per share at any time from January 1, 2007 to December 31, 2008, subject to Simmers shareholders' approval. On October 16, 2008, the Company called for conversion to equity and a shareholder vote was held on February 16, 2009, where the Simmers' shareholders voted against the conversion as unanimously recommended by Simmers' board of directors. As a result, it was Aberdeen's position that the US$10,000,000 loan was due, as of its maturity date of December 31, 2008, and Aberdeen was entitled to a 1% life of mine net smelter royalty ("NSR") on the gold produced on the underlying assets would commence October 16, 2008. In addition, it was the Company's position that a payment of US$1,623,666 was due from Simmers, which is the graduated royalty calculated at a rate of 4.75% on the gold produced between October 16, 2008 and December 31, 2008, the maturity date of the loan, in addition to the 1% life of mine NSR royalty on gold produced starting October 16, 2008.

On October 11, 2012, Aberdeen announced that through negotiations with Village Main Reef Limited (formerly Simmer & Jack Mines) it reached a settlement for the outstanding claim against Simmers of US$10,000,000 loan principal and balance payable on the graduated gold royalty from the fourth quarter of calendar 2008. In connection with the settlement agreement entered into among Aberdeen, Simmers and Village Main Reef Limited ("Village Main Reef"), Village Main Reef agreed to pay Aberdeen an amount of US$9,000,000 in cash and agreed to pay Aberdeen in perpetuity the 1% net smelter royalty on the gold produced from the Buffelsfontein mine and the Mine Waste Solutions tailings recovery facility. The US$9,000,000 was received by Aberdeen in installments. Village Main Reef provided a corporate guarantee in respect of the continuing 1% Net Smelter Royalty.

On April 24, 2012, Aberdeen entered into an agreement (the “Royalty Sale Agreement”) with Premier Royalty Corporation (“Premier Royalty”), a private Ontario company, wholly-owned by Premier Gold Mines Limited (“Premier Gold”), with respect to the sale by Aberdeen of its 1% net smelter return royalty on gold produced from the Buffelsfontein mine and the Mine Waste Solutions tailings recovery facility, located in South Africa (the “Royalty”).

On May 31, 2012, Aberdeen completed the sale of the Royalty to Premier Royalty in consideration for an aggregate purchase price of $20,900,000, which consisted of a cash payment of $11,500,000 and the issuance by Premier Royalty of a convertible debenture payable to Aberdeen in the amount of $9,400,000 (the “Convertible Debenture”). The amounts owing under the Convertible Debenture accrued interest at a rate of 8% per annum. Upon Premier Royalty completing a going public transaction (a “Going Public Transaction”) on December 10, 2012, the Convertible Debenture was automatically converted into 7,769,698 common shares and 3,884,849 share purchase warrants of Premier Royalty. On <>, Aberdeen sold its entire securityholding in Premier Royalty in consideration for a cash payment of $<>.

Proposed Business Combination with Dacha Strategic Metals

On August 15, 2012, Aberdeen entered into a business combination agreement (the "**Business Combination Agreement**") with Dacha Strategic Metals Inc. ("**Dacha**") pursuant to which Dacha agreed to acquire all of the outstanding shares of Aberdeen in consideration for issuing to Aberdeen shareholders 0.80 of a Dacha common share for each common share of Aberdeen held. Upon completion of the proposed transaction, existing Dacha and Aberdeen shareholders would own approximately 52% and 48% of the combined company, respectively, on a basic shares outstanding basis. As of October 12, 2012, Aberdeen and Dacha announced that they agreed to terminate the Business Combination Agreement as they were not able to receive satisfactory assurances that the transaction in its proposed form would result in an immediate TSX listing on closing, as the pro-forma company would not meet the net income tests as required by the TSX. Aberdeen believed that the uncertainty regarding a continued TSX listing would put its shareholders in a disadvantaged position with respect to the combined company's ongoing business activities.

Financial Year Ended January 31, 2012

During the financial year ended January 31, 2012, the number of investments within Aberdeen’s portfolio changed from 40 at January 31, 2011 to 43 at January 31, 2012. As at January 31, 2012, the portfolio had an estimated fair market value of $72,327,350 (cost - $63,139,485). Significant investments completed by Aberdeen during the financial year included:

- Cap-Ex Ventures Limited, a publicly traded exploration company with a iron project in Labrador, Canada;
- East Asia Minerals Corporation., a publicly traded exploration company with a gold properties in Indonesia;
- Avion Gold Corp., a publicly traded gold company with producing gold properties located in Mali, Africa; and
- Crocodile Gold Inc., a publicly traded gold company with producing gold properties located in Australia.

During the year ended January 31, 2012, the fair market value of the Company's investment portfolio experienced a net unrealized loss of $50.0 million. The Company had unrealized losses of approximately $16.8 million from its gold and silver holdings, $11.5 million from its uranium, coal and energy holdings, $9.8 million from its private company investments and $8.0 million from its agriculture holdings.

Financial Year Ended January 31, 2011

During the financial year ended January 31, 2011, the number of investments within Aberdeen's portfolio changed from 27 at January 31, 2010 to 40 at January 31, 2011. As at January 30, 2011, the portfolio had an estimated fair market value of $104,809,740 (cost - $46,406,176). Significant investments completed by Aberdeen during the year included:

- Sulliden Gold Corporation, a publicly traded exploration company with a gold-silver project in Peru;
- Allana Potash Corp., a publicly traded exploration company with a potash project in Ethiopia;
- Avion Gold Corp., a publicly traded gold company with producing gold properties located in Mali, Africa; and
- Forbes & Manhattan Coal Corp., a publicly traded coal company with producing coal properties located in South Africa.

