ABERDEEN
INTERNATIONAL

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended April 30, 2017 and 2016

(expressed in Canadian dollars)

ABERDEEN INTERNATIONAL INC.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

ABERDEEN INTERNATIONAL INC.

Condensed Interim Consolidated Statements of Financial Position
As at
(In Canadian dollars - unaudited)

	Notes	April 30, 2017	January 31, 2017
		$	$
Assets			
Cash	11	**1,492,739**	626,293
Public investments, at fair value through profit and loss	3,11,12	**11,738,414**	17,344,287
Amounts receivable	4,11,12	**1,424,117**	222,217
Loans receivable	5,11,12	**3,513,375**	1,659,030
Prepaid expenses	6,12	**159,593**	98,616
Private investments, at fair value through profit and loss	3,11,12	**14,131,890**	15,614,855
Total assets		**32,460,128**	35,565,298
Liabilities			
Accounts payable and accrued liabilities	7,11,12	**803,977**	1,002,850
Total liabilities		**803,977**	1,002,850
Shareholders' equity			
Share capital		**40,717,905**	40,717,905
Equity reserve and treasury shares	8	**6,736,960**	6,601,185
(Deficit)		**(15,798,714)**	(12,756,642)
Total shareholders' equity		**31,656,151**	34,562,448
Total liabilities and shareholders' equity		**32,460,128**	35,565,298
Commitments and contingencies	13		
Subsequent event	14		

Approved on behalf of the Board of Directors:

"Bernard Wilson" (signed)
Bernard Wilson, Director

"Maurice Colson" (signed)
Maurice Colson, Director

ABERDEEN INTERNATIONAL INC.

Condensed Interim Consolidated Statements of Comprehensive (Loss) Income

(In Canadian dollars - unaudited)

	Notes	Three months ended April 30,	
		2017	2016
		$	$
Net investment (loss) gain			
Realized (loss) gain on investments, net		**(307,260)**	12,568,736
Unrealized (loss) gain on investments, net		**(2,306,742)**	921,079
Total investment (loss) gain		**(2,614,002)**	13,489,815
Other revenue			
Interest and dividend income	12	**66,999**	45
Advisory fees	12	**-**	100,000
Total other revenue		**66,999**	100,045
Expenses			
Operating, general and administration	9	**552,969**	863,471
Transaction costs		**60,061**	9,594
Interest expense		**139**	221
Total expenses		**613,169**	873,286
(Loss) income before other items		**(3,160,172)**	12,716,574
Foreign exchange gain		**118,100**	5,204
Net (loss) income and comprehensive (loss) income for the period		**(3,042,072)**	12,721,778
(Loss) income per common share based on net (loss) income for the period			
Basic and diluted		**(0.03)**	0.13
Weighted average number of common shares outstanding			
Basic and diluted		**88,912,282**	95,536,517

The accompanying notes are an integral part of the condensed interim consolidated financial statements

ABERDEEN INTERNATIONAL INC.

Condensed Interim Consolidated Statements of Cash Flows

(In Canadian dollars - unaudited)

	Notes	Three months ended April 30,	
		2017	2016
		$	$
Cash flows from operating activities			
(Loss) income before income taxes for the year		**(3,042,072)**	12,721,778
Income tax recovered		**-**	5,456,402
Adjustments to reconcile net income to cash used in operating activities:			
Share based payments		**135,775**	-
Realized loss (gain) on investments		**307,260**	(12,568,736)
Interest income		**(66,999)**	-
Unrealized loss (gain) on investments		**2,306,742**	(921,079)
Unrealized foreign exchange (gain)		**(118,911)**	(2,583)
		(478,205)	4,685,782
Adjustments for:			
Purchase of investments		**(772,280)**	(778,650)
Disposal of investments		**4,961,285**	684,223
Short-term loans provided		**(1,740,700)**	-
Prepaid and other amounts receivable		**(905,112)**	(103,647)
Accounts payable and accrued liabilities		**(198,578)**	70,536
Net cash provided by operating activities		**866,410**	4,558,244
Cash flows from financing activities			
Shares repurchased and cancelled		**-**	(2,043)
Net cash (used in) financing activities		**-**	**(2,043)**
Change in cash for the period		**866,410**	4,556,201
Cash, beginning of year		**626,293**	604,613
Effect of exchange rate on cash held		**36**	(1,125)
Cash, end of period		**1,492,739**	5,159,689
Supplemental cash flow information			
Interest paid		**139**	221

The accompanying notes are an integral part of the condensed interim consolidated financial statements

Condensed Interim Consolidated Statements of Changes in Equity

(In Canadian dollars - unaudited)

	Number of common shares	Share capital	Equity reserve and treasury shares	(Deficit)	Total shareholders' equity
	#	$	$	$	$
Balance - January 31, 2016	**95,546,628**	**43,757,314**	**5,004,104**	**(22,870,822)**	**25,890,596**
Repurchase of common shares	-	-	(2,043)	-	(2,043)
Cancellation of repurchased common shares	(17,500)	(8,018)	8,018	-	-
Options expired unexercised	-	-	(297,975)	297,975	-
Net income for the period	-	-	-	12,721,778	12,721,778
Balance - April 30, 2016	**95,529,128**	**43,749,296**	**4,712,104**	**(9,851,069)**	**38,610,331**
Balance - January 31, 2017	**88,912,282**	**40,717,905**	**6,601,185**	**(12,756,642)**	**34,562,448**
Restricted share units	-	-	135,775	-	135,775
Net income for the period	-	-	-	(3,042,072)	(3,042,072)
Balance - April 30, 2017	**88,912,282**	**40,717,905**	**6,736,960**	**(15,798,714)**	**31,656,151**

1. Nature of operations

Aberdeen International Inc. ("Aberdeen", or the "Company") and its subsidiaries operate as a publicly traded global resource investment company and merchant bank focused on small capitalization companies in the metals and mining sector. Aberdeen seeks to acquire equity participation in pre-IPO and early stage public resource companies with undeveloped or undervalued high-quality resources. Aberdeen focuses on companies that: (i) are in need of managerial, technical and financial resources to realize their full potential; (ii) are undervalued in capital markets; or, (iii) operate in jurisdictions with low to moderate local political risk. The Company is a publicly listed company incorporated in the Province of Ontario. The Company's shares are listed on the Toronto Stock Exchange ("TSX"). The Company's head office is located at 65 Queen Street West, Suite 815, Toronto, Ontario M5H 2M5.

