



ABERDEEN
INTERNATIONAL

Management's Discussion and Analysis

**FOR THE THREE MONTHS ENDED
APRIL 30, 2012 AND 2011**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED APRIL 30, 2012**
(All amounts stated in Canadian dollars, unless otherwise indicated)

GENERAL

This management's discussion and analysis of the operations, results and financial condition of Aberdeen International Inc. ("Aberdeen", or the "Company") should be read in conjunction with the unaudited condensed interim financial statements for the three months ended April 30, 2012 and 2011, including the notes thereto. The condensed interim financial statements and related notes of Aberdeen have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). A detailed summary of the Company's significant accounting policies is included in Note 3 of the Company's annual audited financial statements for the year ended January 31, 2012, which have been consistently applied. The Company's functional and reporting currency is the Canadian dollar. Unless otherwise noted, all references to currency in this Management's Discussion and Analysis ("MD&A") refer to Canadian dollars.

Additional information regarding Aberdeen, including our Annual Information Form ("AIF") dated April 25, 2012 and press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online under the Company's profile at www.sedar.com. This MD&A reports on the Company's activities through June 12, 2012.

Aberdeen's common shares trade on the Toronto Stock Exchange ("TSX") under the symbol AAB.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

The annual report, including this MD&A, 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 statements, other than statements of historical fact, included herein, including without limitation, statements regarding the Company's plan of business operations; projections regarding future success based on past success; 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 returns; potential mineralization; projection of future revenue; targets for cash operating costs; and future plans and objectives 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, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Aberdeen's expectations include, but are not limited to, in particular, past success or achievement does not guarantee future success; risks related to investment performance, market fluctuations, fluctuations in commodity prices, uncertainties relating to the availability and costs of financing needed in the future, the strength of the Canadian and US economies and financial markets, foreign exchange fluctuations, competition, political and economic risks in the countries and financial markets in which the Company's investments' interests are located and other risks included elsewhere in this MD&A under the heading "Risks and Uncertainties" as well as those factors discussed in or referred to in the AIF of the Company filed on April 25, 2012, under the profile of the Company at www.sedar.com. Estimates and assumptions that have been considered when formulating forward-looking information include, with respect to the valuation of the Village Main Reef (formerly Simmer & Jack) and First Uranium royalties, the dispute with Village Main Reef (formerly Simmer & Jack) over the interpretation of the Convertible Royalty and Loan Agreement and the settlement thereof, information disclosed by Village Main Reef (formerly Simmer & Jack) and First Uranium regarding their properties and

expected production schedule and timeline, projections regarding mineral prices; and with respect to the investments and investment philosophy of Aberdeen, management expertise and knowledge of the resources industry and the continued involvement of the current management team with Aberdeen. With regard to all information included herein relating to investee companies, Aberdeen has relied exclusively on publicly available information disclosed by the respective companies.

Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking information. 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.

OVERVIEW

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 and undervalued high-quality resources;
- companies in need of managerial, technical and financial resources to realize their full potential; and
- companies undervalued in foreign capital markets.

Aberdeen provides valued-added managerial and board advisory services to these companies in addition to investment capital. The Company's strategy is to optimize the return on its investments over a 24 to 36 month investment time frame. Aberdeen also has access to key experts in the mining and financial sector who can provide further assistance in evaluating and monitoring companies and their progress. As part of its business model, Aberdeen's officers and directors take active management, director and ownership roles in a significant percentage of companies in which Aberdeen invests.

The Company began operating as a global investment and merchant banking company in July 2007. As at April 30, 2012, the portfolio had investments in 43 companies with an estimated fair market value of \$55,390,269 (cost – \$65,047,514).

FISCAL 2012 PERFORMANCE HIGHLIGHTS

Operating Results	For the three months ended April 30,	
	2012	2011
Realized (loss) / gain on investments, net	\$ (335,653)	\$ 4,203,005
Unrealized (loss) on investments, net	(18,845,112)	(7,953,338)
Net investment (loss)	(19,180,765)	(3,750,333)
Other revenue	687,877	694,600
Net (loss) for the period	(15,880,151)	(3,884,776)
Basic (loss) per share	\$(0.18)	\$(0.04)
Fully diluted (loss) per share	\$(0.18)	\$(0.04)
	April 30, 2012	January 31, 2012
Investments, at fair value	\$ 55,390,269	\$ 72,327,350
Shareholders' equity	79,177,260	96,081,173

During the three months ended April 30, 2012, the Company realized loss on investments of \$335,653 compared to realized gain of \$4,203,005 for the same quarter in the previous year. The Company had a net investment loss of \$19,180,765 compared to \$3,750,333 for the same quarter in the previous year. The Company's net loss for the three months ended April 30, 2012 was \$15,880,151 (\$0.18 per basic share) compared to \$3,884,776 (\$0.04 per basic share) for the same quarter in the previous year. As at April 30, 2012 the Company's investments decreased to \$55,390,269 from \$72,327,350 as at January 31, 2012. During the first quarter ended April 30, 2012, the Company's shareholders' equity decreased to \$79,177,260 from \$96,081,173 as at January 31, 2012. The increase in losses and the further decline of the value of the Company's investment portfolio during the three months ended April 30, 2012 reflects an extraordinary weak equity market experienced in the resource sector.

INVESTMENTS, AT FAIR VALUE THROUGH PROFIT AND LOSS, AS AT APRIL 30, 2012

At April 30, 2012, the Company's investment portfolio consisted of 13 privately-held investments and 30 publicly-traded investments for a total fair value of \$55,390,269 (net of securities sold short).

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Auger Resources Ltd.	(iii)	2,000,000 common shares	\$ 1,000,000	\$ 100,000	0.2%
Brazil Potash Corp.	(iii)	1,650,062 common shares	2,500,000	3,260,192	6.0%
Irati Energy Corp.		1,641,750 common shares	994,975	3,283,500	5.9%
Legacy Platinum Corp.	(ii,iii)	3,015,000 common shares	2,166,174	1,507,500	2.7%
Raven Minerals Corp.*	(ii)	1,600,000 common shares 800,000 w warrants	400,000	720,000	1.3%
Scandinavian Metals Inc.	(ii,iii)	22,762,765 common shares	2,038,139	569,069	1.0%
Temujin Mining Corp.**	(ii,iii)	33,695,289 common shares 9,090,909 penalty shares B	12,731,765	2,351,931	4.2%
Total of 6 other investments	(iv)		865,400	1,110,635	2.0%
Total private investments			\$ 22,696,453	\$ 12,902,827	23.3%

* Warrants' expiry date extended to 12 months after Raven is publicly listed

** Penalty shares B will convert to common shares if future IPO or RTO issuance price is below the subscription price of \$0.55 per share

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Agua Resources Ltd.*		3,438,659 common shares 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	\$ 2,267,976	\$ 922,875	1.7%
Alderon Iron Ore Corp.	(iii)	446,100 common shares	466,100	1,328,385	2.4%
Alder Resources Ltd.	(iii)	2,500,000 common shares 1,250,000 w warrants expire Feb 1, 2014	250,000	499,875	0.9%
Allana Potash Corp.		3,375,000 common shares	1,190,671	1,721,250	3.1%
Belo Sun Mining Corp.	(iii)	4,053,667 common shares	2,313,796	4,540,107	8.2%
Black Iron Inc.	(iii)	6,000,000 common shares	3,504,812	2,700,000	4.9%
Cap-Ex Ventures Limited		1,175,000 common shares 1,175,000 w warrants expire Jan 13, 2014	998,750	1,290,503	2.3%
Castillian Resources Corp.	(iii)	18,374,000 common shares 2,273,000 w warrants expire June 21, 2013	2,969,075	837,968	1.5%