During the year ended January 31, 2011, the fair market value of the Company's investment portfolio experienced a net unrealized gain of $43,746,429. The Company had unrealized gains of approximately $14.5 million from its gold holdings, $15.2 million from its uranium, coal and energy holdings and $8.4 million from its agriculture holdings.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Aberdeen is a publicly traded global investment and merchant banking company focused on small capitalization companies in the resource sector. In general, the Company's investment philosophy is to acquire equity participation in:

- pre-IPO and/or early stage public resource companies with undeveloped or undervalued high-quality resources;
- companies in need of managerial, technical and financial resources to realize their full potential;
- companies undervalued in foreign capital markets; and
- companies operating in jurisdictions with low to moderate local political risk.

Aberdeen's primary investment objective is to realize exceptional earnings by investing in pre IPO and/or early stage public resource companies with undeveloped or undervalued high quality resources. Aberdeen's investments are carried out according to an opportunistic and disciplined process to maximize returns while minimizing risk, taking advantage of investment opportunities identified from the industry contacts of the Board, the officers of the Company and the members of the Investment Committee. In practice, a significant percentage of companies in which Aberdeen invests are companies in which Mr. Stan Bharti holds a key role, and consequently, the investment practices and policies of the Corporation are subject to potential conflcts of interest. See "Cautionary Notes" and "Narrative Description of the Business – Risk Factors".

To achieve its objectives, the Company employs, when appropriate, the following strategies:

- Investments are focused mostly on the natural resource and natural resource related industries. The Company invests in early stage exploration and development companies. However, from time to time, the Company may invest in intermediate and senior companies and may invest in other industries. The Company takes an active role in the management and policy making of many of the companies in which it invests.

- The Company obtains in-depth knowledge of the investee company and a working relationship with existing and/or proposed management.

- Transactions generally take the form of equity or debt, usually with equity rights attached. The Company may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.

- Investments will be made in both public and private companies.

- The Company will seek investments where it has the ability to monitor the investment until its specific investment objective is realized.

- The Company will seek multiple exit strategies for optimal realization of value of structured transactions.

Notwithstanding the foregoing, from time to time, the Board may authorize any particular investment or series of investments that may not comply with these strategies.

While management does not view the Company's business as cyclical, the value of its assets in the natural resource sector may fluctuate with the market for securities in that sector and the demand for natural resources. See "General Development of the Business – Risk Factors – Sensitivity to Macro-economic Conditions".

Investments

The Company began operating as a global investment and merchant banking company in July 2007. As at January 31, 2013, the portfolio had investments in 48 companies with an estimated fair market value of $53,332,006 (cost – $58,783,567). Investments consisted of the following:

INVESTMENTS AT FAIR VALUE AS AT JANUARY 31, 2013

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Brazil Potash Corp.	(iii)	1,650,062 common shares	2,500,000	3,291,214	6.2%
DT Plantations Inc.		2,770,000 common shares	200,000	277,000	0.5%
Forbes Ram Holidngs Inc.	(ii,iii)	8,000,000 common shares	8,000,000	8,000,000	15.0%
Indo Gold Limited	(ii,iii)	7,500,000 common shares	1,560,000	1,560,000	2.9%
Irati Energia Corp.		2,213,179 common shares	1,994,975	3,873,063	7.3%
Legacy Platinum Corp.	(ii,iii)	3,115,000 common shares	2,231,174	1,557,500	2.9%
Ram River Coal Corp.		750,000 common shares	37,500	750,000	1.4%
Raven Minerals Corp.*	(ii)	1,600,000 common shares	400,000	720,000	1.4%
		800,000 w arrants			
Scandinavian Metals Inc.	(ii,iii)	22,762,765 common shares	2,038,139	569,069	1.1%
Tag Recources (Pty) Ltd.	(ii)	7,005,141 common shares	341,530	364,968	0.7%
Total of 4 other investments	(iv)		135,365	77,020	0.1%
Total private investments			$ 19,438,683	$ 21,039,834	39.5%

* Warrants expire 12 months after listing date

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Aguia Resources Ltd.*		4,144,232 common shares	$ 2,262,886	$ 697,112	1.3%
		277,393 option expire Dec 31, 2014			
		4,145,556 performance shares A			
		3,318,763 performance shares B			
		1,917,074 performance rights - class A			
		2,875,615 performance rights - class B			
		2,875,615 performance rights - class C			
Alderon Iron Ore Corp.		446,100 common shares	466,100	801,692	1.5%
Alder Resources Ltd.	(iii)	1,816,000 common shares	192,544	115,960	0.2%
		1,250,000 w arrants expire Feb 1, 2014			
Allana Potash Corp.		2,853,500 common shares	1,006,690	1,655,030	3.1%
Antofagasta gold Inc. **	(iii)	480,000 common shares	79,911	370,152	0.7%
		45,000 w arrants expire Oct 14, 2014			
Black Iron Inc.	(iii)	6,000,000 common shares	3,504,812	2,700,000	5.1%
Cap-Ex Ventures Limited		1,313,500 common shares	1,089,209	625,175	1.2%
		1,175,000 w arrants expire Jan 13, 2014			
Castillian Resources Corp.	(iii)	6,321,000 common shares	1,072,560	158,025	0.3%
		2,273,000 w arrants expire Jun 21, 2013			
Desert Eagle Resources Ltd.***	(ii)	938,889 common shares	845,000	49,667	0.1%
		938,889 w arrants expire Sep 15, 2013			
East Asia Minerals Corporation	(iii)	4,000,000 common shares	1,990,180	1,240,460	2.3%
		3,800,000 w arrants expire Dec 15, 2013			
Emerita Gold Corp.	(iii)	1,470,588 common shares	250,000	250,000	0.5%
Ferro Iron Ore Corp.	(ii)	2,100,000 common shares	105,000	536,970	1.0%
		1,050,000 w arrants expire Sep 26, 2014			
Forbes & Manhattan (Coal) Corp.	(iii)	2,415,907 common shares	3,458,263	1,386,953	2.6%
		550,000 performance shares			
Goldstar Minerals Inc.****	(iii)	1,874,000 common shares	937,000	46,850	0.1%
Kincora Copper Limited		6,668,558 common shares	1,667,140	433,456	0.8%
Portex Minerals Inc.	(i,ii)	21,249,315 common shares	1,062,466	1,062,466	2.0%
Premier Royalty Inc.	(iii)	3,884,849 w arrants expire Dec 4, 2014	266,501	1,679,032	3.2%
Mason Graphite Inc.		350.000 common shares	259,291	394,950	0.7%
		500,000 w arrants expire Oct 30, 2013			
Ridgemont Iron Ore Corp.		3,320,000 common shares	902,600	221,080	0.4%
		660,000 w arrants expire Jun 14, 2014			
Rodinia Lithium Inc.	(iii)	3,978,333 common shares	2,426,646	777,725	1.5%
		1,500,000 w arrants expire Dec 26, 2013			
Sagres Energy Inc.	(iii)	16,666,667 w arrants expire Sep 9, 2013	250,000	43,333	0.1%
Silver Bear Resources Inc.	(iii)	4,019,780 common shares	2,077,191	1,634,024	3.1%
		1,449,275 w arrants expire Jun 7, 2015			
Sulliden Gold Corporation Ltd.	(iii)	15,398,672 common shares	11,789,861	14,474,752	27.0%
Valenica Ventures Inc.	(ii,iii)	1,038,444 common shares	93,460	170,409	0.3%
		1,038,444 w arrants expire Nov 1, 2014			
Total of 10 other investments	(iv)		1,289,573	766,899	1.4%
Total public investments			$ 39,344,884	$ 32,292,172	60.5%
Total investments			$ 58,783,567	$ 53,332,006	100.0%