2. Significant accounting policies

Statement of compliance

The condensed interim consolidated financial statements of the Company have been prepared in accordance with the International Accounting Standards ("IAS") 34, *Interim Financial Reporting* issued by the International Accounting Standard Board ("IASB"). These condensed interim consolidated financial statements have been prepared in accordance with the accounting policies described in Note 2 of the Company's annual consolidated financial statements as at and for the year ended January 31, 2017 and 2016 except as disclosed below. Accordingly, these condensed interim consolidated financial statements for the three month periods ended April 30, 2017 and 2016 should be read together with the annual consolidated financial statements as at and for the years ended January 31, 2017 and 2016.

The condensed interim consolidated financial statements of the Company were approved by the Board of Directors on June 13, 2017.

Basis of preparation

The condensed interim consolidated financial statements have been prepared using the historical cost convention except for certain financial instruments, which have been measured at fair value. All monetary references expressed in these notes are references to Canadian dollar amounts ("$"). In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Basis of consolidation

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect these returns through the power to direct the relevant activities of the entity. To the extent that subsidiaries provide services that relate to the Company's investment activities, they are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions. All other investments in subsidiaries are not consolidated, but are measured at fair value through profit or loss in accordance with IFRS 9.

These condensed interim consolidated financial statements comprise the financial statements of the Company and its wholly owned subsidiaries Great Lake Capital Management Inc. ("GLC"), incorporated on October 17, 2014 and Aberdeen (Barbados) Inc. ("ABI"), incorporated on March 6, 2015. All material intercompany transactions and balances between the Company and its subsidiaries have been eliminated on consolidation. Intercompany balances and any unrealized gains and losses or income and expenses arising from intercompany transactions are eliminated in preparing the condensed interim consolidated financial statements.

Future accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on February 1, 2017 or later. Updates that are not applicable or are not consequential to the Company have been excluded. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not been adopted and are being evaluated to determine their impact on the Company.

(Expressed in Canadian dollars unless otherwise noted - unaudited)

2. Significant accounting policies (continued)

Future accounting changes (continued)

IFRS 2 – Share-based Payment ("IFRS 2") was amended by the IASB in June 2016 to clarify the accounting for cash settled share-based payment transactions that include a performance condition, the classification of share-based payment transactions with net settlement features and the accounting for modifications of share-based payment transactions from cash-settled to equity-settled. The amendments are effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Company is evaluating the impact of adopting of this standard.

IAS 12 – Income Taxes ("IAS 12") was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017. There was no material impact in adopting this standard.

IFRIC 22 – Foreign Currency Transactions and Advance Consideration ("IFRIC 22") was issued in December 2016 and addresses foreign currency transactions or parts of transactions where there is consideration that is denominated in a foreign currency; a prepaid asset or deferred income liability is recognized in respect of that consideration, in advance of the recognition of the related asset, expense or income; and the prepaid asset or deferred income liability is non-monetary. The interpretation committee concluded that the date of the transaction, for purposes of determining the exchange rate, is the date of initial recognition of the non-monetary prepaid asset or deferred income liability. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company is evaluating the impact of adopting of this standard.

3. Investments at fair value through profit and loss

At April 30, 2017, the Company's investment portfolio consisted of eleven public-traded investments and thirteen privately-held investments for a total fair value of $25,870,304.

At January 31, 2017, the Company's investment portfolio consisted of eleven publicly-traded investments and twelve privately-held investments for a total fair value of $32,959,142.

Public investments

At April 30, 2017, the Company's eleven publicly-traded investments had a total fair value of $11,738,414.

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Black Iron Inc.	(iii)	10,980,589 common shares	$ 2,382,068	$ 1,043,156	8.9%
Blue Sky Energy Inc.		2,554,680 common shares	934,041	2,426,946	20.7%
Fura Gems Inc.	(i,ii,iii)	6,800,000 common shares	886,886	2,364,240	20.1%
		2,400,000 warrants expire Jun 23, 2017			
Trigon Metals Inc.	(i)	1,817,169 common shares	810,401	599,666	5.1%
Lithium X Energy Corp.		1,379,100 common shares	2,606,499	2,578,917	21.9%
Pitchblack Resouces Ltd.	(i,ii)	983,000 common shares	127,790	108,130	0.9%
QMX Gold Corporation	(iii)	10,000,000 common shares	1,000,000	2,250,000	19.2%
Sulliden Mining Capital Inc.	(iii)	373,500 common shares	242,472	104,580	0.9%
Valencia Ventures Inc.	(iii)	1,700,000 common shares	136,000	229,500	2.0%
Total of 2 other investments	(iv)		629,601	33,279	0.3%
Total public investments			$ 9,755,758	$ 11,738,414	100.0%

(Expressed in Canadian dollars unless otherwise noted - unaudited)

3. Investments at fair value through profit and loss (continued)

Public investments (continued)

Note
(i) The Company has filed a Section 62-103 report pursuant to the *Securities Act (Ontario)* for this investment and has filed an early warning report on SEDAR.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at April 30, 2017.
(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at April 30, 2017.
(iv) Total other investments held by the Company that are not individually listed as at April 30, 2017. Directors and officers may hold investments personally.

At January 31, 2017, the Company's eleven publicly-traded investments had a total fair value of $17,344,287.

Public Issuer	Note	Security description		Cost		Estimated Fair value	% of FV
Black Iron Inc.	(iii)	10,980,589 common shares	$	2,382,068	$	713,738	4.1%
Blue Sky Energy Inc.*		1,760,680 common shares		253,846		1,408,544	8.1%
Fura Gems Inc.**	(i,ii,iii)	6,800,000 common shares		886,886		2,304,880	13.3%
		2,400,000 warrants expire Jun 23, 2017					
Trigon Metals Inc.***	(i,ii)	1,817,169 common shares		944,401		699,610	4.0%
		1,000,000 warrants expired Feb 13, 2017					
Lithium X Energy Corp.		4,211,000 common shares		7,958,790		9,306,310	53.7%
Pitchblack Resouces Ltd.	(i,ii)	983,000 common shares		127,790		108,130	0.6%
QMX Gold Corporation	(iii)	10,000,000 common shares		1,000,000		2,500,000	14.4%
Sulliden Mining Capital Inc.	(iii)	373,500 common shares		242,472		119,520	0.7%
Valencia Ventures Inc.	(iii)	1,700,000 common shares		136,000		153,000	0.9%
Total of 2 other investments	(iv)			629,601		30,555	0.2%
Total public investments			$	14,561,854	$	17,344,287	100.0%

*Formerly Brookwater Capital Inc.
**Formerly Fura Emeralds Inc.
***Formerly Kombat Copper Inc.

