

ABERDEEN INTERNATIONAL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Six Months Ended July 31, 2009

(All amounts stated in Canadian dollars, unless otherwise indicated)

The quarterly report, including this Management's Discussion & Analysis ("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 Annual Information Form ("AIF") of the Company filed on April 30, 2009, 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 Simmer and Jack royalty, the dispute with Simmer and Jack over the interpretation of the Convertible Royalty Loan Agreement, information disclosed by Simmer and Jack regarding the properties and their 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.

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Management's Discussion and Analysis of financial condition and results of operations for the three and six months ended July 31, 2009

This discussion and analysis of the operations, results and financial condition of Aberdeen International Inc. ("Aberdeen", or the "Company") for the three and six months July 31, 2009 should be read in conjunction with the related interim unaudited financial statements and the annual audited financial statements for the year ended January 31, 2009, including the notes thereto. A detailed summary of the Company's significant accounting policies is included in Note 2 of the Company's audited annual financial statements for the year ended January 31, 2009, which have been consistently applied. The interim unaudited financial statements and related notes of Aberdeen have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Additional information, including our AIF dated April 30, 2009 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 September 4, 2009.

On January 30, 2008, Aberdeen's common shares and the share purchase warrants issued in June 2007 began trading on the Toronto Stock Exchange ("TSX") under the symbols AAB and AAB.WT, respectively. Prior to that date, the Company's common shares and share purchase warrants traded on the TSX Venture Exchange under the symbol AAB.

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

Aberdeen provides valued-added managerial and board advisory services to these companies. The Company's intention is to optimize the return on its investments over an 18 to 24 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 officer 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 bank in July 2007. As at July 31, 2009, the portfolio had investments in 29 companies and had an estimated fair market value of \$44,852,632 (cost - \$53,369,752).

During the second half of Aberdeen's prior fiscal year, the lack of credit and growing concerns of a global recession negatively impacted commodity prices, driving down equity prices for stocks in the resource sector. This adversely affected the fair market value of Aberdeen's portfolio investments. During the first half of fiscal 2010, the fair market value of the Company's investments have experienced a meaningful recovery and with minimal debt on its balance sheet, the Company is well positioned to deal with the current downturn and management believes that the fundamentals of the investment portfolio will still bring value appreciation when growth returns to the global economy.

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SIGNIFICANT DEVELOPMENTS

Investments

As at July 31, 2009, the Company held portfolio investments with an estimated fair market value of \$44,852,632 and a cost base of \$53,369,752 for a cumulative unrealized loss of \$8,517,120. Investments consisted of the following:

Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Allana Resources Inc.	(i,ii)	6,750,000 common shares 2,000,000 warrants expire June 16, 2011 2,375,000 warrants expire May 22, 2011	\$ 1,220,000	\$ 1,878,488	4.2%
Amazon Potash Corp.**	(iii)	2,560,000 common shares	2,500,000	1,300,000	2.9%
Apogee Minerals Ltd.	(i,ii,iii)	7,350,000 common shares 5,000,000 warrants expire May 23, 2010 1,750,000 warrants expire April 30, 2011	2,141,000	431,895	10%
Auger Resources Ltd.**	(ii,iii)	2,000,000 common shares 1,000,000 warrants expire Sept 16, 2010	1,000,000	500,000	1.1%
Avion Gold Corp.	(i,ii,iii)	7,818,700 common shares 2,818,700 warrants expire October 12, 2009 2,500,000 warrants expire May 5, 2011 2,000,000 warrants expire Sept 30, 2009	3,216,114	3,283,301	7.3%
Cash Minerals Ltd.	(iii)	3,600,000 common shares 3,600,000 warrants expire July 2, 2010	900,000	169,560	0.4%
Castillian Resources Corp.	(iii)	2,500,000 common shares	1,075,000	162,500	0.4%
Consolidated Thompson Iron Mines Ltd.	(iii)	692,200 common shares 500,000 warrants expire January 10, 2010	6,343,413	3,316,764	7.4%
Crocodile Gold Inc.**	(i,ii,iii)	7,500,000 common shares 2,500,000 warrants expire June 16, 2012	4,000,000	4,000,000	8.9%
Crowflight Minerals Inc.	(iii)	5,000,000 common shares 1,470,612 warrants expire April 30, 2011	2,574,047	1,405,748	3.1%
Dacha Capital Inc.	(i,ii,iii)	2,501,551 common shares 2,501,551 common shares expire June 16, 2014 ***	825,512	3,435,380	7.7%
Franc-Or Resources Corp.	(i,ii,iii)	8,750,000 common shares 2,000,000 warrants expire June 6, 2011 6,750,000 warrants expire July 9, 2011	875,000	1,011,175	2.3%
Kria Resources Inc.	(ii,iii)	2,750,000 common shares 375,000 warrants expire November 19, 2009 1,000,000 warrants expire June 9, 2010 50,000 warrants expire June 16, 2010	2,750,000	781,613	17%
Largo Resources Inc.	(iii)	650,000 common shares	551,000	378,417	0.8%
Longford Energy Inc.	(i,ii,iii)	5,250,896 common shares 3,296,296 warrants expire February 28, 2010 1,000,000 warrants expire June 5, 2011	2,482,502	3,108,753	6.9%
Russo-Forest Corporation**	(ii,iii)	6,625,000 common shares 4,000,000 warrants expire January 25, 2013	2,274,565	1,137,283	2.5%
Scandinavian Metals Inc**	(ii,iii)	2,000,000 common shares 1,000,000 warrants expire Sept 12, 2010	1,000,000	500,000	1.1%
Stetson Oil & Gas Ltd.	(i,ii,iii)	10,000,000 common shares 10,000,000 preferred shares 10,000,000 warrants expire Sept 17, 2010	2,000,000	1,561,000	3.5%
Sulliden Exploration Inc.	(i,ii,iii)	9,891,303 common shares 769,231 warrants expire April 23, 2011	4,244,235	6,713,347	15.0%
U-308 Corp.	(i,ii)	2,550,100 common shares	3,888,495	892,535	2.0%
Vast Exploration Inc.	(iii)	2,000,000 common shares 2,050,000 warrants expire June 12, 2010 1,000,000 warrants expire June 12, 2010	1,262,284	1,383,520	3.1%
Total of 8 other investments	(iv)		6,246,585	7,501,353	16.8%
Total investments			\$ 53,369,752	\$ 44,852,632	100.0%

* Formerly named Central Sun Mining Inc.

** Private company

*** Exercise price at \$0.42 till June 16, 2012, \$0.50 after June 16, 2012

- (i) The Company has issued a Section 101 report under the Ontario Securities Act for these investments.
- (ii) The Company owns, on a partially diluted basis, at least a 10% interest in the company as at July 31, 2009.
- (iii) A director and/or officer or 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 July 31, 2009. Directors and officers may hold investments personally.