* Formerly New port Mining Ltd.,

** Formerly Windamere Ventures Ltd.

*** Formerly Garrison International Ltd.

**** Formerly Auger Resources Ltd.

Valuation Policy

Aberdeen estimates the fair value of its investments based on the criteria below.

1. Publicly-traded investments:

    a) Securities, including shares, options, and warrants that are traded on a recognized securities exchange and for which no sales restrictions apply are recorded at fair values based on quoted closing prices at the balance sheet date or the closing price on the last day the security traded if there were no trades at the balance sheet date.

    b) Securities that are traded on a recognized securities exchange but that are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value. Securities that are received as part of a private placement that are subject to a standard four month hold period are not discounted. In determining the discount for such investments, the company considers the nature and length of the restriction, business risk of the investee company, relative trading volume and price volatility and any other factors that may be relevant to the ongoing and realizable value of the investments.

    c) Warrants or options of publicly-traded securities that do not have a quoted price are carried at an estimated fair value calculated using the Black-Scholes option pricing model based on the underlying security.

    d) Performance Shares are convertible into common shares when the investee companies meet certain milestones. These Performance Shares are recorded at fair value when the certainty of meeting these milestones is probable.

2. Privately-held investments:

    a) Securities in privately-held companies are recorded at cost unless an upward adjustment is considered appropriate and supported by pervasive and objective evidence such as a significant subsequent equity financing by an unrelated, professional investor at a transaction price higher than the Company's carrying value. Downward adjustments to carrying value are made when there is evidence of a decline in value as indicated by the assessment of the financial condition of the investment based on third party financing, operational results, forecasts, and other developments since acquisition. Warrants or options of private companies are carried at nil.

3. Other Investments:

    a) Secured debentures are carried at cost. The recoverability of the secured debentures is assessed when events occur indicating impairment. Recoverability is based on factors such as failure to pay interest on time and failure to pay the principal. An impairment loss is recognized in the period when it is determined that the carrying amount of the assets will not be recoverable. At that time the carrying amount is written down to fair value. Secured debentures are financial instrument classified as loans and receivables.

    b) Convertible debentures and convertible notes are carried at the higher of the value of the loan or the fair value of the common shares received from the conversion assuming the conversion can be done at the Company's option. Convertible debentures and convertible notes issued to private companies are carried at nominal value. Convertible debentures and convertible notes are financial instruments classified as held for trading.

4. Equity accounted investments:

   a) Investments in which the Company has significant influence, but does not control, are accounted for using the equity method. Under the equity method, the investment is initially recorded at cost and the carrying value is adjusted thereafter, to reflect the Company's pro rata share of income or losses of the equity accounted investment and any dividends received from the investment. The Company's share of net income and losses of such investments are included in the statements of operations and comprehensive income (loss). Downward adjustments to carrying values are made when there is evidence of a decline in value as indicated by the assessment of the financial condition of the investment based on third party financing, operational results, forecasts and other developments since acquisition.

The resulting values may differ from values that would be realized had a ready market existed. The amounts at which the Company's publicly-traded investments could be disposed of may differ from the carrying value based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity. The amounts at which the Company's privately-held investments could be disposed of may differ from the carrying value assigned.

Competitive Conditions

The Company competes with mutual funds, investment funds, hedge funds, investment companies, management companies and other investment vehicles for investment opportunities. Many of these competitors have greater financial, technical and other resources than the Company. To compete, Aberdeen depends on the knowledge, experience and network of business contacts of the management and directors of the Company. In addition, Aberdeen has access to key experts in the mining and financial sectors who can provide further assistance in evaluating and monitoring companies and their progress. See "Risks of the Business - Competition".

Employees

The Company has six employees and approximately six consultants. See "Risks of the Business – Qualified Personnel".

Risks of the Business

The investment in pre-IPO and early stage public resource companies involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Certain risk factors listed below are related to investing in the resource industry in general while others are specific to Aberdeen.

Risks relating to the Company and its Investment Business

Portfolio Exposure

Given the nature of Aberdeen's activities, the results of operations and financial condition of the Company are dependent upon the market value of the securities that comprise the Company's investment portfolio. Market value can be reflective of the actual or anticipated operating results of companies in the portfolio and/or the general market conditions that affect the resource sector. Various factors affecting the resource sector could have a negative impact on Aberdeen's portfolio of investments and thereby have an adverse effect on its business. Additionally, the Company's investments are mostly in small-capitalization businesses that may never mature or generate adequate returns or may require a number of years to do so. Junior exploration companies may never achieve commercial discoveries and production. This may create an irregular pattern in Aberdeen's investment gains and revenues (if any) and an investment in the Company's securities may only be suitable for investors who are prepared to hold their investment for a long period of time. Macro factors such as fluctuations in commodity prices and global political and economic conditions could have an adverse effect on the resource industry, thereby negatively affecting the Company's portfolio of investments. Company-specific risks, such as the risks associated with mining operations generally, could have an adverse effect on one or more of the investments in the portfolio at any point in time. Company-specific and industry-specific risks that materially adversely affect the Company's investment portfolio may have a materially adverse impact on operating results.