Note
(ii) The Company has filed a Section 62-103 report pursuant to the *Securities Act (Ontario)* for this investment and has filed an early warning report on SEDAR.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2017.
(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2017.
(iv) Total other investments held by the Company that are not individually listed as at January 31, 2017. Directors and officers may hold investments personally.

Private investments

At April 30, 2017, the Company's thirteen privately-held investments had a total estimated fair value of $14,131,890.

Private Issuer	Note	Security description		Cost		Estimated Fair value	% of FV
2560344 Ontario Inc.		480,000 common shares	$	24,000	$	24,000	0.2%
Desert Lion Energy Inc.	(ii)	6,000,000 common shares		600,000		1,500,000	10.6%
African Thunder Platinum Limited	(i,ii,iii)	25,218,585 common shares		14,960,273		5,757,000	40.7%
Potasio y Litio de Argentina S.A.	(i,ii)	33,949,500 common shares		2,621,234		6,800,000	48.1%
Total of 9 other investments	(iv)			2,866,102		50,890	0.4%
Total private investments			$	21,071,609	$	14,131,890	100.0%

(Expressed in Canadian dollars unless otherwise noted - unaudited)

3. Investments at fair value through profit and loss (continued)

Private investments (continued)

Note

(i) The Company owns 47.6% of the outstanding common shares and voting rights of African Thunder Platinum Limited. There are no contractual arrangements, financial support, or other restrictions with this Mauritius Corporation. The Company owns 50% of the outstanding common shares and voting rights of Potasio y Litio Argentina S.A. Refer to Note 2 of the Company's consolidated financial statements for the years ended January 31, 2017 and 2016 for details relating to the exemption to consolidating particular subsidiaries and the exemption from accounting for associates using the equity method for investment entities.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at April 30, 2017.
(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at April 30, 2017.
(iv) Total other investments held by the Company that are not individually listed as at April 30, 2017. Directors and officers may hold investments personally.

At January 31, 2017, the Company's twelve privately-held investments had a total estimated fair value of $15,614,855.

Private Issuer	Note	Security description		Cost		Estimated Fair value	% of FV
Desert Lion Energy Corp.*	(ii)	6,000,000 common shares	$	600,000	$	1,500,000	9.6%
African Thunder Platinum Ltd.	(i,ii,iii)	25,218,585 common shares		14,960,273		7,233,000	46.4%
Potasio y Litio de Argentina S.A.	(i,ii)	33,949,500 common shares		2,621,234		6,800,000	43.5%
Total of 9 other investments	(iv)			2,866,102		81,855	0.5%
Total private investments			$	21,047,609	$	15,614,855	100.0%

* Formerly 2523701 Ontario Inc.

Note

(i) The Company owns 47.6% of the outstanding common shares and voting rights of African Thunder Platinum Limited. There are no contractual arrangements, financial support, or other restrictions with this Mauritius Corporation. The Company owns 50% of the outstanding common shares and voting rights of Potasio y Litio Argentina S.A. Refer to Note 2 for details relating to the exemption to consolidating particular subsidiaries and the exemption from accounting for associates using the equity method for investment entities.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2017.
(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2017.
(iv) Total other investments held by the Company that are not individually listed as at January 31, 2017. Directors and officers may hold investments personally.

4. Amounts receivable

		April 30, 2017		January 31, 2017
HST receivable	$	-	$	13,053
Interest receivable (see notes 5, 12)		113,007		42,497
Investment settlement receivable (see note 12)		1,244,443		-
Advisory fees receivable (see note 12)		66,667		166,667
	$	1,424,117	$	222,217

5. Loans receivable

			April 30, 2017		January 31, 2017
African Thunder Platinum Limited	Unsecured & convertible	$	1,740,375	$	1,659,030
Fura Gems Inc.	Unsecured & convertible		408,000		-
KAZ Invest AB	Unsecured & convertible		1,365,000		-
		$	3,513,375	$	1,659,030

(Expressed in Canadian dollars unless otherwise noted - unaudited)

5. Loans receivable (continued)

African Thunder Platinum Limited

The Company entered into two loan agreements with African Thunder Platinum Limited ("ATPL") and provided US$500,000 ("First Loan") on May 23, 2016 and US$775,000 ("Second Loan") on June 6, 2016 to ATPL. These loans bear interest of 2.5% per annum and were due and payable on the later of (a) June 21, 2016; and (b) the business day immediately after the earlier of: (i) the Macquarie Bank Limited ("MBL") repayment date; and (ii) completion of the MBL facility acquisition. Any overdue and unpaid amounts are subject to interest of 10% per annum, payable on demand. The Company may convert the loan to equity, subject to ATPL board approval, at any time prior to the repayment date without the consent of MBL. Pala Investments Limited ("Pala") completed the purchase of the MBL loan in Q3 2016. These loans are unsecured and fully subordinated to the rights of Pala.

On October 23, 2016, the Company entered into loan amendment agreements with ATPL whereby the repayment dates of the First and Second Loans were changed to December 31, 2016, or such other date ATPL and Aberdeen agree in writing.

ATPL did not repay the loan on December 31, 2016. As of January 31, 2017, the principal balance of US$1,275,000 ($1,659,030) plus accrued interest of US$32,659 ($42,496) remained outstanding.

ATPL did not repay the loan on April 30, 2017. As of April 30, 2017, the principal balance of US$1,275,000 ($1,740,375) plus accrued interest of US$62,367 ($85,130) remained outstanding.

A director and a former director of the Company, George Faught and David Stein, are directors of ATPL.

Fura Gems Inc.

