



ABERDEEN

INTERNATIONAL

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three and nine months ended
October 31, 2014 and 2013
(expressed in Canadian dollars)

UNAUDITED

ABERDEEN INTERNATIONAL INC.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

ABERDEEN INTERNATIONAL INC.
Condensed Interim Consolidated Statements of Financial Position
As at
(Unaudited)
(In Canadian dollars)

	Notes	October 31, 2014	January 31, 2014
		\$	\$
Assets			
Cash	11	3,167,364	868,267
Public investments, at fair value through profit and loss	3,11,12	15,476,657	17,787,898
Amounts receivable	4,11	2,791,873	105,502
Loans receivable	5,11	61,538	3,902,617
Prepaid expenses		58,120	79,739
Income tax recovery		735,159	-
Private investments, at fair value through profit and loss	3,12	9,870,764	20,075,952
Preferred shares, at fair value through profit and loss	12	-	3,000,000
Deferred tax assets	7	-	3,096,000
Total assets		32,161,475	48,915,975
Liabilities			
Accounts payable and accrued liabilities	6, 8,11	1,089,918	920,483
Income taxes payable		-	499,493
Total liabilities		1,089,918	1,419,976
Shareholders' equity			
Share capital		42,995,464	42,995,464
Equity reserve and treasury shares	8	4,541,844	3,818,764
Retained earnings		(16,465,751)	681,771
Total shareholders' equity		31,071,557	47,495,999
Total liabilities and shareholders' equity		32,161,475	48,915,975
Commitments and contingencies	13		
Subsequent events	5,14		

Approved on behalf of the Board of Directors:

"Bernard Wilson" (signed)
Bernard Wilson, Director

"George Faught" (signed)
George Faught, Director

ABERDEEN INTERNATIONAL INC.

Condensed Interim Consolidated Statements of Comprehensive Loss

(Unaudited)

(In Canadian dollars)

	Notes	Three months ended October 31,		Nine months ended October 31,	
		2014	2013	2014	2013
		\$	\$	\$	\$
Net investment gain (losses)					
Realized gain (loss) on investments, net		8,825,719	(2,786,446)	6,516,490	(5,953,491)
Unrealized gain (loss) on investments, net		(11,157,552)	510,206	(15,298,219)	(7,799,172)
Total investment (losses)		(2,331,833)	(2,276,240)	(8,781,729)	(13,752,663)
Other revenue					
Interest and dividend income	12	7,858	424,432	188,948	829,899
Advisory service fees		-	-	-	24,000
Total other revenue		7,858	424,432	188,948	853,899
Expenses					
Operating, general and administration	9	1,081,068	1,422,786	3,461,485	5,292,656
Interest expense		16,088	-	158,438	94
Provision for loan, interest, dividend and investment receivable	11	80,645	112,574	2,690,128	284,200
Total expenses		1,177,801	1,535,360	6,310,051	5,576,950
(Loss) before foreign exchange gain (loss)		(3,501,776)	(3,387,168)	(14,902,832)	(18,475,714)
Foreign exchange gain (loss)		18,745	54,991	(9,029)	94,271
(Loss) before income taxes		(3,483,031)	(3,332,177)	(14,911,861)	(18,381,443)
Income tax (expense) recovery	7	228,698	802,142	(1,702,858)	4,650,826
Total comprehensive (loss) for the period		(3,254,333)	(2,530,035)	(16,614,719)	(13,730,617)
(Loss) per common share based on net (loss) for the period					
Basic and diluted		(0.04)	(0.03)	(0.19)	(0.16)
Weighted average number of common shares outstanding					
Basic and diluted		87,349,422	85,968,008	87,349,422	85,981,084

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

ABERDEEN INTERNATIONAL INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)
(In Canadian dollars)

	Notes	Nine months ended October 31,	
		2014	2013
		\$	\$
Cash flows from operating activities			
Loss before income taxes for the period		(14,911,861)	(18,381,443)
Income tax (paid)		-	(1,627,864)
Adjustments to reconcile net (loss) to cash used in operating activities:			
Realized (gain) loss on investments, net		(6,516,490)	5,953,491
Provision for loan, interest, dividend and investment receivable		2,690,128	345,220
Dividend income		-	(170,723)
Unrealized loss on investments, net		15,298,219	7,799,172
Interest and penalties on tax assessment		158,490	-
Deferred revenue		-	(60,000)
Share-based compensation	8	190,277	860,301
Unrealized foreign exchange (gain)		(8,078)	(101,449)
		(3,099,315)	(5,383,295)
Adjustments for:			
Purchase of investments		(1,094,122)	(1,365,658)
Disposal of investments		9,295,764	17,970,467
Short-term loans provided		(324,420)	(3,384,745)
Short-term loans repaid		242,739	657,631
Prepaid and other amounts receivable		(2,905,317)	(529,245)
Due to broker		-	(4,243,515)
Accounts payable and accrued liabilities		204,469	202,046
Net cash provided by operating activities		2,319,798	3,923,686
Cash flows from financing activities			
Repurchase of common shares relating to RSU		-	(2,968,409)
Shares repurchased and cancelled		-	(122,838)
Proceeds from options exercised		-	21,600
Net cash (used in) financing activities		-	(3,069,647)
Change in cash for the period		2,319,798	854,039
CASH, beginning of period		868,267	322,185
Effect of exchange rate on cash held		(20,701)	-
CASH, end of period		3,167,364	1,176,224
Supplemental cash flow information			
Loan converted from amounts receivable	5	-	118,650
Shares received on conversion of loans and amounts receivable	5	1,374,635	-
Units received on conversion of loans receivable	5	-	369,000
Interest paid		21,088	94

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

ABERDEEN INTERNATIONAL INC.
Condensed Interim Consolidated Statements of Changes in Equity
(Unaudited)
(In Canadian dollars)

	Number of common shares	Share capital	Equity reserve and treasury shares	Retained earnings	Total shareholders' equity
	#	\$	\$	\$	\$
Balance - January 31, 2014	87,349,422	42,995,464	3,818,764	681,771	47,495,999
Share-based compensation expense	-	-	190,277	-	190,277
Restricted share units	-	-	532,803	(532,803)	-
Net income for the period	-	-	-	(16,614,719)	(16,614,719)
Balance - October 31, 2014	87,349,422	42,995,464	4,541,844	(16,465,751)	31,071,557
Balance - January 31, 2013	85,994,602	42,974,278	4,576,922	17,898,858	65,450,058
Repurchase of common shares	-	-	(122,838)	-	(122,838)
Cancellation of repurchased common shares	(725,180)	(361,950)	361,950	-	-
Options exercised	180,000	33,156	(11,556)	-	21,600
Options expired unexercised	-	-	(141,455)	141,455	-
Share-based compensation expense	-	-	860,301	-	860,301
Restricted share units	-	-	(2,437,027)	(531,382)	(2,968,409)
Net loss for the period	-	-	-	(13,730,617)	(13,730,617)
Balance - October 31, 2013	85,449,422	42,645,484	3,086,297	3,778,314	49,510,095

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

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

1. Nature of operations

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

2. Significant accounting policies

Statement of compliance

These condensed interim consolidated financial statements are unaudited and prepared on a condensed basis in accordance with the International Accounting Standards ("IAS") 34, *Interim Financial Reporting* issued by the International Accounting Standard Board ("IASB"). These condensed interim consolidated financial statements have been prepared in accordance with the accounting policies described in Note 2 of the Company's annual financial statements as at and for the year ended January 31, 2014 and 2013 except as disclosed below. Accordingly, these condensed interim consolidated statements for the three and nine month periods ended October 31, 2014 and 2013 should be read together with the annual financial statements as at and for the year ended January 31, 2014 and 2013.