Dependence on Management and Directors

Aberdeen is dependent upon the efforts, skill and business contacts of key members of management for, among other things, the information and deal flow they generate during the normal course of their activities and the synergies that exist amongst their various fields of expertise and knowledge. Accordingly, the Company's success may depend upon the continued service of these individuals who are not obligated to remain consultants to Aberdeen. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm its ability to maintain or grow existing assets and raise additional funds in the future.

Sensitivity to Macro-Economic Conditions

Due to the Company's focus on the resource industry, the success of Aberdeen's investments is interconnected to the strength of the mining, agriculture and other commodity industries. The Company may be adversely affected by the falling share prices of the securities of investee companies, as such share prices have directly and negatively affected the estimated value of Aberdeen's portfolio of investments. The Company may also be adversely affected by fluctuations in commodity prices that may dictate the prices at which resource companies can sell their product. The participation and involvement of Aberdeen representatives with investee companies, the related demand for their time and the capital resources required of Aberdeen may be expected to increase in the event of any weakness in the macro-economic conditions affecting these companies, as it would be expected that the Company would be required to expend increased time and efforts incurring strategic alternatives and attracting any funding required for such investee companies. The factors affecting current macro econoic conditions are beyond the control of the Company.

Cash Flow and Revenue

Aberdeen's revenue and cash flow is generated primarily from financing activities and proceeds from the disposition of investments. The availability of these sources of income and the amounts generated from these sources are dependent upon various factors, many of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if its access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to the Company, or if the value of its investments decline, resulting in losses upon disposition.

Private Issuers and Illiquid Securities

Aberdeen invests in securities of private issuers. Securities of private issuers may be subject to trading restrictions, including hold periods, and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers are subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of Aberdeen's private company investments, or that the Company will otherwise be able to realize a return on such investments.

The value attributed to securities of private issuers will be the cost thereof, subject to adjustment in limited circumstances, and therefore may not reflect the amount for which they can actually be sold. Because valuations, and in particular valuations of investments for which market quotations are not readily available, are inherently uncertain, may fluctuate within short periods of time and may be based on estimates, determinations of fair value may differ materially from the values that would have resulted if a ready market had existed for the investments.

Aberdeen also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize its investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Company may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

The Company may also make direct investments in publicly-traded securities that have low trading volumes. Accordingly, it may be difficult to make trades in these securities without adversely affecting the price of such securities.

Possible Volatility of Stock Price

The market price of the Common Shares has been and may continue to be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may adversely affect the market price of the Common Shares. The purchase of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Securities of the Company should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company should not constitute a major portion of an investor's portfolio.

Trading Price of Common Shares Relative to Net Asset Value

Aberdeen is neither a mutual fund nor an investment fund and due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of its Common Shares, at any time, may vary significantly from the Company's net asset value per Common Share. This risk is separate and distinct from the risk that the market price of the Company's Common Shares may decrease.

Available Opportunities and Competition for Investments

The success of the Company's operations will depend upon: (i) the availability of appropriate investment opportunities; (ii) the Company's ability to identify, select, acquire, grow and exit those investments; and (iii) the Company's ability to generate funds for future investments. Aberdeen can expect to encounter competition from other entities having similar investment objectives, including institutional investors and strategic investors. These groups may compete for the same investments as Aberdeen, may be better capitalized, have more personnel, have a longer operating history and have different return targets. As a result, the Company may not be able to compete successfully for investments. In addition, competition for investments may lead to the price of such investments increasing that may further limit the Company's ability to generate desired returns. There can be no assurance that there will be a sufficient number of suitable investment opportunities available to invest in or that such investments can be made within a reasonable period of time. There can be no assurance that the Company will be able to identify suitable investment opportunities, acquire them at a reasonable cost or achieve an appropriate rate of return. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns from investments will be diminished to the extent that the Company is unable to find and make a sufficient number of investments.

Share Prices of Investments

Investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond Aberdeen's control, including, quarterly variations in the subject companies' results of operations, changes in earnings, results of exploration and development activities, the subject company's need for capital and ability to finance estimates by analysts, conditions in the resource industry and general market or economic conditions. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments.

Concentration of Investments

Other than as described herein, there are no restrictions on the proportion of the Company's funds and no limit on the amount of funds that may be allocated to any particular investment. The Company may participate in a limited number of investments and, as a consequence, its financial results may be substantially adversely affected by the unfavourable performance of a single investment. Completion of one or more investments may result in a highly concentrated investment in a particular company, commodity or geographic area, resulting in the performance of the Company depending significantly on the performance of such company, commodity or geographic area.

Additional Financing Requirements

The Company anticipates ongoing requirements for funds to support its growth and may seek to obtain additional funds for these purposes through public or private equity, or debt financing. There are no assurances that additional funding will be available at all, on acceptable terms or at an acceptable level. Any additional equity financing may cause shareholders to experience dilution, and any debt financing would result in interest expense and possible restrictions on the Company's operations or ability to incur additional debt. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on its ability grow its investment portfolio.

No Guaranteed Return

There is no guarantee that an investment in the Company's securities will earn any positive return in the short term or long term. The task of identifying investment opportunities, monitoring such investments and realizing a significant return is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. In addition, past performance provides no assurance of future success.