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Dacha Strategic Metals Inc.	(iii)	315,951 common shares	177,524	134,279	0.2%
Desert Eagle Resources Ltd.***		938,889 common shares	845,000	140,927	0.3%
		938,889 warrants expire Sep 15, 2013			
East Asia Minerals Corporation	(iii)	4,000,000 common shares	1,990,180	1,467,320	2.6%
		3,600,000 w arrants expire Dec 15, 2013			
Eurocontrol Technics Group Inc.	(iii)	1,333,333 w arrants expire Sep 27, 2012	75,546	2,400	0.0%
Forbes & Manhattan (Coal) Corp.	(iii)	2,415,907 common shares	3,458,263	3,963,706	7.2%
		550,000 performance shares			
Kincora Copper Limited		6,739,058 common shares	1,684,765	1,415,202	2.6%
Longford Energy Inc.	(iii)	1,250,000 w arrants expire Jun 8, 2013	55,250	15,750	0.0%
Pitchblack Resources Ltd.**	(ii)	2,180,303 common shares	410,988	352,818	0.6%
		3,030,303 w arrants expire Oct 29, 2012			
Rodinia Lithium Inc.	(iii)	3,978,333 common shares	1,831,925	838,533	1.5%
		416,667 w arrants expire Sep 10, 2012			
Sagres Energy Inc.	(iii)	21,428,500 common shares	1,697,242	766,188	1.4%
		16,666,667 w arrants expire Sep 9, 2013			
Silver Bear Resources Inc.	(iii)	1,674,230 common shares	1,339,384	937,569	1.7%
Sulliden Gold Corporation Ltd.	(iii)	15,904,572 common shares	12,109,150	17,017,892	30.7%
Vast Exploration Inc.	(iii)	9,437,000 common shares	760,406	377,480	0.7%
Total of 9 other investments	(iv)		1,954,258	1,216,415	2.2%
Total public investments			\$ 42,351,061	\$ 42,487,442	76.7%
Total investments			\$ 65,047,514	\$ 55,390,269	100.0%
Reconciliation:					
		Investments held as financial assets	\$ 65,179,514	\$ 55,501,269	
		Investments held as financial liabilities	\$ (132,000)	\$ (111,000)	
			\$ 65,047,514	\$ 55,390,269	

* Formerly New port Mining Ltd.,

**Formerly Cash Minerals Ltd.

*** Formerly Garrison International Ltd.

Note

- (i) The Company has issued a Section 102 report under the Ontario Securities Act for this investment.
- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at April 30, 2012.
- (iii) A director and/or officer of the Company is a director and/or officer of the investee corporation.
- (iv) Total other investments held by the Company, which are not individually listed as at April 30, 2012. Directors and officers may hold investments personally.

At January 31, 2012, the Company's investment portfolio consisted of 12 privately-held investments and 31 publicly-traded investments for a total fair value of \$72,327,350.

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Auger Resources Ltd.	(iii)	2,000,000 common shares	\$ 1,000,000	\$ 100,000	0.1%
Brazil Potash Corp.	(iii)	1,650,062 common shares	2,500,000	3,309,364	4.6%
Irati Energy Corp.		1,641,750 common shares	994,975	3,283,500	4.5%
Legacy Platinum Corp.	(ii,iii)	3,015,000 common shares	2,166,174	1,507,500	2.1%
Raven Minerals Corp.*	(ii)	1,600,000 common shares	400,000	720,000	1.0%
		800,000 warrants			
Scandinavian Metals Inc.	(ii,iii)	22,762,765 common shares	2,038,139	569,069	0.8%
Temujin Mining Corp.**	(ii,iii)	33,695,289 common shares	14,416,529	6,739,058	9.3%
		9,090,909 penalty shares B			
Total of 5 other investments	(iv)		215,365	96,886	0.1%
Total private investments			\$ 23,731,182	\$ 16,325,377	22.6%

* Warrants' expiry date extended to 12 months after Raven is publicly listed

** Penalty shares B will convert to common shares if future IPO or RTO issuance price is below the subscription price of \$0.55 per share

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Agua Resources Ltd.*		3,438,659 common shares	\$ 2,267,976	\$ 1,773,478	2.5%
		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.	(iii)	446,100 common shares	466,100	1,500,842	2.1%
Alder Resources Ltd.	(iii)	2,500,000 common shares	250,000	712,750	1.0%
		1,250,000 w warrants expire Feb 1, 2014			
Alexis Mineral Corp.		2,500,000 common shares	250,000	112,500	0.2%
Allana Potash Corp.		3,375,000 common shares	1,190,671	2,666,250	3.7%
Bell Copper Corp.	(iii)	1,150,000 common shares	230,000	93,150	0.1%
		1,150,000 w warrants expire Nov 25, 2012			
Belo Sun Mining Corp.**	(iii)	1,053,667 common shares	813,796	3,081,844	4.3%
		3,000,000 w warrants expire March 3, 2012			
Black Iron Inc.	(iii)	6,000,000 common shares	3,504,812	3,900,000	5.4%
Cap-Ex Ventures Limited		1,175,000 common shares			
		1,175,000 w warrants expire Jan 13, 2014	998,750	1,684,833	2.3%
Castillian Resources Corp.	(iii)	18,374,000 common shares	2,969,075	1,426,692	2.0%
		2,273,000 w warrants expire June 21, 2013			
Dacha Strategic Metals Inc.	(iii)	392,951 common shares	220,789	204,335	0.3%
Desert Eagle Resources Ltd.****		938,889 common shares	845,000	301,383	0.4%
		938,889 w warrants expire Sep 15, 2013			
East Asia Minerals Corporation	(iii)	3,800,000 common shares	1,890,180	2,993,840	4.1%
		3,600,000 w warrants expire Dec 15, 2013			
Eurocontrol Technics Group Inc.	(iii)	1,333,333 w warrants expire Sep 17, 2012	75,546	26,000	0.0%
Forbes & Manhattan (Coal) Corp.	(iii)	2,406,797 common shares	3,443,875	4,413,259	6.1%
		550,000 performance shares			
Largo Resources Ltd.	(iii)	2,063,333 common shares	285,413	598,367	0.8%
Longford Energy Inc.	(iii)	1,250,000 w warrants expire Jun 8, 2013	55,250	48,250	0.1%
Pitchblack Resources Ltd.***	(ii)	2,180,303 common shares	410,988	342,220	0.5%
		3,030,303 w warrants expire Oct 29, 2012			
Rodinia Lithium Inc.	(iii)	3,978,333 common shares	1,831,925	843,992	1.2%
		416,667 w warrants expire Sep 10, 2012			
Silver Bear Resources Inc.	(iii)	1,674,230 common shares	1,339,384	987,796	1.4%
Stetson Oil & Gas Ltd.		9,724,000 preferred shares	-	97,240	0.1%
Sulliden Gold Corporation Ltd.	(iii)	15,904,572 common shares	12,109,150	25,288,269	35.0%
United Silver Corp.		1,215,050 common shares	644,860	614,679	0.8%
		1,372,550 common shares expire Aug 2, 2014			
Vast Exploration Inc.	(iii)	10,000,000 common shares	805,770	550,000	0.8%
Total of 7 other investments	(iv)		2,508,992	1,740,004	2.3%
Total public investments			\$ 39,408,302	\$ 56,001,973	77.4%
Total investments			\$ 63,139,484	\$ 72,327,350	100.0%

* Formerly New port Mining Ltd.,

** Formerly Verena Minerals Corp., 3,000,000 w warrants exercised subsequent to January 31, 2012

*** Formerly Cash Minerals Ltd.

**** Formerly Garrison International Ltd.

Note

- (i) The Company has issued a Section 102 report under the Ontario Securities Act for this investment;
- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2012.
- (iii) A director and/or officer of the Company is a director and/or officer of the investee corporation.
- (iv) Total other investments held by the Company, which are not individually listed as at January 31, 2012. Directors and officers may hold investments personally.