The condensed interim consolidated financial statements of the Company were approved by the Board of Directors on December 12, 2014.

Basis of preparation

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

New accounting policies

IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. The adoption of this standard did not result in any changes to the Company's disclosure of its financial instruments.

Principles of consolidation

(i) Subsidiaries

All entities in which the Company has a controlling interest are fully consolidated from the date that control commences until the date that control ceases. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

(ii) Transactions eliminated on consolidation

Intercompany balances and any unrealized gains and losses or income and expenses arising from intercompany transactions are eliminated in preparing the consolidated financial statements.

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

3. Investments at fair value through profit and loss

At October 31, 2014, the Company's investment portfolio consisted of 22 publicly-traded investments and 18 privately-held investments for a total fair value of \$25,347,421.

At January 31, 2014, the Company's investment portfolio consisted of 22 publicly-traded investments and 15 privately-held investments for a total fair value of \$37,863,850.

Public investments

At October 31, 2014, the Company's 22 publicly-traded investments had a total fair value of \$15,476,657.

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Black Iron Inc.	(iii)	4,971,500 common shares	2,904,028	397,720	2.6%
Buffalo Coal Corp.*		2,394,976 common shares	3,418,812	340,119	2.2%
Falco Resources Inc.		1,094,505 common shares	492,527	394,022	2.5%
Kincora Copper Limited		4,723,000 common shares	1,129,355	188,920	1.2%
Portex Minerals Inc.	(i,ii,iii)	21,172,315 common shares	1,058,616	211,723	1.4%
Rio Alto Mining Ltd.		4,762,500 common shares	11,858,625	11,382,375	73.5%
Rodinia Lithium Inc.	(i,ii,iii)	17,362,811 common shares	1,890,336	607,698	3.9%
Silver Bear Resources Inc.	(iii)	4,533,461 common shares	1,845,261	294,675	1.9%
		1,449,275 w arrants expire Jun 7, 2015			
		238,461 w arrants expire Dec 18, 2015			
		1,025,000 w arrants expire Jun 4, 2016			
Sulliden Mining Capital Inc.	(iii)	1,823,500 common shares	1,183,796	656,460	4.3%
Xanadu Mines Ltd.		5,000,000 common shares	289,110	495,500	3.2%
Total of 12 other investments	(iv)		3,682,644	507,445	3.3%
Total public investments			\$ 29,753,110	\$ 15,476,657	100.0%

* Formerly Forbes & Manhattan (Coal) Corp.

Note

- (i) The Company has filed a Section 102 report pursuant to the Ontario Securities Act for this investment and has filed this early warning report on SEDAR.
- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at October 31, 2014.
- (iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at October 31, 2014.
- (iv) Total other investments held by the Company, which are not individually listed as at October 31, 2014. Directors and officers may hold investments personally.

At January 31, 2014, the Company's 22 publicly-traded investments had a total fair value of \$17,787,898.

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Agua Resources Ltd.		2,550,540 common shares	\$ 276,923	\$ 151,220	0.9%
		277,393 options expire Dec 31, 2014			
		1,437,808 options expire May 31, 2015			
Alderon Iron Ore Corp.		450,000 common shares	450,000	796,500	4.5%
Arena Minerals Inc. *	(iii)	417,000 common shares	69,899	150,228	0.8%
		45,000 w arrants expire Oct 10, 2014			
Black Iron Inc.	(iii)	5,616,000 common shares	3,280,504	1,038,960	5.8%
East Asia Minerals Corporation	(iii)	4,000,000 common shares	1,990,180	416,000	2.3%
		3,800,000 w arrants expire Dec 15, 2016			
Forbes & Manhattan (Coal) Corp.	(iii)	2,397,290 common shares	3,423,799	309,741	1.7%

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

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

Public investments (continued)

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Kincora Copper Limited		6,763,558 common shares	1,617,290	304,360	1.7%
Mason Graphite Corp.		210,000 common shares	210,785	368,125	2.1%
		500,000 w arrants expire Oct 30, 2014			
		250,000 w arrants expire Jun 28, 2015			
Portex Minerals Inc.	(i, ii, iii)	21,249,315 common shares	1,062,466	1,062,466	6.0%
Rodinia Lithium Inc.	(iii)	3,978,333 common shares	1,773,846	198,917	1.1%
Sandstorm Gold Ltd.**		563,303 w arrants expire Dec 4, 2014	266,501	119,026	0.7%
Savary Gold Corp.	(ii)	4,488,000 common shares	466,253	224,400	1.3%
Silver Bear Resources Inc.	(ii, iii)	5,969,961 common shares	2,354,316	854,671	4.8%
		1,449,275 w arrants expire Jun 7, 2015			
		238,461 w arrants expire Dec 18, 2015			
		1,025,000 w arrants expire Jun 4, 2016			
Sulliden Gold Corporation Ltd.	(iii)	14,500,000 common shares	11,084,289	11,020,000	62.0%
Xanadu Mines Ltd.		5,000,000 common shares	289,110	291,600	1.6%
Total of 7 other investments	(iv)		1,595,917	481,684	2.7%
Total public investments			\$ 30,212,078	\$ 17,787,898	100.0%

* Formerly Antofagasta Gold Inc.

** Formerly Premier Royalty Inc.

Note

- (ii) The Company has filed a Section 102 report pursuant to the Ontario Securities Act for this investment and has filed this early warning report on SEDAR.
- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2014.
- (iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2014.
- (iv) Total other investments held by the Company, which are not individually listed as at January 31, 2014. Directors and officers may hold investments personally.

Private investments

At October 31, 2014, the Company's 18 privately-held investments had a total fair value of \$9,870,764.