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As at January 31, 2009, the Company held portfolio investments with an estimated fair market value of \$30,556,121 and a cost base of \$54,265,625 for a cumulative unrealized loss of \$23,709,504. Investments, as at January 31, 2009, consisted of the following:

Issuer	Note	Security description	Cost	Estimated Fair value	% of (FV)
Allana Resources Inc.	(i,ii,iii)	4,750,000 common shares			
		2,375,000 warrants expire June 16, 2010	\$ 950,000	\$ 541,738	1.8%
Amazon Potash Corp.**	(iii)	2,500,000 common shares	2,500,000	1,250,000	4.1%
Apogee Minerals Ltd.	(iii)	5,000,000 common shares			
		5,000,000 warrants expire May 23, 2010	2,000,000	294,500	1.0%
Auger Resources Ltd.**	(iii)	2,000,000 common shares			
		1,000,000 warrants expire Sept 16, 2010	1,000,000	500,000	1.6%
Avion Resources Corp.	(i,ii,iii)	7,818,700 common shares			
		2,818,700 warrants expire October 12, 2009			
		1,500,000 warrants expire July 31, 2010			
		2,500,000 warrants expire May 5, 2010			
		2,000,000 warrants expire Sept 30, 2009	3,432,114	2,062,575	6.8%
Cash Minerals Ltd.	(iii)	3,600,000 common shares			
		3,600,000 warrants expire July 2, 2010	900,000	228,600	0.7%
Castillian Resources Corp.	(iii)	2,500,000 common shares	1,075,000	125,000	0.4%
Central Sun Mining Inc.*	(i,ii,iii)	6,619,000 common shares			
		3,309,500 warrants expire October 22, 2010	6,949,950	7,341,464	24.0%
Consolidated Thompson Iron Mines Ltd.	(iii)	692,200 common shares			
		500,000 warrants expire January 10, 2010	6,343,413	1,074,796	3.5%
Crowflight Minerals Inc.	(iii)	5,000,000 common shares	3,068,200	1,000,000	3.3%
Franc-Or Resources Corp.	(i,ii,iii)	8,750,000 common shares			
		2,000,000 warrants expire June 6, 2011			
		6,750,000 warrants expire July 9, 2011	875,000	489,775	1.6%
Kria Resources Inc.**	(iii)	2,750,000 common shares			
		375,000 warrants expire November 19, 2009			
		1,000,000 warrants expire June 9, 2010	2,750,000	1,375,000	4.5%
Largo Resources Inc.	(iii)	650,000 common shares	351,000	42,250	0.1%
Longford Energy Inc.	(i,ii,iii)	5,250,896 common shares			
		3,296,296 warrants expire February 28, 2010			
		1,000,000 warrants expire July 10, 2010	2,482,502	1,336,506	4.4%
Russo-Forest Corporation**	(ii,iii)	6,625,000 common shares			
		4,000,000 warrants expire January 25, 2013	2,274,565	1,137,283	3.7%
Scandinavian Metals Inc**	(ii,iii)	2,000,000 common shares			
		1,000,000 warrants expire Sept 12, 2010	1,000,000	500,000	1.6%
Stetson Oil & Gas Ltd.	(iii)	10,000,000 common shares			
		10,000,000 preferred shares			
		10,000,000 warrants expire Sept 17, 2010	2,000,000	1,136,000	3.7%
Sulliden Exploration Inc.	(iii)	9,526,072 common shares	3,910,060	6,477,729	21.2%
U-308 Corp.	(i,ii)	2,644,600 common shares	4,032,592	885,941	2.9%
Vast Exploration Inc.	(iii)	4,100,000 common shares			
		2,050,000 warrants expire June 12, 2010	2,460,000	626,480	2.1%
Total of 7 other investments	(iv)		3,911,229	2,130,484	7.0%
Total investments			\$ 54,265,625	\$ 30,556,121	100.0%

* Formerly named Glencairn Gold Corporation.

** Private company

- (i) The Company has issued a Section 101 report under the Ontario Securities Act for these investments.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the company as at January 31, 2009.
(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, 2009. Directors and officers may hold investments personally

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During the three months ended July 31, 2009, the Company spent \$5,868,562 on portfolio investments and disposed investments with a cost base of \$6,395,324, receiving proceeds of \$5,637,801 for a realized loss of \$757,523. Significant investments included: an additional investment in Crocodile Gold Inc. a private company, which has recently acquired past producing gold assets in Australia; an additional investment in Vast Exploration Inc., a publicly traded oil and gas company whose principal asset is in the Kurdistan region of Iraq; and, Dacha Capital Inc., a publicly traded venture capital business based in Quebec.

Along with the broader market in general, the resource sector experienced a sharp downturn during the prior fiscal year. The Company's portfolio investments recorded an unrealized loss of \$32,628,522 for the year ended January 31, 2009, leaving an aggregate unrealized loss, as at January 31, 2009, of \$23,709,504. During the six month ended July 31, 2009, the fair market value of the Company's investment portfolio experienced an unrealized gain of \$15,192,385.

Equity Accounted Investment

As at July 31, 2009, the Company held an equity accounted investment, Tucano Exploration Inc. ("Tucano"). The ownership in Tucano consisted of 4,000,000 shares which represented an equity interest of 36.7%. The following is a schedule of the equity accounted investment as at July 31, 2009 and January 31, 2009:

	July 31, 2009	January 31, 2009
Equity accounted investment – carrying value – beginning of period	\$ 1,924,387	\$ 2,000,000
Loss on equity investment	(30,354)	(75,613)
Equity accounted investment – carrying value – end of period	\$ 1,894,034	\$ 1,924,387

Loans Receivable

Russo-Forest Corporation

On August 19, 2008, the Company entered into a short-term loan agreement with Russo-Forest Corporation ("Russo-Forest"), a privately held company with timber operations in the Russian northwest. The Company loaned Russo-Forest \$500,000 which was repayable on or before August 18, 2009 with interest payable on maturity at an annual rate of 15%. The loan is secured against all of the assets of Russo-Forest and its subsidiaries.

On November 10, 2008, the Company entered into a second short-term loan agreement whereby the Company loaned US\$100,000 (\$122,470) to Russo-Forest. The loan was repayable on or before June 30, 2009 with interest payable on maturity at an annual rate of 15%. The agreement also provides Aberdeen with the right to convert the loan into shares of Russo-Forest at a rate of \$0.12 per share. The loan is secured against all of the assets of Russo-Forest and its subsidiaries.

In April and June 2009, the Company advanced a further US\$250,000 (\$308,955) and US\$100,000 (\$111,460), respectively, to Russo-Forest under similar terms as the second short-term loan agreement described above with a maturity date of June 30, 2009. Aberdeen received an advisory service fee of US\$26,000 (\$32,131) on the loan of US\$250,000 in April 2009.

As of July 31, 2009, the Company had total loans outstanding to Russo-Forest of US\$450,000 and \$500,000. The US\$450,000 short-term loan, due June 30, 2009, was still outstanding at July 31, 2009. Interest charged on the outstanding US dollar short-term loan subsequent to June 30, 2009 was increased from 15% to 17% per annum as provided for in the loan agreement. The loan outstanding for \$500,000 was repayable on or before August 18, 2009. Subsequent to July 31, 2009, the Company agreed to extend the term of both loans until September 30, 2009.

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On February 2, 2009, it was announced that Russo-Forest had entered into an acquisition agreement with Nyah Resources Corp. ("Nyah"), a junior resource company traded on the TSX Venture exchange. Following the proposed acquisition, the current shareholders of Russo-Forest would hold approximately 80% of the combined company and the current Nyah shareholders would hold approximately 20%. A vote by Nyah's shareholders to approve the agreement is scheduled to be held on October 8, 2009.