During the three months ended April 30, 2012, the Company invested approximately \$3.9 million in portfolio acquisitions and disposed of investments receiving proceeds of \$1.7 million for a realized loss of \$0.3 million. During the three months ended April 30, 2012, the Company made new investments in East Asia Minerals Corporation (gold, copper and uranium), Belo Sun Mining Corp (gold), Sagres (energy), and Mason Graphite (private graphite). The Company reduced its holdings in the following companies: Alexis Minerals Corp (gold), Bell Copper Inc. (copper), Copper One Inc. (copper), Dacha Strategic Metals Inc. (rare earths), Largo Resources Inc. (Vanadium-PGM), Magdalena Coal (private; coal), United Silver Corp. (silver) and Masusani Yellowcake Inc. (uranium).

During the three month ended April 30, 2012, the fair market value of the Company's investment portfolio had a cumulated unrealized loss of \$9,657,245. The Company's had unrealized losses of approximately \$7.7 million from its gold and silver holdings, and \$1.5 million from its based metals holdings.

LOANS

As a normal course of business, Aberdeen may provide loans to junior resource companies both to support existing investments and to seed new investments. Loans are considered by management to be part of the investment portfolio and are provided in addition to, or as an alternative to equity financing, in order to enhance overall returns and reduce investment risk (e.g. secured loans).

Aberdeen's loan portfolio as at April 30, 2012 and January 31, 2012:

	Nature of debt	April 30, 2012	January 31, 2012
Desert Eagle Resources Ltd.*	Unsecured	\$ 918,702	635,170
Legacy Platinum Corp.	Convertible	1,250,142	862,808
Pitchblack Resources Ltd.	Unsecured	104,027	100,000
Scandinavian Metals Inc.	Convertible	1,329,000	859,000
Temujin Mining Corp.	Convertible	381,441	-
		\$ 3,983,312	\$ 2,456,978

* Formerly Garrison International Ltd.

Desert Eagle Resources Ltd. (formerly Garrison International Ltd.)

On February 22, 2010, the Company entered into a secured debenture subscription agreement with Garrison International Ltd. ("Garrison"). The Company loaned Garrison \$600,000, which were mature and become due and repayable on February 22, 2013. The debenture bears interest at a rate of 10% calculated and payable semi-annually on the last day of June and December, commencing June 30, 2010 and continuing until the debenture is repaid in full. This debenture is secured against all of the assets of Garrison and ranks senior in priority to any and all other debts of Garrison subsequently incurred subject to applicable laws. On December 31, 2010, Garrison did not make its semi-annual interest payment. The Company notified Garrison of default in writing. As a result of failing to receive a rectification of default from Garrison, the Company made a provision on the full principal amount of \$600,000 and interest of \$27,509.

During the year ended January 31, 2012, the Company provided a working capital facility to Desert Eagle Resources Ltd. ("Desert Eagle") interest free, unsecured and due on demand. The Company continued to advance funds to Desert Eagle. On September 16, 2011, the Company participated in Desert Eagle's equity financing and acquired 16,900,000 units (now 938,889 units because of 18:1 consolidation) of Desert Eagle at \$0.05 per unit. A sum of \$845,000 owed by Desert Eagle was applied against the subscription of the units. On January 31, 2012, the Company entered into a bridge loan agreement with Desert Eagle for the remaining balance of the working capital loan in the amount of \$670,791 consisting of \$635,171 in principal and \$35,620 in accrued and unpaid interest. The principal of the loan will mature, and becomes due and payable on December 31, 2012. Interest is calculated and payable semi-annually at the rate of 10% per annum.

During the three months ended April 30, 2012, the Company loaned an additional \$283,532 to Desert Eagle. As of April 30, 2012, the loan principal and accrued interest, net of provision, totaling \$975,057 remained outstanding.

Legacy Platinum Corp.

On June 10, 2011, the Company entered into a convertible loan agreement with Legacy Platinum Corp. ("Legacy"). The Company loaned Legacy \$320,000, which was due and payable on June 10, 2012. The loan is unsecured and included an interest of 10% per annum calculated and payable semi-annually in kind by an increase to the principal amount owing. Legacy has an option to either repay the loan plus accrued interest any time prior to the maturity date in cash, or issue shares of Legacy that equals the total value of the principals plus accrued interest based on the share value of its most recent equity financing.

On June 21, 2011, the Company entered into a second loan agreement with Legacy for an additional loan of US\$500,000, which is due and payable on June 21, 2012. This loan is unsecured and carries the same term and condition as the first loan.

On April 16, 2012, the Company loaned an additional US\$400,000 to Legacy, which is due and payable on April 16, 2013. This loan is unsecured and carries the same terms and conditions as the First Loan. As of April 30, 2012, the loan principal and accrued interest totaling \$1,282,923 remained outstanding. Legacy is currently in negotiations with the Company for extending the term of the first and second loan.

An officer of Aberdeen, Richard Bishop, also serves as a director of Legacy.

Pitchblack Resources Ltd. (formerly Cash Minerals Ltd.)

On February 2, 2010, the Company entered into a secured debenture subscription agreement with Pitchblack Resources Ltd. ("Pitchblack"). The Company loaned Pitchblack \$500,000, which will mature and becomes due and repayable on February 2, 2013. The debenture bears interest at a rate of 10% calculated and payable semi-annually on the last day of June and December, commencing June 30, 2010, and continuing until the debenture is repaid in full. This debenture was secured against all of the assets of Pitchblack and ranked senior in priority to any and all other debts of Pitchblack subsequently incurred subject to applicable laws. On January 31, 2011, the Company acquired 3,030,303 units of Pitchblack through a private placement financing at a price of \$0.165 per unit. The \$500,000 loan outstanding was applied against the settlement of the Pitchblack units. Accrued interest totaling \$36,986 was subsequently paid to the Company.

On October 7, 2011, Pitchblack issued a promissory note to the Company for a loan of \$100,000. The note bears interest at a rate of 10% per annum, compounded annually. The outstanding principal amount and interest accrued are due and payable on demand anytime after March 1, 2012. Currently, Pitchblack is negotiating with the Company to extend the loan to June 30, 2012.

On March 1, 2012, the Company extended the term of the loan to June 30, 2012 and capitalized \$4,027 of unpaid accrued interest to the principal. As of April 30, 2012, the loan principal plus accrued interest totaling \$105,737 remained outstanding.

Scandinavian Metals Inc.

The Company entered into a loan agreement with Scandinavian Metals Inc. ("SMI") whereby loans will be provided to SMI from time to time at the sole discretion of the Company. The principal of the loan will mature, and becomes due and payable on December 31, 2012. The loan is unsecured and earns 10% interest per annum calculated and payable semi-annually. SMI has an option to either repay the loan plus accrued interest any time prior to the maturity date in cash, or issue shares of SMI that equal the total value of the principal plus accrued interest to the Company at a price per common share agreeable between both parties at the time of conversion.

During the year ended January 31, 2012, the principal amount of \$1,038,138 loaned during fiscal 2011 and 2012 was converted into 20,762,765 shares of SMI at \$0.05 per share.

During the three months ended April 30, 2012, the Company loaned an additional \$470,000 to SMI. As of April 30, 2012, loan principal and accrued interest totaling \$1,421,782 remained outstanding. A director of Aberdeen, Stan Bharti, also serves as a director of SMI.

Temujin Mining Corp.

On January 14, 2010, the Company entered into a loan agreement with Temujin Mining Corp. ("Temujin"), a privately held company. The Company loaned Temujin US\$6,000,000 (\$6,009,000), payable on or before January 14, 2011, with 10% interest per annum calculated monthly and payable on maturity. The debenture was secured against all of the assets of Temujin and shall rank *pari-passu* in priority and preference to any other indebtedness or other encumbrance of Temujin. As consideration for arranging the loan, Temujin agreed to pay the Company advisory service fees of US\$360,000 (\$360,540), payable on demand, and issued 600,000 warrants to purchase common shares of Temujin at an exercise price of \$0.55 per share until January 14, 2012. On February 11, 2010, US\$3,000,000 (\$3,189,000) of the loan was repaid.