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Brazil Potash Corp.	(iii)	1,650,062 common shares	\$ -	\$ 2,775,763	28.1%
Indo Gold Limited	(ii, iii)	7,500,000 common shares	1,590,000	800,000	8.1%
Irati Energia Corp.		2,213,179 common shares	1,994,975	1,000,000	10.1%
Forbes Ram Holdings Inc.	(ii, iii, v)	8,000,000 common shares	8,000,000	4,754,286	48.2%
Ram River Coal Corp.		750,000 common shares	37,500	445,714	4.5%
Total of 13 other investments	(iv)		8,648,903	95,001	1.0%
Total private investments			\$ 20,271,378	\$ 9,870,764	100.0%

Note

- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at October 31, 2014.
- (iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at October 31, 2014.
- (iv) Total other investments held by the Company, which are not individually listed as at October 31, 2014. Directors and officers may hold investments personally.
- (v) The Company owns 80% of the outstanding common shares and voting rights of Forbes Ram Holdings Inc., 50% of the outstanding common shares and voting rights of Legacy Platinum Corp.; and 28% of the outstanding common shares and voting rights of DT Plantations Limited as at October 31, 2014. There are no contractual arrangements, financial support, or other restrictions with these Canadian corporations. Refer to Note 2 of the Company's annual financial statements as at and for the year ended January 31, 2014 relating to the exemption to consolidating particular subsidiaries for investment entities.

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

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

Private investments (continued)

At January 31, 2014, the Company's 15 privately-held investments had a total fair value of \$20,075,592.

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Brazil Potash Corp.	(iii)	1,650,062 common shares	\$ -	\$ 4,594,598	22.9%
DT Plantations Limited*	(ii,v)	6,102,891 common shares 500,000 warrants	533,289	610,289	3.0%
Forbes Ram Holdings Inc.	(ii,iii,v)	8,000,000 common shares	8,000,000	8,000,000	39.8%
Indo Gold Limited	(ii,ii)	7,500,000 common shares	1,560,000	1,458,000	7.3%
Irati Energy Ltd.		2,213,179 common shares	1,994,975	3,873,062	19.3%
Legacy Platinum Corp.	(ii,iii,v)	3,515,000 common shares	2,352,377	492,100	2.5%
Metal Prospecting AS	(iii)	202,310 common shares	179,752	85,990	0.4%
Ram River Coal Corp.		750,000 common shares	37,500	750,000	3.7%
Total of 7 other investments	(iv)		5,465,034	211,913	1.1%
Total private investments			\$ 20,122,927	\$ 20,075,952	100.0%

* Warrants expire 12 months after listing date

Note

- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2014.
- (iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2014.
- (iv) Total other investments held by the Company, which are not individually listed as at January 31, 2014. Directors and officers may hold investments personally.
- (v) The Company owns 80% of the outstanding common shares and voting rights of Forbes Ram Holdings Inc.; 50% of the outstanding common shares and voting rights of Legacy Platinum Corp; and 28% of the outstanding common shares and voting rights of DT Plantations Limited as at January 31, 2014. There are no contractual arrangements, financial support, or other restrictions with these Canadian corporations. Refer to Note 2 of the Company's annual financial statements as at and for the year ended January 31, 2014 relating to the exemption to consolidating particular subsidiaries for investment entities.

4. Amounts receivable

	October 31, 2014	January 31, 2014
Amount receivable	\$ 37,500	\$ 10,443
Investment receivable	2,754,373	-
Interest receivable (Notes 5, 12)	-	95,059
	\$ 2,791,873	\$ 105,502

5. Loans receivable

		October 31, 2014	January 31, 2014
Brookwater Venture Inc.	Unsecured	\$ 61,538	\$ 125,000
Coastal Gold Corp.	Convertible	-	118,650
Forbes Royalty Corporation	Unsecured	-	348,940
Amazon Potash Corp.	Unsecured	-	245,036
Legacy Platinum Corp.	Convertible	-	1,909,092
Metal Prospecting AS	Convertible	-	212,520
Rodinia Lithium Inc.	Secured LOC	-	943,379
		\$ 61,538	\$ 3,902,617

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

5. Loans receivable (continued)

Brookwater Venture Inc.

On February 7, 2013, Brookwater Venture Inc. ("Brookwater") issued a promissory note to the Company for \$100,000. The principal of the note will mature, be due and payable on February 7, 2014. The note is unsecured and earns interest at 13% per annum calculated monthly and payable on maturity. In the event of default, interest at 15% will be charged on overdue and unpaid principal and accrued interest calculated daily and compounded monthly.

On November 5, 2013, Brookwater issued another promissory note to the Company for \$25,000. The principal of the note will mature, be due and payable on November 5, 2015. The note is unsecured and earns interest at 10% per annum calculated monthly and payable on maturity. In the event of default, interest at 12% will be charged on overdue and unpaid principal and accrued interest calculated daily and compounded monthly.

On November 4, 2014, the Company entered into a shares for debt settlement agreement with Brookwater. Pursuant to the agreement, Brookwater will settle all outstanding amounts owing in the amount of \$153,846 for 1,538,458 common shares of Brookwater in full, subject to the approvals of the shareholders of Brookwater and the TSX Venture Exchange. In light of the settlement, the Company recorded a loss on the carrying value of the loan based on the closing price of Brookwater shares as at October 31, 2014.

Coastal Gold Corp.

On April 11, 2013, the Company entered into a term loan agreement with Coastal Gold Corp. ("Coastal") and converted the outstanding receivable of \$118,650 to a term loan. The loan is unsecured and earns 10% interest per annum. Principal of the loan plus accrued interest will mature, be due and payable in cash on December 31, 2014. In the event of a change of control that occurs to Coastal, the outstanding principal and all interest accrued will become due and payable in cash on the date on which such change of control occurs. As of January 31, 2014, principal plus accrued interest totaling \$128,272 remained outstanding.

On April 29, 2014, the Company entered into a debt settlement agreement presented by Coastal. Pursuant to the agreement, the Company received 2,653,859 common shares of Coastal on July 2, 2014 in full settlement of the outstanding principal plus accrued interest totaling \$132,693.

Forbes Royalty Corporation

On September 10, 2013, the Company entered into a loan agreement with Forbes Royalty Corporation ("Forbes Royalty"), whereby the Company agreed to loan to Forbes Royalty from time to time up to a maximum of \$500,000. The loan is unsecured and earns 10% interest per annum. The funds shall be used for paying for certain fees and expenses related to a going public transaction or private financing to be completed by Forbes Royalty. The principal and accrued interest will mature and be due and payable on the date on which the borrower completes an initial public offering of the common shares, or a reverse takeover transaction, or any similar going public transaction on the Toronto Stock Exchange or any other internationally recognized stock exchange or a private financing which shall occur no later than January 1, 2015.

Through fiscal 2014 and 2015, the Company loaned an aggregate total of \$382,135 to Forbes Royalty. The Company reviewed the recoverability of the loan and determined a provision is required. As at October 31, 2014, a provision of \$412,929 was taken with respect to the loan and interest.