A director of Aberdeen also holds a position as director in Russo-Forest. A director and an officer of Aberdeen also hold a director and an officer position in Nyah. Aberdeen officers and directors may hold investments personally in Russo-Forest and Nyah.

Avion Gold Corp.

On March 20, 2008, the Company entered into a short-term loan agreement with Avion Gold Corporation ("Avion"). The Company loaned Avion US\$1,000,000 (\$1,009,500) which was repayable on or before September 30, 2008 with interest payable monthly commencing April 30, 2008 at an annual rate of 10%. In addition, Avion provided, as consideration, 250,000 warrants with an exercise price of \$0.38 per common share and an expiry date of September 30, 2008. The grant date fair value of the warrants was estimated to be \$36,100 which was applied against the carrying value of the loan receivable and was recognized as income over the term of the loan. The estimated grant date fair value was calculated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 98.5%; risk-free interest rate of 2.73%; and an expected life of five months. The loan agreement provided for a general security agreement in Aberdeen's favour against the loan.

Avion did not repay the loan by September 30, 2008. Following discussions between Aberdeen and Avion, Aberdeen agreed to extend the term of the loan to September 30, 2009. In conjunction with the extension of the loan, it was agreed that the principal owing upon maturity shall increase by 30% for each US\$100 incremental increase in the price of gold above US\$900, based on the twelve month average of the London PM fix, to be calculated on a monthly, pro-rated basis, beginning on October 1, 2008. The value to this embedded derivative was estimated to be a nominal amount at the date of issue and subsequent period ends and therefore no value was attached to this derivative in the financial statements. Interest at a rate of 10% per year accrued. As additional consideration for the extension of the loan, Avion issued 2,000,000 share purchase warrants to Aberdeen, with each share purchase warrant entitling Aberdeen to purchase one common share at a price of \$0.20 per share for a period of one year from September 30, 2008. The grant date fair value of the warrants was estimated to be \$96,000, which was applied against the carrying value of the loan receivable to be recognized as income over the remaining term of the loan. The fair value was calculated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 93.7%; risk-free interest rate of 2.93%; and an expected life of one year.

The 250,000 Avion share purchase warrants issued to Aberdeen in March 2008 in connection with the loan expired unexercised. Avion also agreed to pay Aberdeen an extension fee in the amount of US\$50,000 (\$62,285) of which US\$25,000 (\$30,413) was paid on October 31, 2008 and US\$25,000 (\$31,872) was paid on March 6, 2009. The loan was secured against the assets of Avion and in a senior position.

As part of the sale of Ethiopian property rights to Avion, completed during the year ended January 31, 2008, deferred payments were payable to the Company by Avion, as outlined below under "Sale of Mineral Property – Ethiopia". The payment of \$750,000, due on June 30, 2008, was not received by the Company. Following discussions between Aberdeen and Avion, the \$750,000 was added to the existing US\$1,000,000 loan. In addition, the payment of \$1,000,000 due on December 31, 2008 was also not received by the Company. At the year ended January 31, 2009, Avion had aggregate loans outstanding payable to Aberdeen of \$1,750,000 and US\$1,000,000, plus accrued interest.

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In May 2009, following discussions between Avion and the Company, Avion repaid all of its outstanding loans to Aberdeen through a cash payment of \$1,550,000, plus accrued interest of \$38,004, and the assignment of the rights to a secured note receivable from Amazon Potash Corp. ("Amazon Potash") for US\$1,250,000. Amazon Potash is a private company with potash properties in Brazil. The note receivable was due June 30, 2009 with an annual interest rate of 12%, calculated monthly and payable upon maturity. In addition, the note agreement provides Aberdeen with the option to convert the principal, in whole or in part, into common shares of Amazon Potash on or before June 30, 2009 at \$1.00 per share. The secured note receivable was recorded on Aberdeen's books at a discounted value of US\$1,170,488 (\$1,373,100) against a face value of US\$1,250,000 and no gain or loss was recorded on the retirement of loans outstanding from Avion to the Company in exchange for cash and the Amazon Potash secured note receivable.

On May 27, 2009, the Company loaned an additional US\$250,000 that was added to the existing secured note receivable from Amazon Potash. As consideration, the Company received a US\$25,000 advisory service fee and 100,000 shares of Amazon Potash. Interest receivable accrued between assuming the secured note receivable on May 6, 2009 and May 27, 2009, totalling US\$8,630, together with the advisory fee, were capitalized as part of the loan. Amazon Potash did not repay the loan on the June 30, 2009 due date and at July 31, 2009, carrying value of the secured note receivable was US\$1,495,590 (\$1,611,499), excluding accrued interest.

Subsequent to July 31, 2009, the Company and Amazon Potash agreed to terms extending the secured note receivable to September 30, 2009. As consideration for extending the note receivable the Company received US\$25,000 and an additional 50,000 Amazon Potash shares.

On March 19, 2009, Avion announced that it had entered into a definitive agreement with Dynamite Resources Ltd. ("Dynamite") whereby Avion would issue Avion common shares to acquire all of the issued and outstanding Dynamite common shares at an exchange ratio of 0.75 Avion common shares for each Dynamite common share. On May 6, 2009, Avion announced that following a vote by Dynamite shareholders and receiving regulatory and court approvals, the acquisition of Dynamite had been completed.

Directors of Aberdeen hold director positions in Avion, and Aberdeen officers and directors may hold investments personally. Directors of Aberdeen hold a director and officer position in Amazon Potash and held director positions in Dynamite. Aberdeen officers and directors also may hold, or have held, investments personally in Amazon Potash and Dynamite.

Kria Resources Inc.

In June 2009, the Company entered into a secured debenture agreement with Kria Resources Inc. ("Kria Resources") to loan up to \$600,000, with any amounts drawn being due and payable on December 31, 2010 and shall be subject to interest at a rate of 10% per annum. Kria Resources is a base metals exploration and development company whose properties include the Ruttan copper-zinc sulphide project in Manitoba and the Halfmile Lake and Stratmat properties in New Brunswick. In July 2009, Kria Resources completed a reverse take-over of Beartooth Platinum Corporation ("Beartooth") and began trading on the TSX Venture Exchange under Kria Resources Inc. Consideration provided to the Company by Kria Resources for entering into the secured debenture agreement included a \$25,000 fee plus up to 250,000 share purchase warrants, of which 50,000 have been issued, with each share purchase warrant entitling Aberdeen to purchase one common share for a period of one year from the date of grant. The grant date fair value of the warrants issued was determined to be nominal and no value was recorded. The \$25,000 fee was recorded as deferred revenue and will be recognized as income over the term of the agreement.

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Directors of Aberdeen serve as a director and officer in Kria Resources. Also, a director of Aberdeen served as a director of Beartooth.

Largo Resources Inc.