On October 1, 2010, the Company entered into a secured debenture agreement with Temujin, whereby the term of the previous loan was extended to July 14, 2011 with a conversion right granted to the Company to convert the loan into common shares of Temujin at a conversion price of US\$0.50 per share at anytime on or before the maturity date. The debenture was secured against all of the assets of Temujin and ranks *pari-passu* in priority and preference to any other indebtedness or other encumbrance of Temujin. Furthermore, the advisory service fees along with accrued interest totalling US\$624,523 (\$625,460) were discounted to the loan and recognized as income over the term of the agreement. This brings the total outstanding principal to US\$3,624,523 (\$3,612,562). Temujin did not repay the loan on maturity, and an amendment to the secured debenture was made to further extend the maturity date to January 31, 2012.

During the year ended January 31, 2012, the Company also loaned US\$2,438,622 (\$2,441,793) and \$579,937 to Temujin pursuant to a loan agreement dated January 27, 2012. The principal of the loan was mature, and become due and payable on December 31, 2012. The loan was unsecured and earned interest of 10% per annum calculated and payable semi-annually. Temujin has an option to either repay the loan plus accrued interest any time prior to the maturity date in cash, or issue shares of Temujin that equal the total value of the principal plus accrued interest to the Company at a price per common share agreeable between both parties at the time of conversion.

On January 27, 2012, the Company exercised the conversion right and converted the principal plus accrued interests of the secured convertible debenture in the amount of US\$4,105,145 (\$4,110,482) into 10,276,205 shares of Temujin at \$0.40 per share. The Company also converted the principal plus accrued interest of the unsecured loan in the sum of US\$2,529,511 (\$2,532,800) and \$616,397 into 7,872,993 shares of Temujin at \$0.40 per share. Upon conversion, and as of January 31, 2012, no debt was outstanding from Temujin, and the Company owned a total of 33,695,289 shares of Temujin.

During the three months ended April 30, 2012, the Company loaned an additional \$381,441 to Temujin. As of April 30, 2012, loan principal and accrued interest totaling \$385,210 remained outstanding. A director and an officer of Aberdeen, Stan Bharti and David Stein, respectively, serve as directors of Temujin.

ROYALTY INTERESTS ON MINERAL PROPERTIES

Simmers' Buffels Mine (acquired by Village Main Reef)

Simmers produced approximately 10,000 ounces of gold from its South African Buffels mine during the first quarter of 2012 calendar year, compared with approximately 17,000 ounces of gold in the previous calendar quarter. Production from the Simmers' Buffels mine provided the Company with gold

royalty revenue of \$174,019 for the three months ended April 30, 2012. During the three months ended April 30, 2011, royalty revenue from the Buffels mine was \$227,910. Production from the Buffels mine was subject to the 1% NSR since January 2009.

First Uranium Mine Waste Solutions Tailings Recovery Operation

In December 2007, Aberdeen began receiving additional gold royalty from the Mine Waste Solutions Tailings Recovery Operation ("MWS Tailings Dumps") owned by First Uranium. The MWS Tailings Dumps provide a gold and uranium resource of previously treated material. The MWS Tailings Dumps are 100%-owned and operated by First Uranium and are being mined using high-pressure water cannons to produce a slurry, that is pumped to the processing plants and separated into gold and uranium using a leaching process. First Uranium purchased a 600,000 tonne per month gold recovery plant adjacent to the MWS Tailings Dumps to help facilitate the acceleration of gold production.

First Uranium produced approximately 25,000 ounces of gold from treating the MWS Tailings Dumps in the first quarter of 2012 calendar year, compared with approximately 21,000 ounces in the previous calendar quarter. Production from the MWS Tailings Dumps was subject to the 1% NSR. As a result, the Company recorded royalty revenue of \$385,484 from the MWS Tailings Dumps for the three months ended April 30, 2012 versus \$291,192 for fiscal 2011.

Sale of Royalty Interests

On May 31, 2012, the Company closed its previously announced sale of its 1% net smelter return royalty on gold produced from certain mineral concessions comprising Village Main Reef Limited's Buffelsfontein Mine and First Uranium Corporation's Mine Waste Solutions tailings recovery project located in South Africa (the "Royalty") to Premier Royalty Corporation ("Premier Royalty"), an Ontario company, wholly-owned by Premier Gold Mines Limited (TSX:PG) ("Premier").

Pursuant to the terms of the royalty purchase agreement entered into among the Company, Premier Royalty and Premier on April 24, 2012, Premier has made to Aberdeen a cash payment in the amount of \$11,500,000 and issued a convertible debenture payable to Aberdeen in the amount of \$9,400,000. The unpaid amounts owing under the convertible debenture shall accrue interest at a rate of 8% per annum and upon Premier Royalty completing a public offering, or any other comparable going public transaction, the convertible debenture shall automatically convert into that number of common shares of Premier Royalty equal to the principal amount and accrued interest divided by the amount equal to the offering price or deemed price in connection with the going public transaction less a 10% discount.

In the event that a going public transaction is not completed on or before May 31, 2013 the principal amount and accrued interest under the convertible debenture shall be repaid by Premier Royalty in cash to Aberdeen in full, or if Premier Royalty elects, and subject to the approval of Premier, Premier Gold shall satisfy the convertible debenture on Premier Royalty's behalf by issuing that number of common shares of Premier Gold equal to the principal amount and accrued interest divided by the volume weighted average price of the common shares of Premier for the five trading days immediately prior to May 31, 2013.

Further, in the event Premier Royalty completes a going public transaction, Premier Royalty shall issue to Aberdeen that number of warrants of Premier Royalty equal to 0.5 multiplied by the number of common shares of Premier Royalty issued under the convertible debenture. Each warrant shall entitle Aberdeen to acquire one common share of Premier Royalty at a price representing a 25% premium to the price per Premier Royalty common share issued in connection with a going public transaction for a period of two years from the closing date of the going public transaction.

The Company wrote-down the carrying value of the royalty interests by \$5.4 million at January 31, 2012 in anticipation of the sale of its royalty interests. At April 30, 2012, the royalty interests have been presented as held for sale under current assets following the signing of the agreement with Premier Royalty on April 24, 2012. Upon the close of the sale of the royalty interests on May 31, 2012, the Company's royalty division, which functional currency is the USD, ceased to exist. The Company

recognized the accumulated currency translation loss of the disposed royalty interests in the statement of comprehensive (loss), as part of the gain or loss on the sale.

RESULTS OF OPERATIONS

The net loss for the quarter ended April 30, 2012 was \$15,880,151 compared to \$3,884,776 for the quarter ended April 30, 2011. This was a result of realized loss and a larger unrealized loss on investments for the quarter ended April 30, 2012 compared to 2011

The realized loss on investments of \$335,653 and unrealized loss of \$18,845,112 during the three months ended April 30, 2012 reflecting an extraordinary weak market experienced in the investment portfolio and the equity markets in the resource sector.

During the year three months ended April 30, 2012, the gold price averaged US\$1,689 per ounce and production from Simmers and First Uranium was approximately 33,200 ounces of gold, resulting in royalty revenue of \$559,503. The average US/Cdn dollar exchange rate during the quarter was approximately 0.9969. During the first quarter ended April 30, 2011, the gold price averaged US\$1,424 per ounce. Based on approximately 37,600 ounces produced and an average US/Cdn dollar exchange rate of approximately 0.9861, the Company recorded royalty revenue of \$519,103. The Company wrote down the carrying value of its royalty interests on mineral properties by \$3,904,772 in the first quarter of fiscal 2011 and \$5,428,640 in the fourth quarter of fiscal 2012, no further writedown in the first quarter of 2013.

During the first quarter ended April 30, 2012, the Company recorded interest revenue of \$83,374 compared with \$175,497 for the first quarter ended April 30, 2011. Interest was earned on the Company's loans outstanding. Loans receivable at April 30, 2012 totaled \$3,983,312.

During the first quarter ended April 30, 2012, the Company recorded revenue for advisory service fees of \$45,000 compared with \$Nil for the first quarter ended April 30, 2011 for debt financing / restructuring and equity financing services provided to pre-IPO or early stage public companies.