Directors and an officer of Aberdeen, Stan Bharti, George Faught and Ryan Ptolemy, serve as directors and officer of Forbes Royalty.

Legacy Platinum Corp.

On June 10, 2011, the Company entered into a loan agreement with Legacy Platinum Corp. ("Legacy"). The Company loaned Legacy \$320,000 (the "First Loan"), which was originally due and payable on June 10, 2012, and extended further to December 31, 2013 and 2014 respectively. The loan is unsecured and earns 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 such number of shares of Legacy with an aggregate value equal to the value of the principal outstanding plus accrued interest based on the price per share equal to the net asset value of Legacy's common shares at the time of conversion.

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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(Expressed in Canadian dollars unless otherwise noted)

5. Loans receivable (continued)

Legacy Platinum Corp. (continued)

On June 21, 2011, the Company entered into a second loan agreement with Legacy for an additional loan of US\$500,000, which was originally due and payable on June 21, 2012, extended further to December 31, 2013 and 2014 respectively. This loan is unsecured and carries the same terms and conditions as the First Loan.

On April 16, 2012, the Company loaned an additional US\$400,000 to Legacy, which is due and payable on demand. This loan is unsecured and carries the same terms and conditions as the First Loan. On August 15, 2013, the term of the agreement was amended to include a) a loan to a maximum amount of US\$1,000,000, b) the loan is secured against all the assets of Legacy and ranks senior in priority and preference to any unsecured indebtedness of Legacy and is due and payable on December 31, 2013, extended further to December 31, 2014.

Through fiscal 2014 and 2015, the Company loaned an additional US\$492,576 (\$525,647) to Legacy and received repayment of \$7,867. The Company reviewed the recoverability of the loan and determined a provision is required. As at October 31, 2014, a provision of \$427,013 and US\$1,696,450 (\$1,853,479) was taken with respect to the loan and interest.

An officer of Aberdeen, Richard Bishop, serves as an officer of Legacy.

Metal Prospecting AS

On November 12, 2012, the Company entered into an unsecured loan agreement with Metal Prospecting AS ("Metpro"), whereby the Company agreed to advance Metpro Norwegian Krone ("NOK") 1,200,000 (\$219,120). The principal of the loan will mature, to be due and payable in cash on the earlier of (a) December 31, 2013, and (b) the date when Portex Minerals Inc. ("Portex") completes its acquisition of Metpro, (c) at any time when the Company declares the principal to be due in the event of a default, or (d) the Company exercises the option to convert the outstanding loans into shares of Metpro at NOK2.40 (\$0.44) per share in the event of default. Interest on the principal is calculated at a rate of 1.5% per month, compounded monthly and payable quarterly commencing January 1, 2013. The loans rank senior in priority and preference to any other indebtedness of Metpro.

On March 18, 2014, the outstanding loan principal plus accrued interest totaling NOK1,308,382 (\$243,359) was converted into 545,159 shares of Metpro.

An officer, also a director of Aberdeen, David Stein, serves as a director of Metpro.

Rodinia Lithium Inc.

On February 25, 2013, the Company entered into a secured loan agreement with Rodinia Lithium Inc. ("Rodinia") whereby the Company agreed to make available to Rodinia a secured line of credit up to a maximum of \$2,000,000 ("Line of Credit"). Rodinia made an initial drawdown of \$300,000 on February 27, 2013. All subsequent drawdown requests from Rodinia are subject to approval by the Company. Interest on each drawdown shall be accrued at 10% per annum, calculated and payable quarterly with the first quarterly interest payment due on June 30, 2013. The principal and accrued interest of the final drawdown will mature and become due and payable on demand on the third anniversary date, or in an event of default, the Company may declare the principal due. The Line of Credit is secured against each of the properties that Rodinia owns in Salar de Centenario and shall rank senior in priority and preference to any unsecured indebtedness of Rodinia. On July 30, 2013, the term of the agreement was amended to include a monthly drawdown of \$100,000 per month up to \$600,000 until December 31, 2013. The overdue and unpaid quarterly interest installment was capitalized to loan principal.

During fiscal 2014, Rodinia made an additional \$600,000 drawdown.

On August 22, 2014, the Company entered into a shares for debt settlement agreement with Rodinia. Pursuant to the agreement, Rodinia will settle all outstanding amounts owing in the amount of \$998,583 for 15,362,811 common shares of Rodinia in full. These shares were issued to the Company on October 1, 2014.

A director, who is also an officer, and an officer of Aberdeen, David Stein and Ryan Ptolemy, serve as director and officer of Rodinia.

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6. Accounts payable and accrued liabilities

	October 31, 2014	January 31, 2014
Trade payables	\$ 476,493	\$ 151,673
Accrued expenses (Note 8)	613,425	768,810
	<u>\$ 1,089,918</u>	<u>\$ 920,483</u>

7. Income taxes

Significant components of income tax recovery

	October 31, 2014	October 31, 2013
Current tax recovery	\$ 1,393,142	\$ 2,323,826
Deferred tax (expense) recovery	(3,096,000)	2,327,000
Income tax (expense) recovery	<u>\$ (1,702,858)</u>	<u>\$ 4,650,826</u>

Provision for income taxes

The following are major items causing the Company's income tax rate to differ from the Canadian combined federal and provincial statutory rate of approximately 26.5% (2013 – 26.5%) during the periods ended:

	October 31, 2014	October 31, 2013
(Loss) before income taxes	<u>\$ (14,911,861)</u>	<u>\$ (18,381,433)</u>
Expected income tax (recovery)	\$ (3,952,000)	\$ (4,871,000)
Adjustments to benefit resulting from:		
Share-based compensation	50,000	228,000
Net realized gain on foreign exchange	78,000	224,000
Change in expected tax rate	-	(139,182)
Change in valuation allowance	5,758,000	-
Deferred losses on write down	604,000	-
Other	(835,142)	(92,644)
Provision for income tax expense (recovery)	<u>\$ 1,702,858</u>	<u>\$ (4,650,826)</u>

Deferred taxes as at:

	October 31, 2014	January 31, 2014
Deferred tax assets		
Investments	\$ 5,701,000	\$ 3,102,000
Resource properties	63,000	82,000
Other	(6,000)	(88,000)
Valuation allowances	(5,758,000)	-
Deferred tax asset	<u>\$ -</u>	<u>\$ 3,096,000</u>

The realization of deferred tax assets is dependent upon future taxable income during the periods in which those temporary differences become deductible. Management considers the expected reversal of net deferred income tax assets and projected future taxable income in making this assessment.

ABERDEEN INTERNATIONAL INC.