On February 15, 2017, the Company entered into a loan agreement with Fura Gems Inc. ("Fura") and provided $408,000 to Fura. The loan bears interest at 12% per annum. The loan principal and accrued interest are due and payable to the Company (i) in cash, six months from the date of the agreement, (ii) by the issue of 2,400,000 common shares of Fura upon such date mutually agreed upon by Fura and the Company, provided that the issue will not result in the Company holding more than 19.5% of the outstanding common shares of Fura. If the loan principal is repaid by Fura shares, Fura shall also pay to the Company an amount equal to any interest owed under the loan. This loan is unsecured and convertible.

As of April 30, 2017, the principal balance of $408,000 plus accrued interest of $9,926 remained outstanding.

An officer of the Company, Ryan Ptolemy, is an officer of Fura.

KAZ Invest AB

On March 14, 2017, the Company entered into a loan agreement with KAZ Invest AB ("KAZ") and provided US$1,000,000 to KAZ. This loan bears interest at 12% per annum. The principal and accrued interest are due and payable to the Company in cash on or before the date that is six months from the date of this agreement. KAZ and the Company may negotiate repayment of the loan via the transfer of securities or other investment products but any arrangement for repayment other than cash remains subject to a subsequent written agreement. This loan is unsecured and convertible.

As of April 30, 2017, the principal balance of US$1,000,000 ($1,365,000) plus accrued interest of US$13,151 ($17,951) remained outstanding.

6. Prepaid expenses

	April 30, 2017	January 31, 2017
Prepaid insurance	$ 11,340	$ 16,200
Prepaid expenses	80,003	82,416
Prepaid investments (see Note 12)	68,250	-
	$ 159,593	$ 98,616

(Expressed in Canadian dollars unless otherwise noted - unaudited)

7. Accounts payable and accrued liabilities

	April 30, 2017	January 31, 2017
Trade payable	$ 207,505	$ 229,187
HST payable	13,296	-
Accrued expenses	583,176	773,663
	$ 803,977	$ 1,002,850

8. Equity reserve

	Number of warrants	Weighted average exercise price	Value of warrants	Number of options	Weighted average exercise price	Value of options	Number of RSU	Weighted average exercise price	Value of RSU	Treasury shares adjustment	Total Value
January 31, 2016	10,000,000	$ 0.30	$396,532	3,075,000	$ 0.54	$ 753,875	-	$ -	$ -	$3,853,697	$5,004,104
Granted	-	$ -	$ -	-	$ -	-	4,850,000	$ 0.16	$ -	$ -	$ -
Vested	-	-	-	-	-	-	(500,199)	0.16	80,032	-	80,032
Expired	-	-	-	(825,000)	0.82	(317,375)	-	-	-	-	(317,375)
NCIB allocation	-	-	-	-	-	-	-	-	-	1,834,424	1,834,424
January 31, 2017	10,000,000	$ 0.30	$ 396,532	2,250,000	$ 0.44	$ 436,500	4,349,801	$ 0.16	$ 80,032	$5,688,121	$6,601,185
Vested	-	-	-	-	-	-	(848,595)	0.16	135,775	-	135,775
April 30, 2017	10,000,000	$ 0.30	$ 396,532	2,250,000	$ 0.44	$ 119,125	3,501,206	$ 0.16	$ 215,807	$5,688,121	$6,736,960

Restricted share unit incentive plan

During fiscal 2014, the Company approved the adoption of a RSU incentive plan.

On December 8, 2016, the Company granted and issued an aggregate of 4,850,000 RSUs to officers and employees of the Company. Each RSU entitles an officer or an employee of the Company to receive one common share of the Company to be purchased in the market by an independent trustee for the RSUs granted. These RSUs vest in two equal tranches, one-half on the first anniversary of the date of grant; and the second half on the second anniversary of the date of grant. The fair value of the RSUs has been determined to be $0.16 per unit on the date of grant.

During the three months ended April, 2017, the Company recorded $135,775 to share-based payments (January 31, 2017 - $80,032).

Deferred share unit incentive plan

During fiscal 2014, the Company approved the adoption of a DSU plan. The Company granted and issued an aggregate of 800,000 DSUs to the Company's independent directors. The DSUs are deferred and will be issued in the form of cash in an amount that represents the value of one common share of the Company for each DSU held on the date upon which the holder ceases to be a director of the Company.

During fiscal 2014 and 2015, three directors resigned from the Company and received a total cash payment of $98,000 in relation to 600,000 DSUs that vested at an average price of $0.163. The remaining balance of 200,000 DSUs were valued at $25,000 as of April 30, 2017 (January 31, 2017 - $29,000) and included in accounts payable and accrued liabilities.

On December 8, 2016, the Company granted and issued an aggregate of 900,000 DSUs to the Company's independent directors. The fair value of the DSUs has been determined to be $0.16 per unit on the date of grant. The 900,000 DSUs were valued at $117,000 as of April 30, 2017 (January 31, 2017 - $130,500) and included in accounts payable and accrued liabilities.

(Expressed in Canadian dollars unless otherwise noted - unaudited)

9. Expenses by nature

Details included in operating, general and administration expenses for the three months ended April 30, 2017 and 2016.

	Three months ended April 30, 2017	2016
Compensation of directors, officers, employees and consultants (including salaries, consulting fees, RSUs and DSUs)	$ 314,141	$ 447,869
Legal, accounting and professional fees	77,240	121,201
Filing and transfer agent fees	16,119	23,897
Shareholder communication and promotion	16,069	106,379
Travel	69,430	73,923
General office and administration costs	59,970	90,202
	$ 552,969	$ 863,471

10. Capital disclosure

The Company considers its capital to consist of share capital, equity reserve and treasury shares, and deficit. The Company's objectives when managing capital are:

a) to allow the Company to respond to changes in economic and/or marketplace conditions by maintaining the Company's ability to purchase new investments;
b) to give shareholders sustained growth in value by increasing shareholders' equity; while
c) taking a conservative approach towards financial leverage and management of financial risks.

The Company's management reviews its capital structure on an on-going basis and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying investments. The Company's current capital is composed of its shareholders' equity and, to-date, has adjusted or maintained its level of capital by:

a) raising capital through equity financings;
b) realizing proceeds from the disposition of its investments; and
c) repurchasing the Company's own shares for cancellation pursuant to its normal course issuer bid.