On April 30, 2008, the Company entered into a short-term loan agreement with Largo Resources Inc. ("Largo"). The Company loaned Largo US\$4,500,000 (\$4,535,100), repayable on or before June 30, 2008 with interest payable monthly at a rate of 1% per month. This loan was extendible to November 1, 2008 with the payment of a US\$100,000 extension fee. In addition, Largo provided US\$250,000 (\$254,650) cash and 650,000 common shares in Largo as consideration to the Company. The fair value of these shares at the date of issue was estimated to be \$351,000 based on the closing price of Largo's common shares on April 30, 2008. The cash payment along with the issue date fair value of the shares was applied against the carrying value of the loan receivable and was recognized as income over the term of the loan. The principal of the loan plus interest, totalling US\$4,566,575 (\$4,603,583), was fully repaid on June 20, 2008. Directors of Aberdeen also hold director positions in Largo and Aberdeen officers and directors may hold investments in Largo personally.

Other

At January 31, 2009, loans receivable also included a \$557,550 demand note. In March 2009, the Company received an investment in payment of the demand note, which was unsecured, non-interest bearing and due on demand.

Simmer and Jack Royalty and Loan

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

Valuation Following Simmers Shareholder Vote to Deny Equity Conversion Request

The loan also had an option that allowed Aberdeen to call for its conversion into equity of Simmers at ZAR 0.80 per share at any time from January 1, 2007 to December 31, 2008, subject to Simmers shareholders' approval. On October 16, 2008, the Company called for conversion to equity and a shareholder vote was held on February 16, 2009, where the Simmers' shareholders voted against the conversion as unanimously recommended by Simmers' board of directors. As a result, it is Aberdeen's position that the US\$10,000,000 loan was due, as of its maturity date of December 31, 2008, and Aberdeen was entitled to a 1% life of mine NSR on the gold produced on the underlying assets, beginning October 16, 2008. In addition, it is the Company's position that a payment of \$1,623,586 is due from Simmers which is the graduated royalty calculated at a rate of 4.75% on the gold produced between October 16, 2008 and December 31, 2008, the maturity date of the loan, in addition to the 1% life of mine NSR royalty on gold produced starting October 16, 2008.

However, it is Simmers' position that the request for conversion into equity has caused the loan facility to terminate, ending the remaining graduated royalty payment and forfeiting repayment on the US\$10,000,000 principal and remaining interest payments. Accordingly, Simmers' management contends that the shareholder vote to deny the conversion request has resulted in Aberdeen receiving only the 1% NSR, but not the US\$10,000,000 principal.

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Aberdeen's balance sheet, as at July 31, 2009, reflects Aberdeen's interpretation of the agreement. As a result, the US\$10,000,000 (\$10,775,000) loan is recorded as still outstanding at July 31, 2009 and continues to be outstanding subsequent to the end of the quarter.

Management's interpretation is that, pursuant to section 2.6 of the Convertible Royalty Loan Agreement (the "Agreement"), the graduated royalty is calculated on production until December 31, 2008, notwithstanding Aberdeen's request for conversion. In addition, pursuant to section 2.10 of the Agreement, if the Simmers shareholders do not approve the loan conversion the 1% NSR would be in addition to the repayment of the US\$10,000,000 principal and, pursuant to section 2.4 of the Agreement, the principal is repayable in cash until shareholders approve the equity conversion. Aberdeen intends to aggressively contest any alternative interpretation of the Agreement. The Company provided Simmers' management and directors with a demand letter and a letter from Aberdeen's legal counsel outlining Aberdeen's interpretation of the Agreement in advance of the February 16, 2009 Simmers shareholder meeting. Aberdeen also filed the Agreement between the Company and Simmers on SEDAR (www.sedar.com) under the Company's profile. Following the vote by Simmers' shareholder not to allow for the conversion, the Company provided Simmers' board and management with a letter reiterating Aberdeen understanding of Simmers' obligations under the Agreement. Aberdeen was told by Simmers' board and management that their position regarding the agreement, as described above, had not changed. As a result, the Company has engaged a leading South African law firm and in July 2009 filed a claim against Simmers and First Uranium to recover the outstanding US\$10,000,000 principal and balance payable on the graduated gold royalty from the fourth quarter of calendar 2008. The aggregate amount of damages claimed by the Company is approximately US\$11,400,000. Aberdeen firmly believes that its interpretation of the Agreement is correct and expects to realize the values attached to the royalty and loan on the balance sheet as of July 31, 2009. The description of the Agreement herein is subject to, and qualified in all respects by, the provisions of the Agreement.

In connection with the Agreement, Aberdeen holds a notarial special covering bond in the amount of US\$10,000,000 plus ZAR5,000,000 (\$690,000) over the assets of the North Plant on Simmers' greater Buffels property.

Aberdeen's balance sheet, as at July 31, 2009, reflects the Simmers shareholders' February 16, 2009 vote to deny the conversion requested by Aberdeen, along with the Company's interpretation of the Agreement. At July 31, 2009, the Simmers loan was carried at US\$10,000,000 (\$10,775,000), excluding accrued interest, based on a US/Cdn dollar foreign exchange rate of 1.0775. The estimated fair value of the royalty was US\$32,491,685 (\$35,009,791) (January 31, 2009 – US\$33,544,527 (\$41,473,802)), excluding royalty receivables. The estimated fair value is recorded on the balance sheet as follows:

	<u>July 31, 2009</u>	<u>January 31, 2009</u>
Loan – Simmer and Jack Mines, Limited	<u>\$10,775,000</u>	<u>\$12,364,000</u>
Royalty		
<u>Current</u>		
Simmers	1,187,797	1,253,710
First Uranium	1,191,288	1,410,732
<u>Long-term</u>		
Simmers	22,854,856	27,024,799
First Uranium	<u>9,775,850</u>	<u>11,784,561</u>
Royalty total	<u>35,009,791</u>	<u>41,473,802</u>
Total	<u>\$45,784,791</u>	<u>\$53,837,802</u>

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Aberdeen carries the Simmers loan and Simmers and First Uranium royalty on the balance sheet at its estimated fair value with the movement between periods being charged to the statement of operations. The US\$10,000,000 Simmers loan is carried at the July 31, 2009 Cdn/US exchange rate of 1.0775 (January 31, 2009 – 1.2364). The estimated fair value of the royalty is based on a discounted cash flow analysis of expected cash flow from the 1% NSR, with the key assumptions being: 1) life of mines and gold production estimates as per Simmers and First Uranium; 2) US\$850 gold price through fiscal 2010, and US\$700 thereafter; and, 3) 5% discount rate. The same key assumptions were used in determining the fair value of the royalty as of January 31, 2009.

In addition, at July 31, 2009, the Company had receivables from Simmers and First Uranium totaling \$1,700,241. This included \$1,414,926 related to the graduated royalty between October 16, 2008 and December 31, 2008 and \$56,672, which related to the interest receivable on the US\$10,000,000 loan between October 16, 2008 and December 31, 2008. It is Simmers' contention that these amounts are not due.

Simmers' Buffels Mine

Simmers produced 29,571 ounces of gold from its South African Buffels mine in the second calendar quarter of 2010, compared with 28,076 ounces of gold in the comparative period. Production from the Simmers' Buffels mine provided the Company with gold royalty revenue of \$305,281 for the three month period July 31, 2009. During the three months ended July 31, 2008, royalty revenue from the Buffels mine was \$1,411,453. During the six months ended July 31, 2009, the Simmers' Buffels mine provided the Company with gold royalty revenue of \$629,302, compared to \$2,556,789 during the six months ended July 31, 2008. Production from the Buffels mine during the current quarter was subject to the 1% NSR, versus a 4.75% rate on the graduated royalty in the comparative period.