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8. Equity reserve

	Number of options	Weighted average exercise price	Value of options	Number of RSU	Weighted average exercise price	Value of RSU	Treasury shares adjustment	Total Value
January 31, 2013	7,522,500	\$ 0.41	\$ 1,542,427	-	\$ -	\$ 1,542,427	\$ 3,034,495	\$ 4,576,922
Granted and vested RSUs settled	-	-	801	6,066,671	0.15	1,179,722	-	1,180,523
Exercised	(2,080,000)	0.12	(133,536)	-	-	-	(989,469)	(1,902,802)
Expired	(535,000)	0.45	(141,455)	-	-	-	-	(133,536)
NCIB allocation	-	-	-	-	-	-	239,112	(141,455)
January 31, 2014	4,907,500	\$ 0.53	\$ 1,268,237	6,066,671	\$ 0.15	\$ 1,808,816	\$ 2,284,138	\$ 3,818,764
Granted and vested RSUs settled	-	-	-	3,033,329	0.15	190,277	-	190,277
	-	-	-	-	-	(456,666)	989,469	532,803
October 31, 2014	4,907,500	\$ 0.53	\$ 1,268,237	9,100,000	\$ 0.30	\$ 1,542,427	\$ 3,273,607	\$ 4,541,844

Employee share option plan

The Company has adopted a stock option plan (the "Plan"). Pursuant to the Plan, the Company may grant stock options to acquire up to 10% of the number of issued and outstanding common shares of the Company. The Plan provides that the Company cannot grant stock options to any one person representing more than 5% of the outstanding common shares of the Company. Directors, officers, employees and certain consultants are eligible to receive stock options under the Plan in accordance with the terms and conditions determined by the Board, upon the recommendations of the Compensation Committee. Vesting terms will be determined at the discretion of the Board. The Board also determines the term of stock options granted under the Plan, provided that no stock option shall be outstanding for a period greater than five years.

The Company did not grant any options during the three and nine months ended October 31, 2014 and 2013.

The following share-based payment arrangements were in existence as at October 31, 2014:

Number outstanding	Number exercisable	Grant date	Expiry date	Exercise price	Fair value at grant date	Expected Volatility	Risk-free Rate	Expected Life (years)	Expected Dividend Yield
62,500	62,500	1-Feb-10	1-Feb-15	\$ 0.47	\$ 19,000	79%	2.47%	5	0%
1,185,000	1,185,000	25-Feb-10	25-Feb-15	\$ 0.43	\$ 311,537	70%	2.49%	5	0%
100,000	100,000	5-Oct-10	5-Oct-15	\$ 0.48	\$ 25,650	64%	2.00%	5	0%
100,000	100,000	30-Nov-10	30-Nov-15	\$ 0.64	\$ 35,440	64%	2.35%	5	0%
810,000	810,000	20-Apr-11	20-Apr-16	\$ 0.87	\$ 332,910	70%	2.65%	5	3%
200,000	200,000	30-Jun-11	30-Jun-16	\$ 0.79	\$ 68,400	63%	2.30%	5	3%
2,450,000	2,450,000	12-Jun-12	12-Jun-17	\$ 0.44	\$ 475,300	66%	1.21%	5	3%
4,907,500	4,907,500				\$ 1,268,237				

The weighted average exercise price of stock options outstanding and exercisable as at October 31, 2014 was \$0.53 (January 31, 2014 - \$0.53). The weighted average remaining contractual life of options outstanding and exercisable as at October 31, 2014 was 1.74 years (January 31, 2014 - 2.49 years).

ABERDEEN INTERNATIONAL INC.

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8. Equity reserve (continued)

Deferred share unit incentive plan

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

On July 18, 2013, a director received \$34,000 cash in relation to 200,000 DSUs that vested at \$0.17 per share upon his resignation. The remaining balance of DSUs was valued at \$114,000 as of October 31, 2014 and was included in accounts payable and accrued liabilities.

Restricted share unit incentive plan

During fiscal 2014, the Company approved the adoption of a RSU plan. The Company is authorized to grant and issue an aggregate of 9,100,000 RSUs to directors and officers of the Company. Each RSU shall entitle the director or officer to receive one common share of the Company upon completion of certain terms. The common shares are to be purchased by the Company from the open market and held in trust for subsequent conversion of RSUs.

During fiscal 2014, the Company purchased a total of 9,100,000 common shares of the Company from the open market for an aggregate cost of \$2,968,409. The RSUs vest in three tranches, 1/3 vesting on the date of grant, 1/3 vesting six months from the date of grant and the remaining 1/3 vesting twelve months from the date of grant. The Company granted and issued 6,066,671 RSUs to certain directors and officers of the Company during fiscal 2014. The grant date fair value of these RSUs was determined to be \$1,370,000 based on the quoted price of the Company's share on the date of grant. Compensation cost of \$1,179,722 was recognized in the statements of comprehensive loss using the graded vesting method and a loss of \$1,065,606 was charged to retained earnings upon the settlement of the RSUs that had vested.

During fiscal 2015, the Company granted and issued 3,033,329 RSUs to certain directors and officers of the Company. Compensation cost of \$190,277 was recognized in the statements of comprehensive loss using the graded vesting method and a loss of \$532,803 was charged to retained earnings upon the settlement of the RSUs that had vested.

9. Expenses by nature

Details included in operating, general and administration expenses for the three and nine months ended October 31, 2014 and 2013 are as follows:

	Three months ended October 31,		Nine months ended October 31,	
	2014	2013	2014	2013
Compensation of directors, officers, employees consultants (including salaries, consulting fees, bonuses, RSUs, DSUs, and stock options)	\$ 574,677	\$ 953,549	\$ 1,875,815	\$ 2,858,138
Legal, accounting and professional fees	80,274	64,640	347,272	247,272
Filing and transfer agent fees	659	1,129	27,519	36,662
Shareholder communication and promotion	8,922	26,323	46,503	126,332
Travel	48,856	16,881	92,069	126,271
General office and administration costs	93,560	80,412	271,871	266,455
Business development costs *	274,120	279,852	800,436	1,631,526
	\$ 1,081,068	\$ 1,422,786	\$ 3,461,485	\$ 5,292,656

* Incurred in strategic asset management venture and other business development activities.

ABERDEEN INTERNATIONAL INC.

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10. Capital disclosure

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

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

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

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

Aberdeen is not subject to any capital requirements imposed by a regulator and there were no changes to capital management during the nine months ended October 31, 2014 and 2013. The Company expects that its capital resources will be sufficient to discharge its liabilities as of the current statement of financial position date.