The Company may on occasion utilize leverage in the form of broker margin or bank indebtedness. There was no margin loan outstanding as at April 30, 2017. Any margin loan held would be secured against the Company's investment at rates that are based on the Investment Industry Regulatory Organization of Canada (IIROC) Policy.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than those of the TSX that requires adequate working capital or financial resources such that, in the opinion of TSX, the listed issuer will be able to continue as a going concern. TSX will consider, among other things, the listed issuer's ability to meet its obligations as they come due, as well as its working capital position, quick asset position, total assets, capitalization, cash flow and earnings in the financial statements regarding the listed issuer's ability to continue as a going concern. There were no changes to the Company's capital management during the three months ended April 30, 2017. The Company expects that its capital resources will be sufficient to discharge its liabilities as of the current statement of financial position date.

(Expressed in Canadian dollars unless otherwise noted - unaudited)

11. Financial instruments

Financial assets and financial liabilities as at April 30, 2017 are as follows:

	Assets & liabilities at amortized cost	Assets & liabilities at fair value through profit and loss	TOTAL
April 30, 2017			
Cash	$ 1,492,739	$ -	$ 1,492,739
Public investments	-	11,738,414	11,738,414
Amounts receivable	205,674	1,218,443	1,424,117
Loans receivable	3,513,375	-	3,513,375
Private investments	-	14,131,890	14,131,890
Accounts payable and accrued liabilities	790,681	-	790,681

Aberdeen's operations involve the purchase and sale of securities and in addition, the Company may, from time to time, have loans receivable outstanding. Accordingly, the majority of the Company's assets are currently comprised of financial instruments that can expose it to several risks, including market, liquidity, credit and currency risks. There have been no significant changes in the risks, objectives, policies and procedures from the previous year. A discussion of the Company's use of financial instruments and their associated risks is provided below:

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. In addition, most of the Company's investments are in the resource sector. The Company mitigates this risk by attempting to have a portfolio that is not singularly exposed to any one issuer, with exception to the Company having two positions as at April 30, 2017 that made of approximately 23% and 21% respectively of the total assets (January 31, 2017 - three positions that made up of approximately 26%, 25% and 19% respectively of the total assets).

For the three months ended April 30, 2017, a 10% decrease in the closing price of these two concentrated positions would result in an estimated increase in after-tax net loss of $1.1 million, or $0.01 per share (January 31, 2017 - $1.8 million, or $0.02 per share in three concentrated positions).

For the three months ended April 30, 2017, a 10% decrease (increase) in the closing prices of its portfolio investments would result in an estimated increase (decrease) in after-tax net loss of $1.9 million, or $0.02 per share (January 31, 2017 - $2.4 million, or $0.03 per share). This estimated impact on the statement of comprehensive loss includes the estimated value of the non-traded warrants held, as determined using the Black-Scholes option pricing model.

11. Financial instruments

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments decline, resulting in losses upon disposition. In addition, some of the investments the Company holds are lightly traded public corporations or not publicly traded and may not be easily liquidated. The Company generates cash flow from dividend income and proceeds from the disposition of its investments, in addition to interest income and advisory fees. Aberdeen believes that it has sufficient marketable securities that are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions. All of the Company's liabilities and obligations are due within one year.

11. Financial instruments (continued)

Liquidity risk (continued)

The following tables show the Company's source of liquidity by assets as at April 30, 2017.

Assets		Total		Less than 1 year		1-3 years
Cash	$	1,492,739	$	1,492,739	$	-
Public investments		11,738,414		11,738,414		-
Amounts receivable		1,424,117		1,424,117		-
Loans receivable		3,513,375		3,513,375		-
Prepaid expenses		159,593		159,593		-
Private investments		14,131,890		-		14,131,890
Total assets - April 30, 2017	$	32,460,128	$	18,328,238	$	14,131,890

Credit risk

Credit risk is the risk associated with the inability of a third party to fulfill its payment obligations. The Company is exposed to the risk that third parties that owe it money or securities will not perform their underlying obligations. The total carrying value of these financial instruments at April 30, 2017 was 4,937,492 (January 31, 2017 - $1,881,247).

Management has considered the potential impairment of loans and amounts receivable and made a provision of $Nil during the three months ended April 30, 2017 (January 31, 2017 - $Nil)

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's operations are exposed to foreign exchange fluctuations, which could have a significant adverse effect on its results of operations from time to time. The Company currently has financial instruments denominated in U.S. dollars and Australian dollars. The currency exchange rates at April 30, 2017 are as follows:

	Currency exchange rates as at April 30, 2017
1 US dollar to Canadian dollars	$1.3650
1 Australian dollar to Canadian dollars	$1.0222

A change in the foreign exchange rate of the Canadian dollar versus another currency may change the value of its financial instruments.

The following assets and liabilities were denominated in foreign currencies presented in Canadian dollars as of April 30, 2017.

(Expressed in Canadian dollars unless otherwise noted - unaudited)

11. Financial instruments (continued)

Currency risk (continued)

April 30, 2017

	US Dollars	Australian Dollars
Cash	$ 45	$ -
Public investment	33,279	-
Amount receivable	475,837	-
Private investment	5,757,000	50,890
Loans receivable	3,105,375	-
Prepaid expenses	71,253	-
Accounts payable and accrued liabilities	(12,285)	-
	$ 9,430,504	$ 50,890

A 10% increase (decrease) in the value of the Canadian dollar against all foreign currencies in which the Company held financial instruments as of April 30, 2017 would result in an estimated increase (decrease) in after-tax net loss of approximately $0.7 million or $0.01 per share (January 31, 2017 – after-tax net loss of approximately $0.7 million or $0.01 per share). The Company does not currently hedge its foreign currency exposure.

Fair value of financial instruments

The Company has determined the carrying values of its financial instruments as follows:

i. The carrying values of cash, amounts receivable, and accounts payable and accrual liabilities approximate their fair values due to the short-term nature of these instruments.

ii. Loan receivable, public investments, private investments and preferred shares are carried at amounts in accordance with the Company's accounting policies as set out in Note 2 of the Company's consolidated financial statements for the year ended January 31, 2017.

iii. Prior to maturity, the outstanding loans receivable are carried at their discounted value. Following their maturity, loans receivable are carried at their estimated realizable value.