Management of Aberdeen's Growth

Significant growth in the business, as a result of acquisitions or otherwise, could place a strain on the Company's managerial, operational and financial resources and information systems. Future operating results will depend on the ability of senior management to manage rapidly changing business conditions, and to implement and improve the Company's technical, administrative and financial controls and reporting systems. No assurance can be given that the Company will succeed in these efforts. The failure to effectively manage and improve these systems could increase costs, which could have a materially adverse effect the Company's operating results and overall performance.

Due Diligence

Before making investments, the Company conducts due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company relies on resources available, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that is carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Exchange Rate Fluctuations

A significant portion of the Company's investment portfolio could be invested in US dollar denominated investments or other foreign currencies. Changes in the value of the foreign currencies in which the Company's investments are denominated could have a negative impact on the ultimate return on its investments and overall financial performance.

Non-controlling Interests

The Company's investments include debt instruments and equity securities of companies that it does not control. Such instruments and securities may be acquired through trading activities or through purchases of securities from the issuer. These investments are subject to the risk that the company in which the investment is made may make business, financial or management decisions with which Aberdeen does not agree or that the majority stakeholders or the management of the investee company may take risks or otherwise act in a manner that does not serve the company's interests. If any of the foregoing were to occur, the values of the Company's investments could decrease and its financial condition, results of operations and cash flow could suffer as a result.

DIVIDENDS

The Company continued its $0.02 per year semi-annual dividend payment. On March 30, 2012, the Company paid an aggregate dividend payment in the amount of $869,287 to shareholders of record as of March 16, 2012. On September 30, 2012, the Company paid an aggregate dividend payment in the amount of $864,801 to shareholders of record as of September 20, 2012. On February 20, 2013, the Company announced that it would suspend the payment of dividends. The re-introduction of a dividend policy would be at the discretion of the board of directors of the Company.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of Common Shares. As of January 31, 2013, there were 85,994,602 Common Shares issued and outstanding.

Common Shares

Holders of Common Shares are entitled to receive notice of and to attend any meetings of shareholders and shall have one vote per share at all meetings. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board and, upon liquidation, dissolution or winding up of the Company, are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares. The Common Shares do not carry any pre emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares commenced trading on the Toronto Stock Exchange on January 31, 2008 under the symbol "AAB", prior to which the Common Shares traded on the TSX Venture Exchange. The table below shows the price ranges and volume of trading for each month during the financial year ended January 31, 2012.

Month	High ($)	Low ($)	Close ($)	Average Daily Volume (# of Shares)
January 2013	0.365	0.32	0.36	234,260
December 2012	0.325	0.295	0.325	118,254
November 2012	0.355	0.285	0.305	138,283
October 2012	0.405	0.335	0.35	183,617
September 2012	0.42	0.35	0.40	336,935
August 2012	0.405	0.36	0.37	163,200
July 2012	0.42	0.35	0.40	41,931
June 2012	0.46	0.365	0.395	59,274
May 2012	0.53	0.40	0.40	95,305
April 2012	0.55	0.465	0.51	148,730
March 2012	0.62	0.49	0.53	116,098
February 2012	0.62	0.57	0.59	132,926

Prior Sales of Securities

The Company did not issue and sell any securities during the financial year ended January 31, 2013.

Normal Course Issuer Bid

On February 23, 2012, the Company announced its intention to make a Normal Course Issuer Bid ("NCIB"), to buy back its Common Shares through the facilities of the Exchange during the period ended February 23, 2013. The maximum number of Common Shares that may be purchased for cancellation pursuant to the NCIB is that number of Common Shares that represents 10% of the common shares in the public float. Based on the 74,742,306 common shares in the public float as at February 23, 2012, the maximum number of shares would be 7,474,230. Daily purchases will be limited to 30,714 Common Shares other than pursuant to block purchases. The actual number of Common Shares that would be purchased, if any, and the timing of such purchases will be determined by Aberdeen considering market conditions, stock prices, its cash position, and other factors.

During the year ended January 31, 2013, the Company purchased and cancelled 1,005,500 shares at an average price of $0.41 under the NCIB. The NCIB expired on February 23, 2013 and has not been renewed.

DIRECTORS AND OFFICERS

The following table sets forth the name, province of residence, position held with the Company and principal occupation of each person who is a director or an executive officer of the Company as at April 29, 2012. All directors hold office until the next annual meeting of shareholders of the Company or until their successors are elected or appointed.

Name and Province of Residence	Position(s) with Company and Period of Service as a Director	Principal Occupation
George Faught Ontario, Canada	Director since November 2005	Vice Chairman of the Company
Stan Bharti Ontario, Canada	Chairman; Director since August 2005	Senior Executive
Michael Hoffman (1)(2)(3) Ontario, Canada	Director since July 2007	Mining engineer
Pierre Pettigrew (2)(3) Ontario, Canada	Director since July 2007	Executive advisor, Deloitte & Touche LLP
Bernard Wilson (1)(2)(3) Ontario, Canada	Director since October 2008	Financial Executive and Corporate Director
Jean-Guy Lambert (1)(2)(3) Quebec, Canada	Corporate Director since June 17, 2010	Corporate Director of the Company
David Stein Ontario, Canada	President and Chief Executive Officer; Director since October 1, 2009	President and Chief Executive Officer of the Company
Richard Bishop Ontario, Canada	Vice President, Investments	Vice President, Investments of the Company
Ryan Ptolemy Ontario, Canada	Chief Financial Officer and Corporate Secretary	Financial Consultant

(1) Member of the Audit Committee.
(2) Member of the Compensation Committee.

(3) Member of the Corporate Governance and Nominating Committee.

The Board of Directors has adopted charters for each of the committees of the Board and other governance policies that are largely consistent with the best practices of the industry.

Based on their insider filings, the directors and executive officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over, 6,610,500 common shares of the Company, which represents approximately 7.7% of the issued and outstanding Common Shares as of the date hereof.

The principal occupations, businesses or employments of each of the Company's directors and executive officers within the past five years are disclosed in the brief biographies below.