11. Financial instruments

Financial assets and financial liabilities as at October 31, 2014 and January 31, 2014 are as follows:

	Assets & liabilities at amortized cost	liabilities at fair value through profit or loss	TOTAL
October 31, 2014			
Cash	\$ 3,167,364	\$ -	\$ 3,167,364
Public investments	-	15,476,657	15,476,657
Amounts receivables	2,791,873	-	2,791,873
Loans receivable	61,538	-	61,538
Private investments	-	9,870,764	9,870,764
Preferred shares	-	-	-
Accounts payable and accrued liabilities	(1,089,918)	-	(1,089,918)
January 31, 2014			
Cash	\$ 868,267	\$ -	\$ 868,267
Public investments	-	17,787,898	17,787,898
Amounts receivables	105,502	-	105,502
Loans receivable	1,781,005	2,121,612	3,902,617
Private investments	-	20,075,952	20,075,952
Preferred shares	-	3,000,000	3,000,000
Accounts payable and accrued liabilities	(920,483)	-	(920,483)

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

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

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11. Financial instruments (continued)

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favorable prices. In addition, most of the Company's investments are in the resource sector. The Company mitigates this risk by attempting to have a portfolio which is not singularly exposed to any one issuer, with exception to the Company having one position as at October 31, 2014, which made up of approximately 45% (January 31, 2014 – 27.0%) of the total equity portfolio.

For the nine months ended October 31, 2014, a 10% decrease (increase) in the closing prices of its portfolio investments would result in an estimated increase (decrease) in after-tax net loss of \$1.9 million, or \$0.02 per share (January 31, 2014 - \$2.8 million, or \$0.05 per share). This estimated impact on the statement of comprehensive loss includes the estimated value of the non-traded warrants held, as determined using the Black-Scholes option pricing model.

Liquidity risk

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

The following table shows the Company's source of liquidity by assets as at October 31, 2014 and January 31, 2014.

Liquidity by period					
Assets	Total	Less than 1 year	1-3 years	After 4 years	Non-liquid assets
Cash	\$ 3,167,364	\$ 3,167,364	\$ -	\$ -	\$ -
Public investments	15,476,657	15,476,657	-	-	-
Amount receivable	2,791,873	2,791,873	-	-	-
Loans receivable	61,538	61,538	-	-	-
Prepaid expenses	58,120	58,120	-	-	-
Income tax recovery	735,159	-	735,159	-	-
Private investments	9,870,764	-	9,870,764	-	-
Total assets - October 31, 2014	\$ 32,161,475	\$ 21,555,552	\$ 10,605,923	\$ -	\$ -

Assets	Total	Less than 1 year	1-3 years	After 4 years	Non-liquid assets
Cash	\$ 868,267	\$ 868,267	\$ -	\$ -	\$ -
Public investments	17,787,898	17,787,898	-	-	-
Amount receivable	105,502	105,502	-	-	-
Loans receivable	3,902,617	2,934,238	968,379	-	-
Prepaid expenses	79,739	79,739	-	-	-
Private investments	20,075,952	-	20,075,952	-	-
Preferred shares	3,000,000	-	-	-	3,000,000
Deferred tax assets	3,096,000	-	-	-	3,096,000
Total assets - January 31, 2014	\$ 48,915,975	\$ 21,775,644	\$ 21,044,331	\$ -	\$ 6,096,000

ABERDEEN INTERNATIONAL INC.

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11. Financial instruments (continued)

Credit risk

Credit risk is the risk associated with the inability of a third party to fulfill its payment obligations. The Company is exposed to the risk that third parties that owe it money or securities will not perform their underlying obligations. Security was obtained against specific assets of the counterparty, in case of non-performance. The total carrying value of these financial instruments at October 31, 2014 was \$2,853,411 (January 31, 2014 - \$4,008,119).

Management has considered the potential impairment of loan and amount receivables. The following summarizes provisions made on loan impairment during the nine months ended October 31, 2014 and 2013:

Provisions on loan and amount receivables	Nine months ended October 31,	
	2014	2013
Desert Eagle Resources Ltd.	\$ -	\$ 2,938
Forbes & Manhattan Wet Africa Resources Inc.	-	60,356
Forbes & Manhattan (Russia) Inc.	-	7,032
Forbes Royalty Corporation	412,929	-
Irati Energy Ltd.	-	184,893
Legacy Platinum Corp.	2,280,492	-
Scandinavian Metals Inc.	-	90,000
Temujin Mining Corp.	18,390	-
Recoverable investment pool expenses, net	-	(61,019)
Amounts receivable	10,443	-
Accounts payable	(32,126)	-
	\$ 2,690,128	\$ 284,200

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's operations are exposed to foreign exchange fluctuations, which could have a significant adverse effect on its results of operations from time to time. The Company currently has financial instruments denominated in U.S. dollars, Australian dollars, Norwegian Krone, South African Rand and UK Pound Sterling.

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

The following assets and liabilities were denominated in foreign currencies presented in Canadian dollars as of:

	October 31, 2014				
	US Dollars	Australian Dollars	South African Rand	Norwegian Krone	UK Pound Sterling
Cash	\$ 2,258,429	\$ -	\$ 1,051	\$ -	\$ -
Amounts receivables	1,824,121	950,251			
Public investment	-	562,315	10,799	-	-
Private investment	2,775,763	800,000	-	-	-
Accounts payable and accrued liabilities	(93,711)	-	(48,590)	-	(51,172)
	\$ 6,764,602	\$ 2,312,566	\$ (36,740)	\$ -	\$ (51,172)

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11. Financial instruments (continued)

Currency risk (continued)

	January 31, 2014				
	US Dollars	Australian Dollars	South African Rand	Norwegian Krone	UK Pound Sterling
Cash	\$ 304,334	\$ -	\$ 345	\$ -	\$ -
Amounts receivables	31,788	-	-	13,414	-
Public investment	-	442,820	15,704	-	-
Loans receivable	1,745,452	-	-	212,520	-
Private investment	4,594,598	1,458,000	-	85,990	111,914
Accounts payable and accrued liabilities	(27,287)	-	(132)	-	-
	\$ 6,648,885	\$ 1,900,820	\$ 15,917	\$ 311,924	\$ 111,914

A 10% increase (decrease) in the value of the Canadian dollar against all foreign currencies in which the Company held financial instruments as of October 31, 2014 would result in an estimated increase (decrease) in after-tax net loss of approximately \$0.7 million or \$0.01 per share (January 31, 2014 – after-tax net loss of approximately \$0.7 million or \$0.01 per share). The Company does not currently hedge its foreign currency exposure.

Fair value of financial instruments

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

- The carrying values of cash, amounts receivable, due to broker, and accounts payable and accrual liabilities approximate their fair values due to the short-term nature of these instruments.
- Loans receivable, public investments, private investments and preferred shares are carried at amounts in accordance with the Company's accounting policy as set out in Note 2 as at and for the years ended January 31, 2014 and 2013.
- Prior to maturity, the outstanding loans receivable are carried at their discounted value. Following their maturity, loans receivable are carried at their estimated realizable value.