First Uranium Mine Waste Solutions Tailings Recovery Operation

In December 2007, in addition to the royalty on Simmers' Buffels mine production, Aberdeen began receiving a gold royalty from the Mine Waste Solutions Tailings Recovery Operation ("MWS Tailings Dumps") owned by First Uranium Corporation ("First Uranium"). The MWS Tailings Dumps provide a gold and uranium resource of previously treated material. The mineral resources contained in the MWS Tailings Dumps were reviewed in a technical report entitled, "Technical Report - Preliminary Assessment of the Buffelsfontein Project, Northwest Province, Republic of South Africa" dated November 8, 2006, prepared by R. Dennis Bergen, P.Eng. and Wayne Valliant, P.Geo. of Scott Wilson Roscoe Postle Associates Inc. (Scott Wilson RPA), each of whom is a qualified person under NI 43-101 and is independent of Aberdeen.

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 has announced plans to expand this gold plant and construct a new uranium plant. First Uranium's disclosed plan for the MWS Tailings Dumps is based on treating 1.8 million tonnes per month, producing an average 138,000 ounces of gold and 950,000 pounds of uranium per year over a 14-year mine life. Scott Wilson RPA estimated that a total of 1.9 million ounces of gold will be recovered from the tailings dumps.

These estimates were extracted from a NI 43-101 Technical Report entitled "Technical Report on the Mine Waste Solutions ("MWS") Tailings Recovery Project located near Stilfontein, North West Province, South Africa" dated March 31, 2008, prepared for First Uranium by Daniel van Heerden and N. Johan Odendaal of Minxcon, each of whom is a qualified person under NI 43-101 and is independent of Aberdeen.

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During the three months ended June 30, 2009, First Uranium produced 10,676 ounces of gold from treating the MWS Tailings Dumps, compared with 7,663 ounces in the comparative quarter in the previous calendar year. Production from the MWS Tailings Dumps during the current quarter was subject to the 1% NSR, versus the graduated royalty rate of 4.75% in the comparative period. As a result, the Company recorded royalty revenue of \$104,554 from the Buffels tailings dumps for the second quarter of fiscal 2010, versus \$408,221 for the second quarter of fiscal 2009. During the six months ended July 31, 2009, the MWS Tailings Dump provided the Company with gold royalty revenue of \$232,806, compared to \$773,362 during the six months ended July 31, 2008.

During the second quarter of 2008, First Uranium filed a new technical report for Mine Waste Solutions Tailings Recovery Project and released a new cash flow model dated April 18, 2008 for the Buffels Underground. The estimates presented in the new technical reports will result in an extended life of mine for the underground operation, averaging 294,000 ounces of gold production per year for the next 21 years. They also announced the implementation of the Mega-Float project using the North Plant to process broken low grade ore to recover approximately 35,000 ounces of gold for seven years over which Aberdeen would receive a 1% tail royalty. Simmers also announced its intention to explore the conversion of 35 million conceptual ounces of gold in the past producing Strathmore shaft by exploration drilling over the next six years. Simmers has stated the possibility of recovering 11.9 million ounces from the Strathmore project over its potential life of mine. At current gold prices, this would equate to approximately \$100 million of undiscounted cash flow to Aberdeen under the 1% NSR.

Right of First Refusal Litigation

The Agreement provides the Company with a right of first refusal on any future financings that Simmers completes on any of their properties. Under the agreement, the Company has 60 days to match financing terms provided by a third party to Simmers. During calendar 2007, Simmers completed a third party financing without providing the Company the right to match the terms offered. Following discussions with Simmers, which did not resolve the Company's concerns, Aberdeen initiated legal proceedings to claim damages caused by the breach of the agreement. On September 5, 2008, a lower court applied a narrow interpretation of the Agreement and found that the right of first refusal only applies to debt financing. Aberdeen believes a broader interpretation is appropriate and has requested and been granted leave to appeal to South Africa's Supreme Court of Appeal.

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Sale of Mineral Property - Ethiopia

During the year ended January 31, 2008, the Company completed the sale of the Ethiopian property rights it held to Avion. The Company obtained these Ethiopian property rights through an earn-in agreement with Ethio-Gibe Mining PLC (Ethio-Gibe). Aberdeen had earned 100% of the exclusive rights granted by the Ethiopian Government to Ethio-Gibe for consideration consisting of cash and shares payable over a five-year period. The terms of the agreement with Avion were as follows:

- (i) \$250,000 upon receipt of regulatory approval for the transaction (paid);
- (ii) \$750,000 on or before June 30, 2008 (not paid);
- (iii) \$1,000,000 on or before December 31, 2008 (not paid);
- (iv) 1.5% net smelter royalty in respect of the exploration licences;
- (v) 1,500,000 share purchase warrants of Avion exercisable at \$0.48 for 18 months; and
- (vi) Avion will assume Aberdeen's obligations to Ethio-Gibe for cash and share payments.

At January 31, 2008, the cash payments to be received from Avion, including the initial \$250,000, were recorded as a receivable at a discounted value of \$1,837,477 and the 1,500,000 warrants were estimated to have a fair value of \$216,000, for total consideration of \$2,053,477. The initial payment of \$250,000 under the agreement was received by the Company on February 14, 2008.

The agreement outlines that payments to be made by Avion subsequent to the initial \$250,000 shall be made in cash or common shares of Avion, upon the mutual agreement of both parties, with any common shares to be issued at a price equal to the volume weighted average trading price for the 30 days prior to the payment due date for Avion common shares. The payment of \$750,000 due on June 30, 2008 was not received by the Company. In December 2008, as outlined above under "Loans Receivable – Avion Gold Corp.", following discussions between Aberdeen and Avion, the \$750,000 was added to the existing US\$1,000,000 loan from Aberdeen to Avion that is due September 30, 2009.

The remaining \$1,000,000 payment due on December 31, 2008 was also not received by the Company. Subsequent to January 31, 2009, following discussions between Avion and the Company, Avion repaid all of its outstanding loans payable to Aberdeen through a cash payment and the assignment of a note receivable. Further details are provided above under the section entitled "Loans Receivable – Avion Gold Corp."

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Normal Course Issuer Bid

On February 3, 2009, the Company announced its intention to make a Normal Course Issuer Bid ("NCIB") to buy back its common shares through the facilities of the Exchange. During the year ended January 31, 2009, under a previous NCIB, the Company purchased and cancelled 8,056,334 shares at an average price of approximately \$0.32 per share. The stated value of these shares in the Company's shareholders' equity was \$4,067,042, or approximately \$0.50 per share. The difference between the cost to repurchase and the stated value of \$1,477,314 was allocated as an increase to contributed surplus (\$1,580,796) and a decrease to retained earnings (\$103,482).

The maximum number of common shares that may be purchased for cancellation pursuant to the most recently announced 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 73,707,006 common shares in the public float as at February 2, 2009, the maximum number of shares available for purchase and cancellation was 7,370,700.

Purchases under the NCIB were permitted to commence on February 5, 2009 and during the six months ended July 31, 2009, Aberdeen used \$1,782,057 to acquire 7,370,500 securities with a weighted average price of \$0.24 per share. The stated value of these shares in the Company's shareholders' equity was \$3,720,815, or approximately \$0.50 per share. The difference between the cost to repurchase and the stated value of \$1,938,758 was allocated as an increase to contributed surplus.