The following table illustrates the classification and hierarchy of the Company's financial instruments, measured at fair value in the statements of financial position as at April 30, 2017:

Investments, fair value	**Level 1** (Quoted Market price)	**Level 2** (Valuation technique -observable market Inputs)	**Level 3** (Valuation technique - non-observable market inputs)	Total
Publicly traded investments	$ 11,043,265	$ 370,909	$ -	$ 11,414,173
Non-trading warrants on public investments	-	324,240	-	324,240
Private investments	-	-	14,131,890	14,131,890
April 30, 2017	$ 11,043,264	$ 695,149	$ 14,131,890	$ 25,870,303
Publicly traded investments	$ 13,375,906	$ 3,635,501	$ -	$ 17,011,407
Non-trading warrants on public investments	-	332,880	-	332,880
Private investments	-	-	15,614,855	15,614,855
January 31, 2017	$ 13,375,906	$ 3,968,381	$ 15,614,855	$ 32,959,142

(Expressed in Canadian dollars unless otherwise noted - unaudited)

11. Financial instruments (continued)

Fair value of financial instruments (continued)

<u>Level 2 Hierarchy</u>

During the three months ended April 30, 2017, public investments of $3,343,816 were transferred from Level 2 to Level 1 as restriction had been removed from these public investments. During the year ended January 31, 2017, public investments of $208,333 from Level 1 to Level 2 as the quoted price used was from public markets that were not active.

Investments, fair value		Three months ended April 30, 2017		Year ended January 31, 2017
Balance, beginning of year	$	3,635,501	$	-
Purchase at cost - shares		-		2,042,276
Transferred from (to) Level 1		(3,343,816)		208,333
Unrealized and realized gain, net		79,224		1,384,892
Balance, end of period	$	370,909	$	3,635,501

<u>Level 3 Hierarchy</u>

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 as at April 30, 2017 and January 31, 2017. These financial instruments are measured at fair value utilizing non-observable market inputs. The net realized losses and net unrealized gains are recognized in the statements of loss.

Investments, fair value		Three months ended April 30, 2017		Year ended January 31, 2017
Balance, beginning of year	$	15,614,855	$	19,322,417
Purchase at cost - shares		24,000		1,562,926
Disposal at cost - shares		-		(2,621,234)
Unrealized and realized (loss) net		(1,506,965)		(2,649,254)
Balance, end of period	$	14,131,890	$	15,614,855

Included in unrealized and realized gain for the three months ended April 30, 2017 and year ended January 31, 2017, the total gains that are attributable to change in unrealized gains/(losses) relating to those assets and liabilities held at the end of April 30, 2017 were $(1,506,965) (January 31, 2017 were $(2,649,254)).

Within Level 3, the Company includes private company investments that are not quoted on an exchange. The key assumptions used in the valuation of these instruments include (but are not limited to) the value at which a recent financing was done by the investee, company-specific information, trends in general market conditions and the share performance of comparable publicly-traded companies.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at April 30, 2017 and January 31, 2017:

(Expressed in Canadian dollars unless otherwise noted - unaudited)

11. Financial instruments (continued)

Fair value of financial instruments (continued)

Level 3 Hierarchy (continued)

Description		April 30, 2017 Fair value		January 31, 2017 Fair value	Valuation technique	Significant unobservable input(s)	Range of significant unobservable inputs
African Thunder Platinum Ltd.	$	5,757,000	$	7,233,000	Discounted Cash Flow ("DCF Model")	Platinum prices	US$1,150- US$1,347
						Palladium prices	US$850 - US$900
						ZAR/USD exchange rate	12.46-13.64
						Discount rate	16.20%
						Mine restart date	2 years
Potasio y Litio Argentina S.A.	$	6,800,000	$	6,800,000	Recent transaction	Marketability of shares	0% discount
2523701 Ontario Inc.	$	1,500,000	$	1,500,000	Recent financing	Marketability of shares	0% discount
Other private investments	$	74,890	$	81,855	Adjusted recent financing	Marketability of shares	0% - 100% discount
	$	14,131,890	$	15,614,855			

As valuations of investments for which market quotations are not readily available, are inherently uncertain, may fluctuate within short periods of time and are based on estimates, determination of fair value may differ materially from the values that would have resulted if a ready market existed for the investments. Given the size of the private investment portfolio, such changes may have a significant impact on the Company's financial condition or operating results.

African Thunder Platinum Limited
The valuation of April 30, 2017 and January 31, 2017 was based on the DCF model after considering the value of the loan receivable from African Thunder (for 2017 model) (Note 5). The key unobservable inputs identified by the Company are commodity prices, foreign exchange rates, discount rate and the date that mining activities re-start. The DCF model is sensitive to the platinum and palladium commodity prices as these two commodities make up approximately 90% of the metals recovered.

As at April 30, 2017, a 10% decrease in the price of platinum would result in a decrease in the fair market value by approximately $1.0 million (January 31, 2017 - $2.4 million) where as a 10% increase in the price of platinum would result in an increase in the fair market value by approximately $1.0 million (January 31, 2017 - $2.2 million), keeping all other inputs constant. A 10% decrease in the price of palladium would result in a decrease in the fair market value by $0.7 million (January 31, 2017 - $1.7 million) where as a 10% increase in the price of palladium would result in an increase in the fair market value by approximately $0.7 million (January 31, 2017 - $1.7 million), keeping all other inputs constant.

As at April 30, 2017 a 10% decrease in the ZAR/USD exchange would result in a decrease in the fair value of by approximately of $1.9 million (January 31, 2017 - $4.2 million) whereas a 10% increase in the ZAR/USD exchange rate would result in an increase in the fair market value by approximately $1.6 million (January 31, 2017 - $3.7 million), keeping all other inputs constant. It is worth noting that commodity currencies like the ZAR and commodity prices tend to inversely move, therefore varying just the ZAR/USD exchange rate and keeping the other variables constant is not necessarily reflective of the actual results.

As at April 30, 2017, a discount of 12% used in the Smokey Hills mines DCF Model would increase the fair market value by approximately $1.9 million (January 31, 2017 - $4.0 million) where as a discount rate of 17% used in the Smokey Hills mine DCF Model would result in a decrease in the fair market value by approximately $0.3 million (January 31, 2017 - $0.9 million), keeping all other inputs constant.