The following table illustrates the classification and hierarchy of the Company's financial instruments, measured at fair value in the statements of financial position as at October 31, 2014:

	Level 1 (Quoted Market price)	Level 2 (Valuation technique - observable market Inputs)	Level 3 (Valuation technique - non-observable market inputs)	Total
Investments, fair value				
Publicly traded investments	\$ 15,461,757	\$ -	\$ -	\$ 15,461,757
Non-trading warrants on public investments	-	14,900	-	14,900
Private investments, performance and preferred shares	-	-	9,870,764	9,870,764
October 31, 2014	\$ 15,461,757	\$ 14,900	\$ 9,870,764	\$ 25,347,421

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11. Financial instruments (continued)

Fair value of financial instruments (continued)

The following table illustrates the classification and hierarchy of the Company's financial instruments, measured at fair value in the statements of financial position as at January 31, 2014:

Investments, fair value	Level 1	Level 2	Level 3	Total
	(Quoted Market price)	(Valuation technique - observable market inputs)	(Valuation technique - non-observable market inputs)	
Publicly traded investments	\$ 17,216,988	\$ -	\$ -	\$ 17,216,988
Non-trading warrants on public investments	-	570,910	-	570,910
Private investments, performance and preferred shares	-	-	23,075,952	23,075,952
Convertible debenture	-	-	2,121,612	2,121,612
January 31, 2014	\$ 17,216,988	\$ 570,910	\$ 25,197,564	\$ 42,985,462

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 for the periods ended October 31, 2014 and January 31, 2014. 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 comprehensive loss.

Investments, fair value	For the period ended	
	October 31, 2014	January 31, 2014
Balance, beginning of period	\$ 25,197,564	\$ 27,048,398
Purchases - shares	105,001	684,245
Disposal - shares	-	(1,607,941)
Unrealized and realized loss net	(13,553,547)	(1,648,127)
Transfer of investment from public to private, net	-	1,607,941
Conversion - debt to shares	243,359	-
Conversion of debenture to private / public company shares	(376,052)	(400,000)
Convertible debenture net (reduction) additions	(1,745,560)	(486,952)
Balance, end of period	\$ 9,870,764	\$ 25,197,564

12. Related party disclosures

The condensed interim consolidated financial statements include the financial statements of the Company and its subsidiary at its respective ownership listed in the following table.

	Country of Incorporation	% equity interest
Great Lakes Capital Management Inc.	Canada	100%

\$2,754,373 of the amounts receivable were funds advanced for an investment into African Thunder Platinum Ltd. ("ATPL"). Directors of Aberdeen Michael Hoffman and David Stein, also an officer, serve as directors of ATPL.

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

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12. Related party disclosures (continued)

Mr. Stan Bharti, a director of the Company, is the Executive Chairman of Forbes & Manhattan, Inc., a corporation that provides administrative and consulting services to the Company, including but not limited to strategic planning and business development. Forbes & Manhattan, Inc. charges a monthly consulting fee of \$25,000. As of October 31, 2014, \$45,272 (January 31, 2014 - \$Nil) was owed to Forbes & Manhattan, Inc.

The amounts outstanding on advisory service fees and other fees are unsecured, non-interest bearing, with no fixed terms of repayment. 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 on these fees.

The Company's directors and officers may have investments in and hold management and/or director and officer positions in some of the investments that the Company holds. The following is a list of total investments and the nature of the relationship of the Company's directors or officers with the investment as of October 31, 2014 and January 31, 2014.

Investment	Nature of relationship	Estimated Fair value	% of FV
Arena Minerals Inc.	Director (Bruce Humphrey), officer (Ryan Ptolemy) and shareholders	64,635	0.3%
Amazon Potash Corporation*	Directors (Stan Bharti, George Faught) and shareholders	-	0.0%
Black Iron Inc.	Directors (Bruce Humphrey, Pierre Pettigrew), officer (Stan Bharti) and shareholders	397,720	1.6%
Brazil Potash Corp.*	Directors (Stan Bharti, Pierre Pettiger), officer (Ryan Ptolemy) and shareholders	2,775,763	11.0%
East Asia Minerals Ltd.	Director (David Stein) and shareholders	58,680	0.2%
Forbes Ram Holdings Inc.*	Director (Stan Bharti) and shareholders	4,754,286	18.8%
Indo Gold Limited *	Officer (Stan Bharti) and shareholders	800,000	3.2%
Legacy Platinum Inc.*	Officer (Richard Bishop) and shareholders	-	0.0%
Metal Prospecting AS *	Director (David Stein) and shareholders	-	0.0%
Portex Minerals Inc.	Officer (Richard Bishop) and shareholders	211,723	0.8%
Rodinia Lithium Inc.	Director (David Stein), officer (Ryan Ptolemy) and shareholders	607,698	2.4%
Scandinavian Metals Inc.*	Director (Stan Bharti) and shareholders	-	0.0%
Silver Bear Resources Inc.	Director (Stan Bharti) and shareholders	294,675	1.2%
Sulliden Mining Capital Inc.	Directors (Stan Bharti, George Faught, Pierre Pettigrew, Bruce Humphrey) and shareholders	656,460	2.6%
Temujin Mining Corp.*	Directors (Stan Bharti, David Stein) and shareholders	-	0.0%
Valencia Ventures Inc.	Director (Bernard Wilson) and shareholders	-	0.0%
Wolf Resource Development Corp.	Director (George Faught) and shareholders	59,900	0.2%
Total of 23 other investments	Shareholders/warrant holders	14,665,881	57.7%
Total Investments - October 31, 2014		\$ 25,347,421	100.0%

* Private company

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

12. Related party disclosures (continued)

Investment	Nature of relationship	Estimated Fair value	% of FV
Arena Minerals Inc. **	Director (Bruce Humphrey), officer (Ryan Ptolemy) and shareholders	\$ 150,228	0.4%
Amazon Potash Corporation *	Directors (Stan Bharti, George Faught) and shareholders	-	0.0%
Black Iron Inc.	Directors (Bruce Humphrey, Pierre Pettigrew), officer (Stan Bharti) and shareholders	1,038,960	2.5%
Brazil Potash Corp.*	Directors (Stan Bharti, Pierre Pettigrew), officer (Ryan Ptolemy) and shareholders	4,594,598	11.2%
Coastal Gold Corp.	Former director (Michael Hoffman) and shareholders	67,682	0.2%
East Asia Minerals Ltd.	Director (David Stein) and shareholders	416,000	1.0%
Forbes & Manhattan (Coal) Corp.	Directors (Stan Bharti, Bernard Wilson) and shareholders	309,741	0.8%
Forbes Ram Holdings Inc.*	Director (Stan Bharti) and shareholders	8,000,000	19.6%
Indo Gold Limited *	Officer (Stan Bharti) and shareholders	1,458,000	3.6%
Legacy Platinum Inc.*	Officer (Richard Bishop) and shareholders	492,100	1.2%
Metal Prospecting AS *	Director (David Stein) and shareholders	85,990	0.2%
Portex Minerals Inc.	Officer (Richard Bishop) and shareholders	1,062,466	2.6%
Rodinia Lithium Inc.	Director (David Stein), officer (Ryan Ptolemy) and shareholders	3,198,917	7.8%
Scandinavian Metals Inc. *	Director (Stan Bharti) and shareholders	-	0.0%
Silver Bear Resources Inc.	Director (Stan Bharti) and shareholders	854,671	2.1%
Sulliden Gold Corporation Ltd.	Directors (Stan Bharti, George Faught, Pierre Pettigrew, Bruce Humpl and shareholders	11,020,000	27.0%
Valencia Ventures Inc.	Director (Bernard Wilson) and shareholders	-	0.0%
Wolf Resource Development Corp.***	Director (George Faught) and shareholders	131,381	0.3%
Total of 19 other investments	Shareholders/warrant holders	7,983,116	19.5%
Total Investments - January 31, 2014		\$ 40,863,850	100.0%