General and administrative expense for the first quarter ended April 30, 2012 was \$2,932,868 compared to \$1,250,717 for the first quarter ended April 30, 2011. For the quarter ended April 30, 2012, other major expenses of the Company that comprise general and administrative expenses include share-based compensation \$11,166 (2011 - \$449,343) as the Company granted Nil (2011 - 845,000) options to directors, officers, employees and consultants of the Company; consulting, salaries, wages, administrative expense and bonuses of \$2,508,225 (2011 - \$345,446); legal, accounting and professional fees \$57,062 (2011 - \$40,814); filing and transfer agent fees of \$34,862 (2011 - \$33,224); shareholder communications and promotions \$40,284 (2011 - \$63,165), travel costs \$70,230 (2011 - \$67,858); office expenses of \$36,516 (2011 - \$54,804); and unrecoverable GST/HST \$149,523 (2011 - \$196,063). The Company made a provision on the loan and interest receivable of \$Nil (2011 - \$1,258,688 from China Railway Mining Corp).

The accounting treatment of the royalty changed following the vote to deny the Company the conversion of the loan into shares. Aberdeen became entitled to a 1% NSR on the underlying assets of Simmers and First Uranium. Prior to the vote, the combined convertible royalty loan was carried at the estimated fair market value. Following the vote, the royalty interests are accounted for as tangible assets separate from the loan. The carrying value of royalty interests are depleted using the units-of-production method over the life of the property to which the royalty interest relates. During the quarter ended April 30, 2012, the Company recorded depletion expense on its royalty interest of \$151,700 compared to \$161,096 in the quarter ended April 30, 2011.

The Company recorded a foreign exchange loss of \$41,874 during the quarter ended April 30, 2012 compared with a foreign exchange loss of \$935,537 in 2011. The loss was largely the result of a weakening US dollar vis-à-vis the Canadian dollar over the year. As at January 31, 2012, the US/Cdn dollar exchange rate was 0.9879, compared with 0.9464, at April 30, 2011.

During the quarter ended April 30, 2012, the Company recorded a current income tax benefit of \$613,713 and a deferred tax benefit of \$5,132,000. The current income tax benefit was the result of loss realized from disposal of investments, general and administrative expenses, partially offset by royalty and interest income. The deferred income tax benefit resulted from the unrealized losses on the portfolio investments.

The functional currency of the Company's royalty division is the US dollar. As a result, all gains and losses on translation are included in equity as a separate component of other comprehensive income or loss. During the quarter ended April 30, 2012, a translation adjustment loss of \$327,405 (net of taxes - \$215,406), (2011 - \$1,546,026 (net of taxes - \$1,160,025)) was recorded as part of other comprehensive income.

CASH FLOWS

Cash used in operating activities during the quarter ended April 30, 2012 was \$1,346,770 compared with \$3,701,320 during the quarter ended April 30, 2011. The difference between the operating cash flow and the net income for the quarter ended April 30, 2012 largely reflects the unrealized nature of many of the losses recorded on the investments. Operating cash flow was largely generated by royalty and interest income, offset by general and administrative expenses and net changes in non-cash working capital.

Cash used in financing activities during the quarter ended April 30, 2012 was \$819,522 compared to \$1,448,319 during the quarter ended April 30, 2011. The Company purchased and cancelled 101,900 shares at an average price of \$0.57 per share during the quarter ended April 30, 2012 under NCIB, which was offset by cash of \$108,000 generated through the exercise of share purchase options. The Company also paid dividends of \$869,287 during the current year.

Cash used in investing activities during the quarter ended April 30, 2012 was \$3,171,554 compared to \$1,473,101 in the prior year quarter. During the quarter ended April 30, 2012, \$3,925,272 was used in the purchase of portfolio investments, while proceeds on the disposal of portfolio investments were \$1,694,458, short-term loans provided of \$1,539,540 and short-term loans repaid of \$998,800 from Simmers settlement, and \$400,000 advanced for investment. In the prior year quarter ended, \$7,151,951 was used to purchase portfolio investments, while proceeds on the disposal of portfolio investments were \$6,089,132, short-term loans totaling \$318,154 were provided, \$Nil was repaid and \$92,128 was advanced.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2012, the Company had working capital of \$81,789,574. The Company used cash of \$1,346,770 from its operating activities during the quarter ended April 30, 2012. The working capital consisted largely of the estimated fair value of its portfolio investments of \$55,390,269, loans receivable of \$3,983,312, amounts receivables of \$762,061, cash of \$2,034,272, and royalty interests on mineral properties of \$21,622,707. This was partially offset by current liabilities of \$2,568,791. The Company also maintains up to \$10 million margin loan facility with its prime broker to help managing its short-term cash flow needs.

SELECTED ANNUAL INFORMATION

The following are highlights of audited financial data of the Company for the most recently completed three financial years ended January 31:

	IFRS	IFRS	Canadian GAAP
	2012	2011	2010
Investment (losses) gains and revenues	\$(36,883,707)	\$64,224,744	\$37,036,888
Net (loss) income for the year	\$(37,813,636)	\$34,840,202	\$21,614,993
Basic (loss) income per share	\$(0.44)	\$0.40	\$0.24
Diluted (loss) income per share	\$(0.44)	\$0.37	\$0.23
Total assets	\$106,197,743	\$168,294,702	\$118,282,306
Total liabilities	\$10,116,570	\$31,980,093	\$15,114,633
Total non-current liabilities	\$7,874,000	\$22,701,000	\$12,984,000
Working capital	\$81,829,779	\$130,794,315	\$76,583,745
Total dividends declared and distributed	\$1,742,297	\$-	\$-

QUARTERLY INFORMATION

The following is a summary of unaudited financial data for the most recently completed eight quarters:

(Tabular amounts in \$000, except for per share amounts)

Summary Financial Information for the Eight Quarters Ended April 30, 2012					
Period	Investment (losses) gains & revenues	Total assets	Net (loss) income	Basic and diluted (loss) income per share	Long-term liabilities
<u>2013</u>					
1 st Qtr – IFRS	(18,493)	84,376	(15,880)	(0.18)	2,630
<u>2012</u>					
4 th Qtr – IFRS	(16,190)	106,198	(17,572)	(0.20)	7,874
3 rd Qtr – IFRS	(8,483)	130,849	(8,716)	(0.10)	12,955
2 nd Qtr – IFRS	(9,155)	142,939	(7,640)	(0.09)	15,056
1 st Qtr – IFRS	(3,056)	156,268	(3,885)	(0.05)	19,052
<u>2011</u>					
4 th Qtr – IFRS	36,645	168,295	21,513	0.24	22,701
3 rd Qtr – IFRS	25,524	133,773	17,756	0.20	15,242
2 nd Qtr – IFRS	(8,997)	107,314	(6,387)	(0.07)	8,795

During the eight quarters listed above, the Company generated royalty and interest revenue from its Simmers and First Uranium royalty and Simmers loan which is tied to the price of gold, as previously discussed. The Company began making investments in pre-IPO and early stage public resource companies in the third quarter of 2008. These investments are fair valued with an unrealized gain or loss going through the statements of operations and comprehensive income. For the past four financial quarters in fiscal 2012, the Company realized gains and recorded unrealized loss on its investment portfolio. In the first quarter of 2013, the Company recorded realized and unrealized loss on its investment portfolio.

OUTLOOK

During our first fiscal quarter, the Company experienced extraordinarily weak markets for the resource sector, which the Company could realistically compare to late 2008 in terms of the volatility and negative performance for many of our holdings. During these periods, Aberdeen maintains true to its long-term strategy with its largest holdings focused on companies holding advanced-staged world-class resource assets in commodities such as gold, potash and iron ore continues. Where ever possible we continue to pursue opportunistic long-term investments.