George Faught, *Vice Chairman and Director*, age 63 - is a Chartered Accountant with over 25 years of senior management experience. From 2006 to 2012, Mr. Faught was the Chief Executive Officer of the Company. He has served as the Chief Financial Officer of publicly traded companies in the natural resources, financial services and pharmaceutical industries. Mr. Faught has broad financial management, corporate development and operating experience and from 1999 to 2005 served as the Chief Financial Officer for North American Palladium Ltd., a mid-tier platinum group metal producer. Prior to that, he served as Chief Financial Officer for Hudson Bay Mining & Smelting Co. Ltd., an integrated base metals producer, and William Resources Inc., an international gold producer. He also serves as a director of several public companies in the resource sector.

Stan Bharti, *Chairman and Director*, age 60 - has over 26 years of experience in operations, public markets and finance. Over the last ten years Mr. Bharti has been involved in acquiring, restructuring and financing resource companies. He is a Professional Mining Engineer and holds a Masters Degree in Engineering from Moscow, Russia and University of London, England. From 2002 to April 2006, Mr. Bharti was a director and past president of Desert Sun Mining Corp. (which was acquired by Yamana Gold Inc. in 2006). In addition, Mr. Bharti is a director of several public and private companies.

David Stein, *President, Chief Executive Officer and Director*, age 36 - was previously a mining equities analyst (gold mining) with Cormark Securities Inc. Mr. Stein joined Cormark's predecessor Sprott Securities Inc. in 2001 and was a publishing analyst for nine years. Mr. Stein holds a Master of Science degree (Economic Geology) and Bachelor of Applied Science (Geological Engineering) from Queen's University, and is a CFA charter holder.

Michael Hoffman, *Director*, age 54 - is a professional mining engineer with over 25 years of experience in mine operations, projects, engineering and corporate development. He has previously served in senior executive positions at Goldcorp Inc., Desert Sun Mining Corp. and Yamana Gold Inc. He is the former President and CEO of Crocodile Gold Corp., a gold producer with assets in Australia, and is the former President and Chief Executive Officer of Kria Resources Inc., a company developing a zinc property in Canada. He also serves on the Board of Directors of Castillian Resources Inc., Trevali Mining Corp., Himalayan Capital Corp. and Largo Resources Inc. Mr. Hoffman is also the Vice President, Mining of Belo Sun Mining Corp.

Honourable Pierre Pettigrew, p.c., *Director*, age 62 - has had a distinguished career with success in both public and private sectors. Most notably, he led a number of senior government departments in his ten years as a minister in successive federal Canadian governments. Among other positions, he has served Canada as the Minister of Foreign Affairs, Minister for

International Trade and the Minister for International Cooperation. He is now with Deloitte & Touche LLP in the role of Executive Advisor, International. Prior to entering national politics, Pierre Pettigrew was the Vice President of Samson Belair Deloitte & Touche International (Montréal), where he acted as an international business consultant.

Bernard Wilson, *Director*, age 70 - is a senior financial professional. He is the former Vice-Chairman of PriceWaterhouseCoopers LLP. Further, Mr. Wilson is the Chairman of the Founders Board of the Institute of Corporate Directors. Mr. Wilson has served as Chairman of the Canadian Chamber of Commerce; Chairman of the International Chamber of Commerce – Canada; and Member of the Canada/US Trade Committee. Mr. Wilson is currently a director of a number of other public Canadian companies.

Jean-Guy Lambert, *Director*, age 72 - is currently Corporate Director of the Company and previously served as President and CEO of Dacha Capital Inc. from 1996 to 2010. He has served as a financial advisor for Hydro-Quebec as well as a pension fund investment manager and Vice President for major financial institutions. He now sits on the boards of several public companies and is involved in the management of many private companies.

Richard Bishop, *Vice President Investments*, age 33 - is a mining engineer and previously worked at RBC Capital Markets, where he was a gold mining equities analyst covering exploration and development stage mining companies. Mr. Bishop brings industry experience in gold, molybdenum, titanium, tungsten, and phosphate, having worked for Mosaic Company, Iluka Resources Ltd., Freeport McMoRan Copper and Gold Inc. and Barrick Gold Corporation. Mr. Bishop holds a Bachelor of Science degree in mining engineering from Virginia Polytechnic Institute and State University and a graduate certificate in mining engineering from the European Mining Course in Finland, England, Germany and the Netherlands.

Ryan Ptolemy, *Chief Financial Officer and Corporate Secretary*, age 37 - is a certified general accountant and CFA charterholder. Mr. Ptolemy currently serves as chief financial officer to a number of public companies in the mining sector. From August 2005 to September 2009, Mr. Ptolemy was at an independent investment dealer in Toronto, most recently serving as Chief Financial Officer, where he was responsible for financial reporting, auditing, budgeting and internal controls. Mr. Ptolemy is also the Chief Financial Officer of Alder Resources Ltd., Antofagasto Gold Inc., Belo Sun Mining Corp., and Rodinia Lithium Inc.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set forth below, no director, chief executive officer or chief financial officer of the Company

1. is, as at the date of this document, or has been, within ten years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any Company (including the Company) that, while that person was acting in that capacity: (i) was the subject of a cease trade or similar order or an order that denied the relevant Company access to any exemption under the securities legislation, for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director, chief executive officer or chief financial officer ceased to be a director, chief executive officer or chief financial officer, in the Company being the subject of a cease trade order or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or

insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets,

2. has, within the ten years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Bharti was a director of Kansai Mining Corporation ("**Kansai**"), a company listed on the TSX Venture Exchange. On January 29, 2008, a cease trade order was issued against Kansai and each of the directors and officers, as a result of Kansai failing to file comparative financial statements for the year ended September 30, 2007 and management's discussion and analysis for the period ended September 30, 2007. On March 5, 2008, the cease trade order was revoked.

Mr. Bharti was an officer and director of Stetson Oil & Gas Ltd. which on May 7, 2008 became subject to a cease trade order for failing to file its financial statements. On May 30, 2008, the cease trade order was revoked.