(Expressed in Canadian dollars unless otherwise noted - unaudited)

11. Financial instruments (continued)

Fair value of financial instruments (continued)

Level 3 Hierarchy (continued)

As at April 30, 2017, if the re-start of mining activities was after year 1 in the Smokey Hills mines DCF Model, the fair market value would increase by approximately $1.6 million (January 31, 2017 - $3.5 million) whereas if the re-start of mining activities was after year 3 in the Smokey Hills mine DCF Model, the fair market value would decrease by approximately $1.3 million (January 31, 2017 - $3.0 million), keeping all other inputs constant. African Thunder management decided to place the Smokey Hill's mine on care maintenance in fiscal 2018 whereas in fiscal 2017 the Smokey Hill's mine was operating.

Potasio y Litio de Argentina S.A.
The valuation was based on a recent transaction, management has determined that there are no reasonably possible alternative assumptions that would change the fair value significantly as at April 30, 2017. The Company relied on the most recent transaction announced March 3, 2016 whereby the Company sold 50% of the common shares of PLASA to LIX for 8,000,000 LIX common shares. Included in the March 3, 2016 transaction, LIX has an option to acquire 30% of the PLASA investment held by Aberdeen for shares issued with a fair market value of $5.5 million on or before April 20, 2018, subject to completion of a feasibility study and spending of at least $3,000,000. As at April 30, 2017, a +/- 10% change in the fair value of PLASA will result in a corresponding +/- $680,000. (January 31, 2017 - +/-$680,000).

Desert Lion Energy Corp. (formerly 2523701 Ontario Inc.)
The valuation was based on a recent financing, management has determined that there are no reasonably possible alternative assumptions that would change the fair value significantly as at April 30, 2017. As at April 30, 2017, a +/- 10% change in the fair value of Desert Lion Energy Corp. will result in a corresponding +/-$150,000 (January 31, 201 - +/- $150,000).

The sensitivity analysis is intended to reflect the significant uncertainty inherent in the valuation of private investments under current market conditions, and the results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the estimated fair value of these investments. Furthermore, the analysis does not indicate a probability of changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of these investments. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

12. Related party disclosures

These consolidated financial statements include the financial statements of the Company and its subsidiaries at its respective ownership listed in the following table.

	Country of Incorporation	% equity interest
Great Lakes Capital Management Inc.	Canada	100%
Aberdeen (Barbados) Inc.	Barbados	100%

The Company shares office space with other companies who may have common officers or directors. The costs associated with this space are administered by an unrelated company.

The Company advanced funds to related companies for investment purposes.

Included in amounts receivable are $1,000,697 advanced to Brazil Potash Corp. ("BPC"). Such amounts are unsecured, non-interest bearing and with no fixed terms of repayment. A director and an officer of the Company, Stan Bharti and Ryan Ptolemy, serves as a director and an officer of BPC.

Included in prepaid expenses are $68,250 advanced to Fura. This amount has subsequently applied against the Company's investment in Fura. An officer of the Company Ryan Ptolemy, serves as an officer of Fura.

12. Related party disclosures (continued)

Stan Bharti, a director and officer of the Company, is the Executive Chairman of Forbes & Manhattan, Inc. ("F&M"), a corporation that provides administrative and consulting services to the Company, including but not limited to strategic planning and business development. F&M charges a monthly consulting fee of $25,000. As of April 30, 2017, $Nil (January 31, 2017 - $Nil) was owed to F&M.

The Company was party to a cost sharing policy with F&M whereby the Company will be responsible for 50% of costs, including any reasonable third party costs such as legal, technical, and/or accounting expenses jointly incurred in connection with, or arising as a result of the pursuit of certain investment opportunities and the subsequent development of any such investment opportunities that are acquired by the Company and F&M up to a maximum of $500,000. In the event any expenses incurred with respect to the investment opportunities are recouped by either party, such amounts will be allocated 50% to each party. During the three months ended April 30, 2016, the Company incurred $Nil of legal and professional fees in relation to the policy. As at April 30, 2016, $456,403 had been incurred by the Company. On March 27, 2017, the Board amended the cost sharing agreement whereby the Company would pay all legal, technical, and/or accounting expenses in connection with or arising as a result of the pursuit of certain investment opportunities and the subsequent development of any such investment opportunities that are acquired by the Company and F&M. During the three months ended April 30, 2017, the Company incurred $Nil of legal and professional fees. As at April 30, 2017, $1,199,051 had been incurred by the Company. Stan Bharti, an officer and director of the Company, is the Executive Chairman of F&M.

During 2017, the Company entered into a loan agreement with Forbes Royalty Corporation ("FRC"), a corporation controlled by Stan Bharti, a director and officer of the Company. Pursuant to this agreement, the company has agreed to make loans to FRC up to a maximum of $1,000,000. The loans will mature and be due and payable on the date on which FRC completes the earlier of (i) an initial public offering of the common shares, or a reverse takeover transaction, or any similar going public transaction or a private financing which shall occur no later than January 1, 2018 ("Transaction Deadline"); (ii) the Transaction Deadline (January 1, 2018); or (iii) final settlement or decision with respect to the legal claim FRC has brought against Patrick Sheridan.

If the loan first matures and becomes payable upon the occurrence of an event set out in subparagraphs (i) or (ii), then interest shall be payable on the principal at the rate of 10% per annum, payable on maturity. If the loan first matures and becomes payable upon the occurrence of an event set out in subparagraph (iii), then the loan shall be repaid in full upon FRC paying to the Company an amount equal to: (a) the amount of the principal draw down under this loan by FRC in first priority and senior in right of repayment to any other amount owed by FRC; plus (b) to the extent FRC receives any amount in excess of $1,000,000 and the fees of external counsel incurred by FRC in connection with an event in subparagraph (iii), 50% of such amount received in excess of the principal drawn down up to a maximum of three times the principal drawn down.

During the three months ended April 30, 2017, the Company advanced a total of $8,641 (2016 - $79,924) to FRC. As at April 30, 2017, $204,150 has been advanced pertaining to the loan agreement. The Company has expensed this amount directly in the statement of comprehensive Income (loss) due to the uncertainty of success of the final settlement or decision with respect to the legal claim FRC has brought against Patrick Sheridan.