SALE OF ROYALTY TO PREMIER ROYALTY

The Company entered into an agreement dated April 25, 2012 with Premier Royalty Corporation ("Premier Royalty"), a wholly-owned subsidiary of Premier Gold Corporation, to sell its 1% net-smelter-return royalty on gold produced from certain mineral concessions comprising Village Main Reef Ltd.'s Buffelsfontein mine and First Uranium Corp.'s Mine Waste Solutions tailings recovery project located in South Africa (the "Agreement"). Pursuant to the terms of the Agreement, Premier Royalty has agreed to pay Aberdeen an aggregate purchase price of \$20.9 million, consisting of a cash payment of \$11.5 million and the issuance by Premier Royalty of a convertible debenture payable to Aberdeen in the amount of \$9.4 million (see press dated April 25, 2012). The transaction was closed and \$11.5 million cash was received on May 31, 2012.

NORMAL COURSE ISSUER BID ("NCIB")

On February 23, 2012, the Company announced its intention to make a NCIB, to buy back its common shares through the facilities of the Exchange. 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 on the date that the Exchange approves the NCIB. Based on the 74,742,306 common shares in the public float as at February 22, 2012, the maximum number of shares was 7,474,230. The number of shares in the Company's public float is less than the 86,100,339 issued and outstanding Aberdeen common shares as of February 22, 2012, because the public float number does not include common shares held by Aberdeen insiders. Daily purchases were limited to 30,714 common shares other than block purchase exceptions. Purchases under the NCIB are permitted to commence on February 27, 2012 and will terminate on February 6, 2013 or the date upon which the maximum number of common shares have been purchased by Aberdeen pursuant to the NCIB. Aberdeen intends to cancel all shares acquired pursuant to the NCIB. Any purchases made pursuant to the NCIB will be made in accordance with the rules of the TSX and will be made at the market price of the common shares at the time of the acquisition. Aberdeen will make no purchases of common shares other than open market purchases that may be made during the period that the NCIB is outstanding.

During the quarter ended April 30, 2012, the Company purchased and cancelled 101,900 (2011 – 712,700) shares at an average price of \$0.57 (2011 - \$0.90) per share under the new NCIB.

COMMITMENT AND CONTINGENCIES

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately \$950,000 (2011 - \$700,000) ranging from 30 days to 12 months and additional contingent payments of approximately \$7,300,000 (2011 - \$8,700,000) upon the occurrence of a change of control. As the likelihood of a change of control is not determinable, the contingent payments have not been reflected in the financial statements.

FINANCIAL INSTRUMENTS

Fair value

IFRS require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the statements of financial position date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

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

- i. The carrying value of cash, amounts receivable and accounts payable and accrued liabilities reflected on the statements of financial position approximate fair value because of the limited terms of these instruments.
- ii. Loans, Simmer & Jack loan and investments are carried at amounts in accordance with the Company's accounting policy as set out in Note 3 of the annual audited financial statements for the year ended January 31, 2012.
- iii. Prior to maturity, the outstanding loans receivable are carried at their discounted value. Following their maturity, loans receivable are carried at their estimate realizable value.

The following table illustrates the classification of the Company's financial instruments, measured at fair value on the statements of financial position as at April 30, 2012 and January 31, 2012 categorized into levels of the fair value hierarchy:

	Level 1	Level 2	Level 3	
	<i>(Quoted market prices</i>	<i>(Valuation technique- market inputs)</i>	<i>(Valuation technique- non-observable market inputs</i>	Total
Investments, fair value				
Publicly traded investments	\$ 41,332,712	\$ -	\$ -	\$ 41,332,712
Non-trading warrants on public investments	-	1,154,730	-	1,154,730
Private investments and performance shares	-	-	12,902,827	12,902,827
Convertible debentures	-	-	2,960,583	2,960,583
April 30, 2012	\$ 41,332,712	\$ 1,154,730	\$ 15,863,410	\$ 58,350,852
Publicly traded investments	\$ 51,916,759	\$ -	\$ -	\$ 51,916,759
Non-trading warrants on public investments	-	4,085,214	-	4,085,214
Private investments and performance shares	-	-	16,325,377	16,325,377
Convertible debentures	-	-	1,721,808	1,721,808
January 31, 2012	\$ 51,916,759	\$ 4,085,214	\$ 18,047,185	\$ 74,049,158

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 for the quarter ended April 30, 2012 and the year ended January 31, 2012. 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 operations and comprehensive income.

Investments, fair value	April 30, 2012	January 31, 2012
Balance, beginning of period	\$ 18,047,185	\$ 24,903,640
Net purchases	750,035	5,771,063
Disposal	(100,000)	(222,198)
Unrealized and realized loss, net	(2,387,820)	(11,123,935)
Transfer of investment from private to public, net	(1,684,765)	(3,003,193)
Convertible debenture additions	1,238,775	1,721,808
Balance, end of period	\$ 15,863,410	\$ 18,047,185

TRANSACTIONS WITH RELATED PARTIES

The Company's officers and directors 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 the investments and the nature of the relationship of the Company's officers or directors with the investment:

Investment	Nature of relationship	Estimated Fair value
Alderon Iron Ore Corp.	Director (Stan Bharti) and shareholders	\$ 1,328,385
Alder Resources Ltd.	Director (Pierre Pettigrew), officer (Ryan Ptolemy) and shareholders	499,875
Auger Resources Ltd.*	Director (Stan Bharti) and shareholders	100,000
Belo Sun Mining Corp.**	Director (Stan Bharti), officers (Michael Hoffman, Ryan Ptolemy), and shareholders	4,540,107
Black Iron Inc.	Director (Pierre Pettigrew), officer (Stan Bharti) and shareholders	2,700,000
Brazil Potash Corp.*	Director (Stan Bharti), officer (Ryan Ptolemy) and shareholders	3,260,192
Castillian Resources Corp.	Director (Michael Hoffman) and shareholders	837,968
Dacha Strategic Metals Inc.	Directors (Stan Bharti, George Faught, Jean-Guy Lambert), officer (Ryan Ptolemy) and shareholders	134,279
East Asia Minerals Ltd.	Director (David Stein) and shareholders	1,467,320
Eurocontrol Technics Group Inc.	Directors (Stan Bharti, Pierre Pettigrew) and shareholders	2,400
Forbes & Manhattan (Coal) Corp.	Directors (Stan Bharti, David Stein) and shareholders	3,963,706
Legacy Platinum Inc.*	Officer (Richard Bishop) and shareholders	1,507,500
Longford Energy Inc.	Directors (Stan Bharti, Pierre Pettigrew) and shareholders	15,750
Rodinia Lithium Inc.	Director (David Stein), officer (Ryan Ptolemy) and shareholders	838,533
Scandinavian Metals Inc.*	Director (Stan Bharti) and shareholders	569,069
Silver Bear Resources Inc.	Director (Stan Bharti) and shareholders	937,569
Sulliden Gold Corporation Ltd.	Directors (Stan Bharti, George Faught) and shareholders	17,017,892
Temujin Mining Corp.*	Directors (Stan Bharti, David Stein) and shareholders	2,351,931
Vast Exploration Inc.	Director (Stan Bharti) and shareholders	377,480
Total of 24 other investments	Shareholders/w arrant holders	12,940,313
Total Investments		\$ 55,390,269

* Private company

** Formerly Verena Minerals Corp.

In addition to the investments listed above, the Company also provided loans to companies which directors and officers are also directors and officers of Aberdeen. Directors and officers of Aberdeen may also hold investments in these companies. Below are transactions and balance outstanding at the end of each reporting period:

	Loans provided to related parties		Loans receivable from	
	During the three months ended		related parties as at	
	April 30, 2012	April 30, 2011	April 30, 2012	January 31, 2012
Legacy Platinum Corp.*	\$ 387,334	\$ -	\$ 1,250,142	\$ 862,808
Scandinavian Metals Inc.	\$ 470,000	\$ -	\$ 1,329,000	\$ 859,000
Temujin Mining Corp.*	\$ 381,441	\$ -	\$ 381,441	\$ -

* loan receivable included capitalized interest

The Company earned or accrued interest income and debt arrangement fees from the following companies. Below are transactions and balance outstanding at the end of each reporting period:

