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Aberdeen: Vote BLUE Proxy for the Current Board to Protect Your Investment

- Cautions a vote for Ryan Morris is not “consequence free” due to track record of value destruction
- Warns against Nightscape Capital’s Elio Lombardi’s attempt to distance self from Ryan Morris; notes they are ‘two sides of the same value-destroying coin’
- Highlights growing list of third parties to reject dissidents’ cashless takeover including ISS and Glass Lewis

TORONTO, ONTARIO--(Marketwired – Jan. 28, 2015) - As support for the current board continues to grow, Aberdeen International Inc. (TSX: AAB) urges all shareholders to protect their investment by voting the BLUE proxy by 11:00am this Friday, January 30th to reject dissidents Ryan Morris and Nightscape Capital's cashless takeover attempt.

“This isn’t a choice about individuals. This is a choice about two fundamentally different visions for the future of your investment,” said David Stein, CEO of Aberdeen International. “One, pushed by Ryan Morris and Nightscape Capital, is marked by a reckless, short-term plan for immediate value destruction through a fire sale. The other, presented by Aberdeen’s current board, will create long-term shareholder value in the midst of challenging market conditions.”

“A vote for Ryan Morris is not consequence free. Two independent proxy advisors have warned of the considerable risk and uncertainty he and Nightscape Capital represent. The only way to get the long-term results and accountability shareholders are looking for is with Aberdeen’s current experienced and accountable board,” Stein added.

CHANGE FOR LONG-TERM VALUE CREATION IS UNDERWAY AT ABERDEEN

The current experienced and accountable board has acted on the expressed interests of all shareholders. The board has taken a number of steps to ensure Aberdeen is able to weather the current market challenges and position the company for long-term success for years to come. The steps include:

1. Buy back shares
2. Cut costs
3. Focus the investment strategy to earn income as well as capital returns
4. Further enhance governance
5. Enhance investment portfolio disclosure and build market momentum

Both ISS and Glass Lewis have endorsed the course of change underway at Aberdeen noting:

- Strides made to rein in compensation in a challenging market, including no bonuses in the last two years and NEO compensation below its peers
- Outperformance of the Market Vectors Junior Gold Miners ETF over 1-, 3- and 5-year periods by approximately 60.4%, 5.0% and 23.1% respectively
- Board changes to strengthen independence and implement shareholder-friendly governance reforms
- Only the current board has a clear strategy for long-term value creation

A VOTE FOR RYAN MORRIS IS NOT CONSEQUENCE FREE

While Ryan Morris and Nightscape Capital have resorted to mudslinging and outlandish accusations to scare shareholders to their way of ill-conceived thinking, Aberdeen is content to let the facts speak for themselves:

1. **Nightscape Capital has tried to distance itself from Ryan Morris but don't be fooled, they are driven by the same interests.** Their interests are aligned with Ryan Morris who only acquired his stock in the last three months and are directly opposed to the interests of all other long-term shareholders. Aberdeen frequently corresponded with Nightscape Capital prior to the meeting requisition and originally believed that Nightscape was interested in creating long-term shareholder value but it has become apparent that they are only interested in liquidating as much of the company as they can in a fire sale. The strategy that they have embarked on comes at the expense of all other long-term shareholders.
2. **ISS and Glass Lewis have rejected the dissidents' takeover attempt.** Both pointed to the dissidents' short-term agenda, lack of experience or expertise, and concerns over their "fire sale" of assets.
3. **After much hoopla on behalf of the dissidents, the Ontario Superior Court of Justice dismissed the merits of the dissidents' application.** The Court found that the dissidents' form of proxy could lead to several points of confusion in the minds of shareholders. By contrast, management's form of proxy avoids any risk of confusion. The Court also upheld the Aberdeen special committee's recommendation for Bernie Wilson to chair the meeting and rejected the dissidents' application to appoint a different chair.
4. **Ryan has a track record of value destruction.** Since 2010, Ryan's fund Meson Capital has returned a cumulative underperformance against the S&P 500 of -110.5% as of September 30, 2014. As Chairman at Lucas Energy the company had negative cumulative total shareholder returns of -81.69% while the S&P 500 Index returned 61.44%. As a result, Ryan left as chairman and eventually resigned from the board.
5. **Ryan says he can return cash to shareholders but the reality is when Ryan is done shareholders will be left with a small taxable dividend and a worthless stock.** Due to Ryan's "scorched wallet" campaign, the costs to take-over Aberdeen will eat up most of the remaining value of Aberdeen's liquid stock holdings. Their plan says that shareholders and Aberdeen will pick up the tab for their expenses, including costly lawyers' fees and vote buying. Their course of action will also trigger change of control provisions — which they claim to worry about — leading to additional transaction costs at the expense of shareholders.
6. **The dissidents and their hand-picked nominees are not qualified and lack the expertise needed to create shareholder value.** Not one of them has served as a director or executive of a mining company. Only one has director or management experience with a Canadian public company.

“Shareholders who are looking for change won’t get it with Ryan Morris. His track record shows they will just get unnecessary risk and a disruptive and destructive presence in their boardroom that will hijack the long-term success of their investment,” Stein concluded.

Aberdeen would like to thank all shareholders who have voted their BLUE proxy. If you have not yet voted, we encourage you to read our recent letter outlining the truth about Ryan’s plan to destroy long-term value. A copy of the letter can be found here:
<http://media3.marketwire.com/docs/AberdeenShareholderLetter.pdf>

Shareholders are urged to vote their BLUE proxy in favour of Aberdeen’s current board of directors prior to the proxy cut-off at 11:00 a.m. (Toronto time) on January 30, 2015:

Proxy Voting Instructions

Regardless of how many shares you own it's imperative that you vote your BLUE proxy:

1. AGAINST the first resolution to remove the current board
2. FOR Aberdeen's seven highly qualified current board nominees
3. WITHHOLD votes from Ryan's dissident slate of nominees

Make sure you vote well in advance of the proxy cut-off at 11:00 a.m. EST on January 30th, 2015 using the control number on the BLUE proxy or voting instruction form. Even if you have voted the Gold proxy, it is not too late. A later-dated BLUE proxy will replace any previously voted Gold proxy.

If you have any questions or need assistance in voting your BLUE proxy or voting instruction form, please contact Kingsdale Shareholder Services, at 1-866-851-9601 (toll-free in North America), or 416-867-2272 (collect calls accepted) outside North America or by email at contactus@kingsdaleshareholder.com.

About Aberdeen

Aberdeen is a publicly traded global investment and merchant banking company focused on small cap companies in the resource sector. Aberdeen will seek to acquire significant equity participation in pre-IPO and/or early stage public resource companies with undeveloped or undervalued high-quality resources. Aberdeen will focus on companies that: (i) are in need of managerial, technical and financial resources to realize their full potential; (ii) are undervalued in foreign capital markets; and/or (iii) operate in jurisdictions with low to moderate local political risk. Aberdeen will seek to provide value-added managerial and board advisory services to companies.

For additional information, please visit our website at www.aberdeeninternational.ca and follow us on Facebook and Twitter: AberdeenAAB.

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