All purchases made pursuant to the NCIB were made in accordance with the rules of the TSX and at the market price of the common shares at the time of the acquisition. Aberdeen made no purchases of common shares other than open market purchases.

LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2009, the Company had working capital of \$66,435,820 and generated cash of \$710,207 and \$922,612 from its operating activities during the three and six months ended July 31, 2009, respectively. The working capital consisted largely of the estimated fair value of its portfolio investments and equity investment of \$46,746,666, loans receivable of \$13,371,374, receivables of \$3,394,849, cash and cash equivalents of \$1,340,802, current portion of the royalty of \$2,379,085 and a future income tax asset of \$941,000. This was partially offset by current liabilities of \$1,857,692, which included accounts payable and accrued liabilities of \$1,434,690 and \$400,000 that was due to brokers. At July 31, 2009, Aberdeen did not have any long-term debt.

RESULTS OF OPERATIONS

The net earnings for the quarter under review were \$479,753, compared to net income of \$1,419,719 for the comparative period. The earnings were largely from an unrealized gain on investments of \$7,897,304, royalty revenue of \$409,835, interest revenue of \$287,924 and advisory service fees of \$144,500, partially offset by an unrealized loss on the Simmers royalty and loan of \$5,565,563, realized losses on investments of \$757,523, general and administrative expense of \$1,249,950 and a foreign exchange loss of \$365,209.

During the comparative quarter, the net income was largely the result of royalty income and advisory service fees, partially offset by a net loss on investments and an unrealized loss on the Simmers royalty and loan.

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The net earnings for the six months ended July 31, 2009 were \$3,495,110, compared to \$13,422,153 in the comparative period. The earnings were largely from unrealized gains on investments, royalty income, interest income and advisory service fees, partially offset by an unrealized loss on the Simmers royalty and loan, realized losses on investments, general and administrative expense, a foreign exchange loss and an income tax provision.

The unrealized gain on investments of \$7,897,304 during the three months ended July 31, 2009 reflects a partial recovery of the investment portfolio following the poor performance of the portfolio, and equity markets in general, over the second half of the prior fiscal year. During the six months ended July 31, 2009, an unrealized gain of \$15,192,385 has been recorded. Share prices of junior resource companies, the sector in which the Company holds most of its investments, experienced a sharp downturn last year. At July 31, 2009, the Company's investment portfolio had an estimated fair market value of \$44,852,632 and a cost base of \$53,369,752. At January 31, 2009, the Company's investment portfolio had an estimated fair market value of \$30,556,121 and a cost base of \$54,265,625.

During the second fiscal quarter of 2009, the gold price averaged US\$922 per ounce and production from Simmers and First Uranium was approximately 40,000 ounces of gold, resulting in royalty revenue of \$409,835. The average US/Cdn dollar exchange rate during the quarter was 1.1327. During the second quarter of the prior fiscal year, the gold price averaged \$906 per ounce, resulting in an average royalty rate of 4.75% under the previous graduated royalty. Based on approximately 37,000 ounces produced and an average US/Cdn dollar exchange rate of 1.0095, the Company recorded royalty revenue of \$1,819,674.

The unrealized loss on the Simmers royalty and loan of \$5,565,563 for the quarter and \$8,053,011 year-to-date was largely due to a weaker US dollar. The US/Cdn dollar exchange rate at July 31, 2009 was 1.0775, compared with a April 30, 2009 exchange rate of 1.1930 and a January 31, 2009 exchange rate of 1.2364. Using the January 31, 2009 exchange rate of 1.2364, the aggregate fair value of the royalty and Simmers and Jack loan would be \$52,536,720, a difference of \$6,751,929.

During the second quarter of fiscal 2010, the Company recorded interest revenue of \$287,924, compared with \$878,810 in the comparative period. The decrease during the current period was due to lower cash balances due to investing activities during the year, lower interest rates earned on cash holdings and higher interest earned during the comparative quarter on various loans outstanding.

During the quarter, the Company recorded revenue for advisory service fees of \$144,500 (second quarter of 2009 - \$1,047,500) relating to services provided to pre-IPO or early stage public companies.

The increase in general and administrative expense, from \$300,070 to \$1,249,950, is largely due to management bonuses recorded during the quarter of approximately \$1,000,000. General and administrative expense for the six months ended July 31, 2009 was \$1,750,921, compared with \$2,311,500 in the comparative period. During the comparative six month period a management bonus of \$1,385,601 was accrued as an expense based on net portfolio investment gains.

Transaction costs on the purchase of portfolio investments are expensed as incurred. During the three and six months ended July 31, 2009, the Company incurred transaction costs of \$38,537 and \$59,882, respectively.

During the quarter ended July 31, 2009, the Company recorded a current income tax recovery of \$661,139 and a future tax provision of \$934,000. The current income tax recovery was the result of general and administrative expenses and realized losses on investments, partially offset by royalty and interest income and advisory service fees. The future income tax provision resulted from the unrealized gain on the portfolio investments, partially offset by the unrealized loss on the Simmers royalty and loan.

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Selected Annual Information

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

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Net income (loss) for the year	\$(9,051,379)	\$2,584,409	\$2,478,763
Basic and diluted income (loss) per share	\$(0.09)	\$0.04	\$0.09
Total assets	\$100,099,467	\$113,842,465	\$15,168,428
Total liabilities	\$12,610,274	\$15,040,315	\$3,417,665
Working capital (deficiency)	\$60,814,810	\$81,244,913	\$(145,874)

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 July 31, 2009 (First Quarter Fiscal 2010)					
<u>Period</u>	<u>Investment gains (losses) & revenues</u>	<u>Total assets</u>	<u>Net income (loss)</u>	<u>Basic and diluted income (loss) per share</u>	<u>Long-term liabilities</u>
2 nd Quarter 2010	2,410	100,984	480	0.01	9,924
1 st Quarter 2010	5,200	102,494	3,015	0.03	11,644
4 th Quarter 2009	30,411	100,099	22,166	0.23	12,191
3 rd Quarter 2009	(66,234)	72,609	(44,639)	(0.46)	-
2 nd Quarter 2009	2,284	132,455	1,420	0.01	10,324
1 st Quarter 2009	20,045	131,459	12,002	0.12	9,712
4 th Quarter 2008	2,876	113,842	2,258	0.02	7,395
3 rd Quarter 2008	10,460	111,466	3,565	0.03	9,999

During the prior eight quarters, the Company generated royalty and interest revenue from its Convertible Royalty Loan Agreement which was 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 statement of operations. In the third quarter of fiscal 2009, as a result of the global economic crisis and financial market downturn, which has negatively impacted the Company's portfolio investments, the Company recorded net losses on portfolio investments of \$49,413,164. The Company also adjusts the fair value of its royalty loan through the statement of operations. With a stronger US dollar against the Canadian dollar during the year, Aberdeen recorded an unrealized gain on the fair value of the convertible royalty loan during the 2009 fiscal year. The US dollar has subsequently weakened against the Canadian dollar during the first half of fiscal 2010 and, as a result the Company has recorded an unrealized loss on the fair value of the Simmers royalty and loan.