* Private company

** Formerly Antofagasta Gold Inc.

*** Formerly Ferro Iron Ore Corp.

The Company has a diversified base of investors. There were no shareholders who each held more than 10% of the Company's common shares.

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

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12. Related party disclosures (continued)

	Loans provided to related parties		Loans provided to related parties		Loans receivable from related parties	
	Three months ended October 31,		Nine months ended October 31,		As at October 31, As at January 31,	
	2014	2013	2014	2013	2014	2014
Coastal Gold Corp.***	\$ -	\$ -	\$ -	\$ 118,650	\$ -	\$ 118,650
Forbes & Manhattan Inc.	\$ -	\$ 500,000	\$ -	\$ 500,000	\$ -	\$ -
Forbes Royalty Corporation**	\$ 61	\$ 333,520	\$ 33,195	\$ 333,520	\$ -	\$ 348,940
Legacy Platinum Corp.(*)(**)	\$ 108,960	\$ 200,000	\$ 272,625	\$ 253,022	\$ -	\$ 1,909,092
Metal Prospecting AS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 212,520
Rodinia Lithium Inc.	\$ -	\$ 300,000	\$ -	\$ 700,000	\$ -	\$ 943,379
Scandinavian Metals Inc.**	\$ -	\$ (90,000)	\$ -	\$ -	\$ -	\$ -
Silver Bear Resources Inc.	\$ -	\$ -	\$ -	\$ 400,000	\$ -	\$ -
Temujin Mining Corp.**	\$ -	\$ 13,184	\$ 18,600	\$ 157,105	\$ -	\$ -
	\$ 109,021	\$ 1,256,704	\$ 324,420	\$ 2,462,297	\$ -	\$ 3,532,581

* loan receivable includes capitalized interest

** loan written off during period-end October 31, 2014 and/or January 31, 2014

*** no longer a related party

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

	Interest and dividend income earned		Interest and dividend income earned		Interest and dividend receivable	
	from related parties		from related parties		from related parties	
	Three months ended October 31,		Nine months ended October 31,		As at October 31, As at January 31,	
	2014	2013	2014	2013	2014	2014
Coastal Gold Corp.***	\$ -	\$ 2,991	\$ -	\$ 6,632	\$ -	\$ 9,622
Forbes & Manhattan Inc.	\$ -	\$ 5,068	\$ -	\$ 5,068	\$ -	\$ -
Forbes Royalty Corporation**	\$ -	\$ 4,643	\$ 17,740	\$ 4,643	\$ -	\$ 13,054
Legacy Platinum Corp.(*)(**)	\$ -	\$ 62,611	\$ 101,456	\$ 127,579	\$ -	\$ 37,610
Metal Prospecting AS	\$ -	\$ 10,205	\$ 6,071	\$ 31,295	\$ -	\$ 13,414
Potash Atlantico Corp.	\$ -	\$ 183,889	\$ -	\$ 183,889	\$ -	\$ -
Rodinia Lithium Inc.(*)	\$ -	\$ 76,604	\$ 47,192	\$ 230,806	\$ -	\$ 8,012
Silver Bear Resources Inc.	\$ -	\$ 20,000	\$ -	\$ 60,000	\$ -	\$ -
Temujin Mining Corp.**	\$ -	\$ 41,746	\$ -	\$ 117,215	\$ -	\$ -
	\$ -	\$ 407,757	\$ 172,459	\$ 767,127	\$ -	\$ 81,712

* overdue interest was capitalized to loan receivable

** interest/dividend written off during period-end October 31, 2014 and/or January 31, 2014

*** no longer a related party

Compensation of key management personnel of the Company

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

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

The remuneration of directors and other members of key management personnel during the three and nine months ended October 31, 2014 and 2013 were as follows:

ABERDEEN INTERNATIONAL INC.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)

October 31, 2014 and 2013

(Expressed in Canadian dollars unless otherwise noted)

12. Related party disclosures (continued)

	Three months ended October 31,		Nine months ended October 31,	
	2014	2013	2014	2013
Short-term benefits*	\$ 317,500	\$ 281,167	\$ 952,500	\$ 990,167
Share-based payments	\$ 15,000	\$ 34,000	\$ 459,665	\$ 419,000
	<u>\$ 332,500</u>	<u>\$ 315,167</u>	<u>\$ 1,412,165</u>	<u>\$ 1,409,167</u>

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

13. Commitments and contingencies

Management contracts

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately \$960,000 (January 31, 2014 - \$1,200,000) ranging from 30 days to 12 months and additional contingent payments of up to approximately \$6,700,000 (January 31, 2014 - \$12,200,000) upon the occurrence of a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these condensed interim consolidated financial statements.

Tax positions

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

Strategic advisor

The Company engaged a strategic advisor to provide the Company with advice regarding potential strategic financing alternatives. The Company paid the strategic advisor \$500,000 with \$250,000 paid on May 23, 2013 and \$250,000 paid on November 30, 2013. In addition, the Company will pay the strategic advisor a monthly retainer at the end of each month starting December 23, 2013 if the agreement is not terminated at the Company's option. In addition, the Company is committed to paying success fees to the strategic advisor on the occurrence of certain successful events.

14. Subsequent events

Shares for debt settlement - see Note 5 Loans receivable for detail.

On November 24, 2014, the Company closed its previously announced non-brokered private placement financing of 10,000,000 units of the Company at a price of \$0.20 per unit for gross proceeds of \$2,000,000. Each unit consist of one common share of the Company and one common share purchase warrant entitling the holder to acquire a common share at a price of \$0.30 until November 24, 2019. Insiders have subscribed for approximately 19.1% of the financing, which equals \$382,000. Each insider has only participated for their pro rata shareholding percentage and thus no insider will increase their percentage interest in the Company as a result of this financing. The common shares, warrants and shares underlying the warrants will be subject to a four month and one day statutory hold period.