The Company provided loans to companies of which directors and officers are also directors and officers of Aberdeen. Directors and officers of Aberdeen may also hold investments in these companies. See Note 5 for details.

(Expressed in Canadian dollars unless otherwise noted - unaudited)

12. Related party disclosures (continued)

The Company earns financing advisory fees from companies of which directors and officers are also directors and officers of Aberdeen. Directors and officers of Aberdeen may also hold investments in these companies.

During the three months ended April 30, 2017, the Company earned $100,000 (2016 - $100,000) in advisory fees from Ore Acquisition Partners LP ("Ore") and incurred $99,954 (2016 - $Nil) in related expenses paid to David Stein and other vendors. The Company has control and direction over investments held by Ore. As at April 30, 2017, the Company held common investments with Ore in Black Iron Inc., Pitchblack Resources Ltd. and Sulliden Capital Mining Inc. David Stein, a former director of Aberdeen, is a limited partner in Ore.

In addition to advisory fees, the Company provided loans to companies of which directors and officers are also directors and officers of Aberdeen. Directors and officers of Aberdeen may also hold investments in these companies. See Note 5 for details.

The Company's directors and officers may have investments in and hold management and/or director and officer positions in some of the investments that the Company holds.

The following is a list of total investments and the nature of the relationship of the Company's directors or officers with the investment as of April 30, 2017 and January 31, 2017.

Investment	Nature of relationship	Estimated Fair value	% of FV
African Thunder Platinum Limited.*	Former director (David Stein) and director (George Faught)	5,757,000	22.3%
Apio Africa Ltd.	Director (Stan Bharti) and shareholders	33,279	0.1%
Amazon Potash Corporation*	Directors (Stan Bharti, George Faught) and shareholders	-	0.0%
Black Iron Inc.	Officer (Stan Bharti) and shareholders	1,043,156	4.0%
Blue Sky Energy Inc.		2,426,946	9.4%
Fura Gems Inc.	Officer (Ryan Ptolemy), 10% security holder (Stan Bharti) and shareholders	2,364,240	9.1%
Desert Lion Energy Corp.*	Shareolders	1,500,000	5.8%
Indo Gold Limited *	Former director (David Stein) and former officer (Stan Bharti)	50,890	0.2%
Lithium X Energy Corp.	Shareholders	2,578,917	10.0%
QMX Gold Corporation	10% security holder (Stan Bharti) and shareholders	2,250,000	8.7%
Sulliden Mining Capital Inc.	Director (Stan Bharti) and shareholders	104,580	0.4%
Temujin Mining Corp.*	Director (Stan Bharti), Former director (David Stein) and shareholders	-	0.0%
Valencia Ventures Inc.	Director (Bernand Wilson), 10% security holder (Stan Bharti) and shareholders	229,500	0.9%
Potasio y Litio de Argentina S.A.*		6,800,000	26.3%
Total of 10 other investments	Shareholders/warrant holders	731,796	2.8%
Total Investments - April 30, 2017		$ 25,870,304	100.0%

* Private company

(Expressed in Canadian dollars unless otherwise noted - unaudited)

12. Related party disclosures (continued)

Investment	Nature of relationship	Estimated Fair value	% of FV
African Thunder Platinum Limited.*	Directors (David Stein, George Faught)	7,233,000	21.9%
Apio Africa Ltd.	Director (Stan Bharti) and shareholders	30,555	0.1%
Amazon Potash Corporation*	Directors (Stan Bharti, George Faught) and shareholders	-	0.0%
Black Iron Inc.	Officer (Stan Bharti) and shareholders	713,738	2.2%
Fura Gems Inc.**	Officer (Ryan Ptolemy), 10% security holder (Stan Bharti) and shareholders	2,304,880	7.0%
Desert Lion Energy Corp.*	Shareolders	1,500,000	4.6%
Indo Gold Limited *	Director (David Stein) and former officer (Stan Bharti)	81,855	0.2%
Lithium X Energy Corp.	Shareholders	9,306,310	28.2%
QMX Gold Corporation	10% security holder (Stan Bharti) and shareholders	2,500,000	7.6%
Sulliden Mining Capital Inc.	Director (Stan Bharti) and shareholders	119,520	0.4%
Temujin Mining Corp.*	Directors (Stan Bharti, David Stein) and shareholders	-	0.0%
Valencia Ventures Inc.	Director (Bernand Wilson), 10% security holder (Stan Bharti) and shareholders	153,000	0.5%
Potasio y Litio de Argentina S.A.*		6,800,000	20.6%
Total of 10 other investments	Shareholders/warrant holders	2,216,284	6.7%
Total Investments - January 31, 2017		$ 32,959,142	100.0%

* Private company

**Formerly Fura Emeralds Inc.

The Company has a diversified base of investors. To the Company's knowledge, other than Lloyd I Miller, no shareholder holds more than 10% of the Company's common shares as at April 30, 2017 and January 31, 2017.

Compensation of key management personnel of the Company

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

The remuneration of directors and other members of key management personnel during the three months ended April 30, 2017 and 2016 were as follows:

	Three months ended April 30, 2017	Three months ended April 30, 2016
Short-term benefits (*)	$ 80,000	$ 245,999
Share-based payments	$ 83,981	$ -
	$ 163,981	$ 245,999

* Benefits include fees paid to Forbes & Manhattan, Inc.

At April 30, 2017, the Company had accounts payable and accrued liabilities balance of $142,000 (January 31, 2017 - $222,731) owing to its key management and related companies for severance, DSU accrual, and expense reimbursement. Such amounts are unsecured, non-interest bearing and with no fixed terms of payment.

13. Commitments and contingencies

Management contracts

The Company is party to certain management contracts. These contracts contain aggregate minimum commitments of approximately $808,000 (January 31, 2017 - $1,190,000) ranging from 30 days to 28 months and additional contingent payments of up to approximately $3,105,000 (January 31, 2017 - $4,005,000) upon the occurrence of a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

F&M costs sharing policy

See Note 12.

Tax positions

In assessing the probability of realizing income tax assets and the valuation of income tax liabilities, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers relevant tax planning opportunities that are within the Company's control, are feasible and within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Forbes Royalty

See Note 12.

14. Subsequent event

Subsequent to April 30, 2017, 2,250,000 stock options expired unexercised.