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CASH FLOWS

Cash provided (used) by operating activities during the three and six months ended July 31, 2009 was (\$89,793) and \$122,612, respectively. This compared with cash provided of \$2,665,068 and \$2,948,225, respectively, in the three and six month periods from the comparative periods. The difference between the operating cash flow and net earnings for both the current and comparative periods reflects the unrealized nature of many of the gains and losses recorded on the investments and the royalty loan. Operating cash flow was largely generated by royalty and interest income and advisory service fees, offset by general and administrative expenses and net changes in non-cash working capital.

Financing activities used \$1,710,000 during the quarter under review as a result of activity under the NCIB. This compares to \$625,100 used during the comparative period under the prior year's NCIB. Financing activities for the six month period, for both the current and comparative years, also related to activity under the NCIBs for the respective years.

Cash provided by investing activities during the three months ended July 31, 2009 was \$924,259, compared to \$13,429,633 used in the comparative period. During the current quarter, \$5,868,562 was used for the purchase of portfolio investments, while proceeds on the disposal of portfolio investments were \$5,637,801. Short-term loans totaling \$392,460 were provided, while loans of \$1,550,000 were repaid. In the comparative quarter, \$18,025,244 was used to purchase portfolio investments, a short-term loan totaling \$4,542,750 was repaid.

Cash provided by investing activities during the six months ended July 31, 2009 was \$1,643,811, compared to \$23,218,249 used in the comparative period. During the current six month period, funds used for the purchase of portfolio investments was offset by proceeds on disposals and short-term loans provided was offset by loans repaid. During the comparative six month period, net investments of \$22,009,004 were made and along with net loans of \$1,009,500 provided.

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SIGNIFICANT FUTURE OBLIGATIONS

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately \$570,000 and additional contingent payments of approximately \$3,784,000 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 annual audited financial statements for the fiscal year ended January 31, 2009.

FINANCIAL INSTRUMENTS

Fair value

Canadian generally accepted accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet 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 equivalents, amounts receivable and accounts payable and accrued liabilities reflected on the balance sheet approximate fair value because of the limited terms of these instruments.
- ii. Investments are carried at amounts in accordance with the Company's accounting policy as set out in Note 2 of the annual audited financial statements for the year ended January 31, 2009.
- 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.
- iv. The Simmers and First Uranium royalty is carried at its estimated fair value based on management's assumptions as discussed in Note 5 of the unaudited interim financial statements for the three and six months ended July 31, 2009.

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TRANSACTIONS WITH RELATED PARTIES

All of the related party transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

In accordance with the investment strategy of Aberdeen, the Company's officers and directors have investments in and/or hold officer and director positions in certain companies in which the Company invests. The following is a list of the investments as of July 31, 2009, and the nature of the relationship of the Company's officers or directors with the investment (estimated fair value as of July 31, 2009):

Investment	Nature of relationship	Estimated Fair value
Allana Resources Inc.	Shareholders	\$ 1,878,488
Amazon Potash Corp.**	Directors and shareholders	1,300,000
Apogee Minerals Ltd.	Directors and shareholders	431,895
Auger Resources Ltd.**	Directors and shareholders	500,000
Avion Gold Corp.	Directors and shareholders	3,283,301
Cash Minerals Ltd.	Directors and shareholders	169,560
Castillian Resources Corp.	Directors and shareholders	162,500
Consolidated Thompson	Directors, officers and shareholders	3,316,764
Crocodile Gold Inc.**	Directors, officers and shareholders	4,000,000
Crowflight Minerals Inc.	Directors, officers and shareholders	1,405,748
Dacha Capital Inc.	Directors, officers and shareholders	3,435,380
Franc-Or Resources Corp.	Directors, officers and shareholders	1,011,175
Kria Resources Inc.	Directors, officers and shareholders	781,613
Largo Resources Inc.	Directors and shareholders	378,417
Longford Energy Inc.	Directors and shareholders	3,108,753
Russo-Forest Corporation**	Directors and shareholders	1,137,283
Scandinavian Metals Inc.**	Directors and shareholders	500,000
Stetson Oil & Gas Ltd.	Directors and shareholders	1,561,000
Sulliden Exploration Inc.	Directors and shareholders	6,713,347
Vast Exploration Inc.	Directors and shareholders	1,383,520
Total of 9 other investments	Shareholders/warrant holders	8,393,888
Total Investments		\$ 44,852,632

* Formerly named Central Sun Mining

** Private company

In addition to the investments listed above, Aberdeen has an equity investment in Tucano Exploration Inc. and loans receivable from Avion Gold Corp, Amazon Potash Corp. and Russo-Forest Corporation. Directors and officers of Aberdeen hold director and officer positions in these companies and may hold investments.

The Company was charged \$45,000 during the six months ended July 31, 2009 (2009 - \$45,000) by a corporation controlled by a director of the Company for administration services.

During the six months ended July 31, 2009, the Company earned advisory service fees of \$179,500 (2009 - \$1,092,000) from corporations with common directors and officers. In addition, the Company earned or accrued interest income totaling \$432,489 during the six months ended July 31, 2009 from Avion, Amazon Potash and Russo-Forest (2009 - \$710,396 from Largo and Avion), all of which have certain common directors with Aberdeen.

The Company paid or accrued \$1,219,000 during the six months ended July 31, 2009 (2009 - \$241,917) to directors and officers of the Company for consulting services and fees for acting as directors and officers. Of the amounts paid, \$960,000 was paid by way of bonus (2009 - \$nil).

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The Company shares its premises with other corporations that have common directors and/or officers. The Company reimburses and recovers from the related corporation for their proportional share of expenses. Included in accounts payable at July 31, 2009 is \$9,750 (January 31, 2009 - \$20,258) owing to and \$990 (January 31, 2009 - \$nil) owing from such corporations. Such amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATES

The Company's accounting policies are described in Note 2 to the annual audited financial statements for the year ended January 31, 2009. The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses and cash flows for the periods reported. Such estimates and assumptions affect, among other items, the carrying value of its investments and other assets and valuations of stock-based compensation, warrants and tax accounts. The Company regularly reviews its estimates and assumptions; however, actual results could differ from these estimates and these differences could be material.

SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is a full discussion and description of the Company's critical accounting policies in the MD&A for the year ended January 31, 2009.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

Section 3064, *Goodwill and Intangible Assets*

In February 2008, the CICA issued Handbook Section 3064, *Goodwill and Intangible Assets*, in replacing Section 3062, *Goodwill and Other Intangible Assets*, and Section 3450, *Research and Development Costs*. Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new Section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. This new standard is applicable to fiscal years beginning on or after October 1, 2008. The Company implemented this standard in its first quarter of fiscal year 2010, which did not have an impact on its financial statements.

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New accounting pronouncements

Section 1582, *Business Combinations*

In January 2009, the CICA issued Handbook Section 1582, *Business Combinations*, replacing Section 1581, *Business Combinations*. The previous Section was removed in order to adopt the relevant extracts of the International Financial Reporting Standard, IFRS 3, *Business Combinations*. The new Section establishes standards for the recognition, measurement, presentation and disclosure of business combinations.