	Interests earned from related parties		Loans receivable from	
	During the three months ended		related parties as at	
	April 30, 2012	April 30, 2011	April 30, 2012	January 31, 2012
Castillian Resources Corp.*	\$ -	\$ 22,345	\$ -	\$ -
Legacy Platinum Corp.**	\$ 22,164	\$ -	\$ 32,781	\$ 10,705
Scandinavian Metals Inc.	\$ 27,409	\$ -	\$ 92,782	\$ 65,372
Temujin Mining Corp.*	\$ 3,769	\$ 83,642	\$ 3,769	\$ -
Trevali Mining Corp.*	\$ -	\$ 28,630	\$ -	\$ -

* interest and debt arrangement fees earned partially capitalized to loan receivable

** overdue interest was capitalized to loan receivable

In addition, the Company also earned financing advisory service fees from companies which directors and officers are also directors and officers of Aberdeen. Directors and officers of Aberdeen may also hold investments in these companies. Below are transactions and balance outstanding at the end of each reporting period:

	Advisory service fees		Advisory service fees	
	earned from related parties		due from related parties as at	
	April 30, 2012	April 30, 2011	April 30, 2012	January 31, 2012
Castillian Resources Corp.	\$ 45,000	\$ -	\$ 15,000	\$ -

During the period, the Company entered into the following transactions in the ordinary course of business with related parties.

	Sales of goods and services		Purchases of goods and services	
	During the three months ended		During the three months ended	
	April 30, 2012	April 30, 2011	April 30, 2012	April 30, 2011
Forbes & Manhattan, Inc.	\$ 17,761	\$ 31,636	\$ 75,000	\$ 22,500
Other miscellaneous	\$ 220	\$ 1,094	\$ -	\$ -

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

Mr. Stan Bharti, a director of the Company, is an officer of Forbes & Manhattan, Inc. An administration fee of \$7,500 per month was previously charged by Forbes & Manhattan, Inc. pursuant to a consulting agreement. Effective September 1, 2011, the contract with Forbes & Manhattan, Inc. was increased to \$25,000 per month.

The amounts outstanding are unsecured. No guarantees have been given or received. No expense has been recognized in the current or prior periods for bad or doubtful debts in respect of the amounts owed by related parties.

Compensation of Key Management Personnel of the Company

The remuneration of directors and other members of key management personnel during the period were as follows:

	Three months ended April 30	
	2012	2011
Short-term benefits*	\$ 1,913,236	\$ 212,000
Share-based payments	\$ 10,331	\$ 319,493

* Benefits included fees paid to Forbes & Manhattan

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.

CRITICAL ACCOUNTING ESTIMATES

The Company's accounting policies are described in Note 3 to annual financial statements for the year ended January 31, 2012. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions which affect the amounts reported in the financial statements and accompanying notes. The following is a list of the accounting policies that the Company believes are critical, due to the degree of uncertainty regarding the estimates and assumptions involved and the magnitude of the asset, liability, revenue or expense being reported.

Investments

Purchases and sales of investments are recognized on a trade date basis. Investments at fair value through profit or loss are initially recognized at fair value.

At each financial reporting period, the Company's management estimates the fair value of its investments based on the criteria below and reflects such valuations in the financial statements.

Investments which are designated, based on management's intentions, as held-for-trading using the fair value option are reported at fair value. Transaction costs are expensed as incurred in the statements of comprehensive (loss) income. The determination of fair value requires judgment and is based on market information where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such changes in valuations in the statements of comprehensive (loss) income. The Company is also required to present its investments (and other financial assets and liabilities reported at fair value) into three hierarchy levels (Level 1, 2, or 3) based on the transparency of inputs used in measuring the fair value, and to provide additional disclosure in connection therewith. The 3 levels are defined as follows:

- Level 1 – investment with quoted market price;
- Level 2 – investment which valuation technique is based on observable market inputs; and
- Level 3 – investment which valuation technique is based on non-observable market inputs.

Publicly-traded investments:

1. Securities, including shares, options, and warrants which 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 statements of financial position date or the closing price on the last day the security traded if there were no trades at the statements of financial position date. These are included in Level 1 as disclosed in Note 16.
2. Securities which are traded on a recognized securities exchange but which are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value. Shares 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 corporation, relative trading volume and price volatility and any other factors that may be relevant to the ongoing and realizable value of the investments. These are included in Level 2 in Note 16.
3. Warrants or options of publicly-traded securities which 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. These are included in Level 2 as disclosed in Note 16.
4. Performance Shares are convertible into common shares if or when the investee companies meet certain milestones. These Performance Shares are recorded at fair value when the certainty of meeting these milestones is probable. These are included in Level 3 as disclosed in Note 16.

The amounts at which the Company's publicly-traded investments could be disposed of may differ from carrying values 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. Such differences could be material.

Privately-held investments:

1. Securities in privately-held companies (other than options and warrants) are initially recorded at cost, being the fair value at the time of acquisition. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements. Options and warrants of private companies are carried at nil. These are included in Level 3 as disclosed in Note 16.
2. 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; or if there have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a positive impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable. Such events include, without limitation:
 - political changes in a country in which the investee company operates which, for example, reduce the corporate tax burden, permit mining where, or to an extent that, it was not previously allowed, or reduce or eliminate the need for permitting or approvals;
 - receipt by the investee company of environmental, mining, aboriginal or similar approvals, which allow the investee company to proceed with its project(s);
 - filing by the investee company of a National Instrument 43-101 technical report in respect of a previously non-compliant resource;
 - release by the investee company of positive exploration results, which either proves or expands their resource prospects; and

- important positive management changes by the investee company that the Company's management believes will have a very positive impact on the investee company's ability to achieve its objectives and build value for shareholders.
3. 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, or if there have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a negative impact on the investee company's prospects and therefore its fair value. The amount of the change to the fair value of the investment is based on management's judgment and any value estimated may not be realized or realizable. Such events include, without limitation:
- political changes in a country in which the investee company operates which increases the tax burden on companies, which prohibit mining where it was previously allowed, which increases the need for permitting or approvals, etc.;
 - denial of the investee company's application for environmental, mining, aboriginal or similar approvals which prohibit the investee company from proceeding with its projects;
 - the investee company releases negative exploration results;
 - changes to the management of the investee company take place which the Company believes will have a negative impact on the investee company's ability to achieve its objectives and build value for shareholders;
 - the investee company is placed into receivership or bankruptcy; and
 - based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern.

The resulting values may differ from values that would be realized had a ready market existed. The amounts at which the Company's privately-held investments could be disposed of may differ from the carrying value assigned. Such differences could be material.

Loans Receivable:

1. 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 instruments classified as loans and receivables.
2. Convertible debentures and convertible notes issued to publicly traded companies are carried at the higher of the value of the loan or the fair value of the common shares or units receivable from the conversion assuming the conversion can be done at the Company's option. The conversion feature of 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.

Financial assets other than investments at fair value

Financial assets which are managed to collect contractual cash flows made up of principal and interest are designated as at amortized cost. All other financial assets are designated as at fair value through profit or loss. All financial assets are recognized initially at fair value plus, in the case of financial assets designated at amortized cost, directly attributable transaction costs. Financial assets at amortized cost are measured at initial cost plus interest calculated using the effective interest rate method less cumulative repayments and cumulative impairment losses.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred substantially all the risks and rewards of the asset. The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. For amounts deemed to be impaired, the impairment provision is based upon the expected loss.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Financial assets are considered to be impaired if objective evidence indicates that a change in the market, economic or legal environment in which the Company invested has had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale investment is calculated by reference to its fair value.

Impairment losses are recognized in the statement of comprehensive (loss) income. For financial assets measured at amortized cost, any reversal of impairment is recognized in the statement of comprehensive (loss) income.