No director or executive officer of Aberdeen, or a shareholder holding sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or have significant shareholdings in other reporting companies. For a list of the other reporting issuers in which directors of the Company also serve as directors, please see the management information circular of the Company dated May 28, 2012 filed on SEDAR. To the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. Given the nature of Aberdeen's business it is difficult to distinguish time spent by certain directors on business for Aberdeen as compared to time spent on business for other companies, as such time may be beneficial to both businesses. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. Under the laws of Canada, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular investment and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Audit Committee Disclosure

The Audit Committee is comprised of three members: Bernard Wilson, Jean-Guy Lambert, and Michael Hoffman. Each member of the audit committee is financially literate and independent of the Company, as such terms are defined under applicable securities laws.

Relevant Education and Experience

Bernard Wilson is a senior financial professional. He is the former Vice-Chairman of PriceWaterhouseCoopers LLP. Further, Mr. Wilson is the Chairman of the Founders Board of the Institute of Corporate Directors. Mr. Wilson has served as Chairman of the Canadian Chamber of Commerce; Chairman of the International Chamber of Commerce – Canada; and Member of the Canada/US Trade Committee.

Michael Hoffman is a professional mining engineer with over 25 years of experience. He is the former President and CEO of Crocodile Gold Corp., a gold producer with assets in Australia, and is the former President and Chief Executive Officer of Kria Resources Inc., a company developing a zinc property in Canada. He also serves on the Board of Directors of Castillian Resources Inc., Himalayan Capital Corp. and Trevali Mining Corporation. Mr. Hoffman is also an officer of Belo Sun Mining Corp.

Jean-Guy Lambert previously served as the Vice Chair, and prior to that President and CEO of Dacha Capital Inc. He has served as a financial advisor for Hydro-Quebec as well as a pension fund investment manager and Vice President for major financial institutions. He now sits on the boards of several public companies, including Cresco Exploration and Aston Hill Financial Inc. and is involved in the management of many private companies.

Reliance on Certain Exemptions

Since February 1, 2011, Aberdeen has not relied on any of the exemptions regarding the Audit Committee provided in Multilateral Instrument 52-110 of the Canadian Securities Administrators.

Audit Committee Oversight

Since February 1, 2011, the Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Pre-Approval Policies and Procedures

The policies and procedures of the Audit Committee regarding the engagement of non audit services are set out in the Audit Committee Charter, which is appended hereto as Schedule A.

External Auditor Service Fees

Audit Fees

The Company's external auditors, McGovern, Hurley, Cunningham, LLP, Chartered Accountants (the "Auditors"), billed the Company $129,000 and $180,000 in the fiscal years ended January 31, 2013 and 2012, respectively, for audit fees.

Audit-Related Fees

The Auditors billed the Company $nil and $nil in the fiscal years ended January 31, 2013 and 2012 respectively, for assurance and related services related to the performance of the audit or review of the Company's financial statements, other than amounts included in audit fees.

Tax Fees

The Auditors billed the Company $nil and $nil in the fiscal years ended January 31, 2013 and 2012, respectively, for tax compliance, tax advice and tax planning. These fees were in connection with assistance provided to the Company in the preparation and filing of its annual tax returns.

All Other Fees

The Auditors did not bill the Company for services not included above.

PROMOTERS

To the best of the Company's knowledge, no person or Company has been within the three most recently completed fiscal years, or is during the current fiscal year, a promoter of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the best of the Company's knowledge, there were no legal proceedings during the year ended January 31, 2012 to which the Company was a party or of which any of the Company's property was subject that would have had a material adverse effect on the Company, nor are there any such legal proceedings existing or contemplated to which the Company is a party or of which any of the Company's property is subject.

There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the fiscal year ended January 31, 2013, or any other time that would likely be considered important to a reasonable investor making an investment decision in the Company. The Company did not enter into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the fiscal year ended January 31, 2013.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors, executive officers or principal shareholders of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction within the past three years or during the current financing year or in any proposed transaction that has materially affected or will materially affect the Company, other than as the Company has disclosed above under the heading "Narrative Description of the Business – Investments".

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is Equity Transfer and Trust Company, located in Toronto, Ontario.

MATERIAL CONTRACTS

Except for contracts entered into by the Company in the ordinary course of business, the Company did not enter into any contract that could reasonably be regarded as material.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under the Company's stock option plan is contained in the management information circular of the Company.

Additional financial information is provided in the Company's annual audited financial statements and related management's discussion and analysis as at and for the year ended January 31, 2013. These documents and other information about the Company can be found under the Company's profile on SEDAR at www.sedar.com.

SCHEDULE "A"
AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee shall provide assistance to the Board of Directors of Aberdeen International Inc. (the "Company") in fulfilling its financial reporting and control responsibilities to the shareholders of the Company and the investment community. The external auditors will report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities are to:

- Oversee the accounting and financial reporting processes of the Company, and the audit of its financial statements, including: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; and (iii) the external auditors' qualifications and independence.
- Serve as an independent and objective party to monitor the Company's financial reporting processes and internal control systems.
- Review and appraise the audit activities of the Company's external auditors.
- Provide open lines of communication among the external auditors, financial and senior management, and the Board of Directors for financial reporting and control matters, and meet periodically with management and with the external auditors.

COMPOSITION

The Audit Committee shall be comprised of at least three directors. Each Committee member shall be an "independent director" within the meaning of sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("NI 52-110"), as may be amended from time to time. Pursuant to NI 52-110, a member will be considered "independent" if he has no direct or indirect, material relationship with the Company. NI 52-110 sets forth certain relationships which deem one not to be independent. In addition, the composition of the Audit Committee shall comply with the rules and regulations of the Toronto Stock Exchange and any other stock exchange on which the shares of the Company are listed, subject to any waivers or exceptions granted by such stock exchange.

All members shall, to the satisfaction of the Board of Directors, be financially literate in accordance with the requirements of the NI 52-110 (i.e. will have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements).

The Committee members will be appointed annually at the first meeting of the Board of Directors following the annual general meeting of shareholders and will serve at the pleasure of the board or until their successors are duly appointed.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall be resolution determine.