This new standard is applicable to business combinations realized during fiscal years beginning on or after January 1, 2011. The Company will implement this standard in its first quarter of fiscal year 2011. This new Section requires that most identifiable assets, liabilities, non-controlling interests and goodwill acquired in a business combination be recorded at "full fair value" and that liabilities associated with restructuring or exit activities be recognized only if they meet the definition of a liability as of the acquisition date. In addition, direct acquisition costs must be expensed when incurred. As a result, if the Company realizes significant business combinations, this new Section could have a material impact on its consolidated financial statements because the Company's current policy is to include these costs in the purchase price of the acquired business.

Section 1601, *Consolidated Financial Statements*, and Section 1602, *Non-controlling interests*

Section 1601, *Consolidated Financial Statements*, replaces and carries forward existing guidance from Section 1600, *Consolidated Financial Statements*, on the aspects of the preparation of consolidated financial statements subsequent to a business combination other than non-controlling interests.

Section 1602, *Non-controlling interests*, provides guidance on accounting for non-controlling interests subsequent to a business combination. This Section replicates the provisions of IAS 27, *Consolidated and Separate Financial Statements*, other than the disclosure requirements. Under this new Section, non-controlling interests in subsidiaries must be presented in the consolidated balance sheet with equity, but separated from the parent shareholders' equity. In the statements of operations, a non-controlling interest must not be deducted in arriving at the consolidated net income, but must be allocated to the controlling interest and the non-controlling interest according to their percentage of ownership.

Sections 1601 and 1602 must be implemented concurrently with Section 1582, *Business Combinations*, discussed above. Both Sections are applicable for fiscal years beginning on or after January 1, 2011 with earlier adoption permitted as of the beginning of a fiscal year. Section 1602 is to be applied retrospectively, with certain exceptions. Entities planning business combinations for the years beginning on or after January 1, 2010 should consider adopting these new standards in or before that year to avoid restatement on transition to IFRS in 2011.

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International Financial Reporting Standards ("IFRS")

In January 2006, the Canadian Accounting Standards Board ("AcSB") announced its decision to replace Canadian GAAP with IFRS. On February 13, 2008 the AcSB confirmed January 1, 2011 as the mandatory changeover date to IFRS for all Canadian publicly accountable enterprises. As a result, the Company will be required to prepare IFRS financial statements for the interim periods and fiscal year ends beginning in with its fiscal year end 2012. The Company is creating an implementation team, which will consist of internal resources and external consultants. A changeover plan is being established to convert to the new standards within the allotted timeline and is expected to consist of the following three key project phases:

1. Raise Awareness and Assess Phase
2. Design Phase
3. Implementation Phase

Phase 1: Raise Awareness and Assess

This first phase of the conversion project has two stages focusing firstly on raising awareness within the Entity and providing an initial assessment of the impact of the IFRS conversion, and secondly on carrying out a detailed assessment of the impact of the conversion to IFRS. Each section will be thoroughly reviewed and analyzed for accounting or disclosure differences between Canadian GAAP and IFRS. Once differences have been identified they will be reviewed for potential impacts to existing accounting policies, information systems and business processes. An action plan will then be developed for each impact area. This phase is currently underway.

Phase 2: Design

Following completion of the assessment phase, the focus of the design phase will build the tools required for the conversion based on management's decisions about accounting options and the related disclosures. During this phase, external consultants will assist the project team in designing the changes to be implemented relating to accounting and consolidation processes, information technology systems and other affected business aspects, including but not limited to, changes to contracts, key performance indicators, internal reporting.

The design phase will also involve revisiting the communication and training strategies to be carried out during the implementation of IFRS and updating the operational and milestone plans, and an issues log for finalization of actions to be taken during the implementation phase.

Phase 3: Implementation

The implementation stage is about execution. The roll-out of the designed changes takes place during this phase.

This phase will accomplish:

- Developing the new accounting policies, guidelines, processes for reporting packages from business units, and consolidation templates;
- Preparing the IFRS financial statements and related disclosures including facilitating and supporting the dry run financial reporting process; and
- Developing revised internal control processes, including updating the key controls for NI 52-109 purposes.

All phases are expected to be completed by January of 2010 in order to facilitate comparative reporting for the first quarter of fiscal 2011.

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OUTLOOK

With minimal debt on its balance sheet, the Company believes that it is well positioned to deal with the current downturn and believes that the fundamentals of the investment portfolio will still bring value appreciation as growth returns to the global economy. Aberdeen will continue to actively investigate potential investment opportunities; however, with a cash position, as at July 31, 2009, of only \$1,340,802, additions to Aberdeen's investment portfolio will be limited. The Company will also continue to actively monitor its existing investments and assess opportunities to dispose of certain holdings and redeploy any proceeds. With respect to the Convertible Royalty Loan Agreement, the Company has engaged a leading South African law firm to enforce its rights under the loan agreement. Aberdeen firmly believes that its interpretation of the loan agreement is correct and expects to realize the values attached to the royalty and the loan as was outlined above.

RISKS AND UNCERTAINTIES

As the Company's future revenue stream is based on gold production operations in foreign jurisdictions and gains on its portfolio investments, risks include, but are not limited to, uneconomic grades or costs of recovery, falling commodity prices, a strengthening Canadian dollar versus particularly the United States dollar, unfavourable costs, capital market weakness, key personnel changes, changes in domestic and foreign laws, environmental legislation, labour relations, and other risks and hazards associated with mining operations. For further discussion of risk factors and other information please refer to Aberdeen's AIF filed on April 30, 2009 under the profile of the Company at www.sedar.com.

The Company is required to value its investments on a periodic basis. The investment valuations, often in the absence of readily ascertainable market values will be estimated by management and approved by the Board of Directors. However, because of the inherent uncertainty of valuation, the estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material.

As outlined above under the section entitled, "Simmer and Jack Royalty and Loan", Simmers' management has adopted an interpretation of the Convertible Royalty Loan Agreement different to that of Aberdeen's interpretation. The amounts under dispute on the balance sheet as at July 31, 2009 include the Simmers loan valued at \$10,775,000 and a receivable for \$1,560,160. While the Company is confident that its interpretation of the agreement is correct and has filed a claim against Simmers and First Uranium to recover the outstanding US\$10,000,000 principal and balance payable on the graduated gold royalty, some uncertainty surrounds the timing and actual collectability of these amounts.

SUBSEQUENT EVENTS

Russo-Forest Debt Facility

Subsequent to July 31, 2009, the terms to the loan agreements between Russo-Forest and Aberdeen as outlined above under the section "Loans Receivable", were amended.

Amazon Potash Secured Note Receivable

Subsequent to July 31, 2009, the terms of the secured note receivable agreement between Amazon Potash and Aberdeen were amended as outlined above under the section "Loans Receivable".

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MULTILATERAL INSTRUMENT 52-109 DISCLOSURE

Evaluation of disclosure controls and procedures

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 Canadian GAAP.

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 July 31, 2009.

SUPPLEMENT TO THE FINANCIAL STATEMENTS

As at September 4, 2009, the following common shares, common share purchase options and share purchase warrants were issued and outstanding:

- 87,503,839 common shares;
- 37,500,000 share purchase warrants with an exercise price of \$1.00, expiring June 6, 2012; and
- 6,850,000 common share purchase options with exercise prices ranging from \$0.12 to \$0.85, expiring between September 19, 2010 and September 1, 2014.