Revenue Recognition

Realized gains and losses on the disposal of investments and unrealized gains and losses in the value of investments are reflected in the statement of comprehensive (loss) income on a trade date basis and are calculated on an average cost basis. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed, so as to recognize the full realized gain or loss in the period of disposition. All transaction costs are expensed as incurred. Dividend income is recorded on the ex-dividend date. Interest income and other income are recorded on an accrual basis. Deferred revenue is recognized over the period for which the revenue is earned.

The Company earns royalty income as well as interest income. Such revenue is recognized based on contractual obligations and when collection is reasonably assured.

Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to the translation gain or loss on the royalty division, recognized directly in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Stock-Based Payments

Share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

Fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period in which options vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. For options that expire unexercised, the recorded value is transferred to retained earnings.

SIGNIFICANT ACCOUNTING POLICIES

Except as disclosed below, the audited financial statements are prepared using the same accounting policies and methods of application as those disclosed in Note 3 to the Company's annual audited financial statements for the year ended January 31, 2012.

Non-current assets held for sale

Non-current assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Assets as such are stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Future accounting pronouncements

IFRS 9 *Financial Instruments* ("IFRS 9") was issued in November 2009 and contains requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. On December 16, 2011, the IASB deferred the mandatory effective date of IFRS 9 TO January 1, 2015. The amendments also provides relief from restating comparative information and requires disclosures (in IFRS7) to enable users of financial statements to understand the effect of applying IFRS. The Company has not yet determined the impact of the amendments to IFRS 9 on its financial statements.

IFRS 7 *Financial instruments - Disclosures* ("IFRS 7") was amended by the IASB in October 2010 and provides guidance on identifying transfers of financial assets and continuing involvement in transferred assets for disclosure purposes. The amendments introduce new disclosure requirements for transfers of financial assets including disclosures for financial assets that are not derecognized in their entirety, and for financial assets that are derecognized in their entirety but for which continuing involvement is retained. The amendments to IFRS 7 are effective for annual periods beginning on or after July 1, 2011. The Company has not yet determined the impact of the amendments to IFRS 7 on its financial statements.

IFRS 10 *Consolidated Financial Statements* ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 *Consolidated and Separate Financial Statements*. This standard is effective for annual period beginning on or after January 1, 2013. Earlier application is permitted. The Company has not yet determined the impact of the amendments to IFRS 10 on its financial statements.

IFRS 11 *Joint Arrangements* ("IFRS 11") replaces the guidance in IAS 31 *Interests in Joint Ventures*. Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11, joint ventures are stripped of the free choice of equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 *Investments in Associates* and IAS 36 *Impairment of Assets*. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. The Company intends to adopt IFRS 11 in its financial statements for the annual period beginning on January 1, 2013. The Company has not yet determined the impact of the amendments to IFRS 11 on its financial statements.

IFRS 12, *Disclosure of Interests in Other Entities*, establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company has not yet determined the impact of this standard on its financial statements.

IFRS 13 *Fair Value Measurement* converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after February 1, 2013, with early adoption permitted. The Company has not yet determined the impact of the amendments to IFRS 13 on its financial statements.

IAS 1 – *Presentation of Financial Statements* was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012. The Company has not yet determined the impact of the standard on its financial statements.

RISKS AND UNCERTAINTIES

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. For an additional discussion of risk factors and other information please refer to the Company's Annual Information Form filed on April 25, 2012, under the profile of the Company at www.sedar.com.

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-cap 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 economical 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, Directors and Investment Committee

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 which 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 on their time and the capital resources required of Aberdeen may be expected to increase in the event of any weaknesses 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-economic 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, in addition to royalty income earned from the Simmers royalty and First Uranium Royalties. 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 prices of the Company's Common Shares and warrants have 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 and warrants. The purchase of Common Shares and warrants 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, 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 to 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 on the Company's operating results and overall performance.

Due Diligence

The due diligence process undertaken by the Company in connection with investments may not reveal all facts that may be relevant in connection with an investment. 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.

SUBSEQUENT EVENTS

Normal Course Issuer Bid

Subsequent to April 30, 2012, the Company purchased and cancelled 384,900 additional common shares at an average price of \$0.46 per share under the new NCIB. At June 12, 2012, a balance of 6,987,430 common shares remains available for purchase under the NCIB commencing February 27, 2012.

Sale of Royalty Interests

On May 31, 2012, the Company closed its previously announced sale of its 1% net smelter return royalty on gold produced from certain mineral concessions comprising Village Main Reef Limited's Buffelsfontein Mine and First Uranium Corporation's Mine Waste Solutions tailings recovery project located in South Africa to Premier Royalty Corporation, an Ontario company, wholly-owned by Premier Gold Mines Limited (TSX:PG)

Pursuant to the terms of the royalty purchase agreement entered into among the Company, Premier Royalty and Premier on April 24, 2012, Premier has made to Aberdeen a cash payment in the amount of \$11,500,000 and issued a convertible debenture payable to Aberdeen in the amount of \$9,400,000. The unpaid amounts owing under the convertible debenture shall accrue interest at a rate of 8% per annum and upon Premier Royalty completing a public offering, or any other comparable going public transaction, the convertible debenture shall automatically convert into that number of common shares of Premier Royalty equal to the principal amount and accrued interest divided by the amount equal to the offering price or deemed price in connection with the going public transaction less a 10% discount.

In the event that a going public transaction is not completed on or before May 31, 2013 the principal amount and accrued interest under the convertible debenture shall be repaid by Premier Royalty in cash to Aberdeen in full, or if Premier Royalty elects, and subject to the approval of Premier, Premier Gold shall satisfy the convertible debenture on Premier Royalty's behalf by issuing that number of common shares of Premier Gold equal to the principal amount and accrued interest divided by the volume weighted average price of the common shares of Premier Gold for the five trading days immediately prior to the May 31, 2013.

Further, in the event Premier Royalty completes a going public transaction, Premier Royalty shall issue to Aberdeen that number of warrants of Premier Royalty equal to 0.5 multiplied by the number of common shares of Premier Royalty issued under the convertible debenture. Each warrant shall entitle Aberdeen to acquire one common share of Premier Royalty at a price representing a 25% premium to the price per Premier Royalty common share issued in connection with a going public transaction for a period of two years from the closing date of the going public transaction.

Change of management

On June 4, 2012, the Company announced that David Stein, the current president and chief operating officer, has been appointed as the chief executive officer of the company. George Faught has resigned as chief executive officer, and has been appointed as the vice-chairman of the board of directors and will remain a director of the company. The company would like to congratulate Mr. Faught for his successful tenure as chief executive officer over the past seven years and thanks him for his continued support of the company as he transitions to his new role as vice-chairman.

Change of equity reserve

On June 6, 2012, 37,500,000 share purchase warrants of the Company expired unexercised.

On June 12, 2012, the Company granted 2,500,000 share purchase options to consultants, directors and officers to purchase shares of the Company at \$0.44 per share until June 12, 2017. These options vest immediately.

MULTILATERAL INSTRUMENT 52-109 DISCLOSURE

Evaluation of disclosure controls and procedures

The Company maintains disclosure controls and procedures designed to ensure that information required to be disclosed in annual filings, interim filings or other reports filed or submitted under provincial and territorial securities legislation, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

We have evaluated the effectiveness of our disclosure controls and procedures and have concluded, based on our evaluation that they are sufficiently effective to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

Internal controls over financial reporting

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO), together with other members of Management, have designed internal controls over financial reporting based on the Internal Control–Integrated Framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). These controls are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

We have not identified any changes to our internal control over financial reporting which would materially affect, or is reasonably likely to materially affect, our internal control over financial reporting.

The CEO and CFO, together with other members of Management, have evaluated the effectiveness of internal controls over financial reporting as defined by National Instrument 52-109, and have concluded, based on our evaluation that they are operating effectively as at April 30, 2012.

SUPPLEMENT TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

As at June 12, 2012, the following common shares, common share and purchase options were issued and outstanding:

- 86,513,339 common shares;
- 8,472,500 common share purchase options with exercise prices ranging from \$0.12 to \$0.87, expiring between October 4, 2012 and June 12, 2017.