RESPONSIBILITIES AND POWERS

Responsibilities and powers of the Audit Committee include:

- Annual review and revision of this Charter as necessary with the approval of the Board of Directors provided that this Charter may be amended and restated from time to time without the approval of the Board of Directors to ensure that that the composition of the Audit Committee and the Responsibilities and Powers of the Audit Committee comply with applicable laws and stock exchange rules.

- Making recommendations to the Board of Directors regarding the selection and, if necessary, the replacement of the external auditors (to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Company).

- Approving the appropriate audit engagement fees and the funding for payment of the external auditors' compensation and any advisors retained by the Audit Committee.

- Ensuring that the external auditors report directly to the Audit Committee and are made accountable to the Board and the Audit Committee, as representatives of the shareholders to whom the auditors are ultimately responsible.

- Confirming the independence of the auditors, which will require receipt from the external auditors of a formal written statement delineating all relationships between the external auditors and the Company and any other factors that might affect the independence of the auditors and reviewing and discussing with the auditors any significant relationships and other factors identified in the statement. Reporting to the Board of Directors its conclusions on the independence of the auditors and the basis for these conclusions.

- Overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, including (to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Company).

- Pre-approving all non-audit services to be provided by the external auditors to the Company or its subsidiaries.

- Ensuring that the external auditors are prohibited from providing the following non-audit services and determining which other non-audit services the external auditors are prohibited from providing:

    - bookkeeping or other services related to the accounting records or financial statements of the Company;

    - financial information systems design and implementation;

    - appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

    - actuarial services;

- internal audit outsourcing services;
- management functions or human resources;
- broker or dealer, investment adviser or investment banking services;
- legal services and expert services unrelated to the audit; and
- any other services which the Public Company Accounting Oversight Board determines to be impermissible.

• Pre-approving all audit services, internal control related services and approving any permissible non-audit engagements of the external auditors, in accordance with applicable legislation.

• Meeting with the external auditors and financial management of the Company to review the scope of the proposed audit for the current year, and the audit procedures to be used.

• Meeting quarterly with external auditors in "in camera" sessions to discuss reasonableness of the financial reporting process, system of internal control, significant comments and recommendations and management's performance.

• Reviewing with management and the external auditors:

- the Company's annual financial statements (and interim financial statements as applicable) and related notes, management's discussion and analysis and the annual information form, for the purpose of recommending approval by the Board of Directors prior to their release, and ensuring that:
  ▪ management has reviewed the audited financial statements with the audit committee, including significant judgments affecting the financial statements
  ▪ the members of the Committee have discussed among themselves, without management or the external auditors present, the information disclosed to the Committee
  ▪ the Committee has received the assurance of both financial management and the external auditors that the Company's financial statements are fairly presented in conformity with Canadian GAAP in all material respects
- Any significant changes required in the external auditors' audit plan and any serious issues with management regarding the audit.
- the Company's internal controls report and the external auditors' certification of the report, and review disclosures made to the Committee by the CEO and CFO about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

- Other matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards.

- Satisfying itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and assessing the adequacy of such procedures periodically.

- Reviewing with the external auditors and management the adequacy and effectiveness of the financial and accounting controls of the Company.

- Establishing procedures: (i) for receiving, handling and retaining of complaints received by the Company regarding accounting, internal controls, or auditing matters, and (ii) for employees to submit confidential anonymous concerns regarding questionable accounting or auditing matters.

- Reviewing with the external auditors any audit problems or difficulties and management's response and resolving disagreements between management and the auditors and reviewing and discussing material written communications between management and the external auditors, such as any management letter of schedule of unadjusted differences.

- Making inquires of management and the external auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risk to the Company.

- Obtaining reports from management and the Company's external auditors that the Company is in conformity with legal requirements and the Company's Code of Business Conduct and Ethics and reviewing reports and disclosures of insider and affiliated party transactions.

- Discussing any earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

- Reviewing any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.

- Ensuring that the Company's Annual Information Form and the Company's Management Information Circular contains the disclosure as required by law, including that required by NI 52-110.

- Reviewing with financial management and the external auditors interim financial information, including interim financial statements, management discussion and analysis and financial press releases for the purpose of recommending approval by the Board of Directors prior to its release.

- At least annually obtaining and reviewing a report prepared by the external auditors describing (i) the auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry of investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (iii) all relationships between the external auditors and the Company (to assess auditors' independence).

- Reviewing and approving the Company's hiring policies for employees or former employees of the past and present external auditors.

- Engaging independent counsel and other advisors, without seeking approval of the Board of Directors or management, if the Committee determines such advisors are necessary to assist the Committee in carrying out its duties and setting and paying for any counsel or advisors employed by the Audit Committee for such purpose. The Committee shall advise the Board of Directors and management of such engagement.

- Discussing with the Company's legal counsel legal matters that may have a material impact on the financial statements or on the Company's compliance policies and internal controls.

- Conducting special investigations, independent of the Board of Directors or management, relating to financial and non-financial related matters concerning the Company and/or any one or more of its directors, officers, employees, consultants and/or independent contractors, if determined by the Committee to be in the best interests of the Company and its shareholders. The Committee may advise the Board of Directors with respect to the initiations of such investigations and shall periodically report any findings such investigation to the Board of Directors.

- Establishing the budget process, which process shall include the setting of spending limits and authorizations and periodical reports from the Chief Financial Officer of actual spending as compared to the budget.

- Adopting such policies and procedures as the Committee deems appropriate to operate effectively.

MEETINGS

The Audit Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than four times a year and any time the Company proposes to issue a press release with its quarterly or annual earnings information. Meetings may be held at any time deemed appropriate by the Committee.

The Audit Committee shall meet periodically in separate executive sessions with management (including the Chief Financial Officer), the internal auditors and the independent auditors, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The external auditors will have direct access to the Committee at their own initiative.

The Chairman of the Committee will report periodically the Committee's findings and recommendations to the Board of Directors.