



# Dacha Strategic Metals & Aberdeen International Announce Business Combination

Transaction Increases Available Capital to Better Exploit Potential Investment Opportunities

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### **Business Combination Highlights**

- Effectively doubles the total available capital for the combined company to better exploit market opportunities in junior equities and strategic rare elements
- Enhanced market capitalization and trading liquidity creating critical mass and greater market presence in a down market for shareholders
- ☐ Improved investment portfolio diversity with exposure to undervalued equities as well as critical metals
- ☐ Enhanced portfolio liquidity allowing for efficient access to deployable capital
- □ Strong share price re-rating potential due to increased liquidity, scale and strategic positioning
- Expanded and enhanced management expertise and network of industry relationships
- Opportunity for corporate administration expense reduction synergies









### **Transaction Highlights**

Summary of Key Transaction Terms				
Proposed Transaction	<ul> <li>0.8 shares of Dacha per share of Aberdeen</li> <li>Creates a company with a market capitalization of approximately C\$72 million (based on the closing share price of Dacha of C\$0.50 on August 14, 2012)</li> </ul>			
Pro Forma Ownership	<ul> <li>The pro forma company will have approximately 144.3 million common shares outstanding (170.2 million on a fully-diluted basis)</li> <li>Dacha shareholders will control approximately 52% of the pro forma company and Aberdeen shareholders will control approximately 48% of the pro forma company (based on basic shares)</li> </ul>			
Structure & Tax Treatment	<ul> <li>Acquisition via a statutory Plan of Arrangement</li> <li>Tax free rollover for all shareholders of Aberdeen for Canadian federal income tax purposes</li> </ul>			
Conditions	<ul> <li>Aberdeen shareholder vote (66 <sup>2/3</sup>% of shareholders voting) and approval of a simple majority of shareholders excluding votes required to be excluded under Multilateral Instrument 61-101 and the rules of the Toronto Stock Exchange</li> <li>Dacha shareholder vote (50% +1) excluding any votes required to be excluded under the rules of the TSX Venture Exchange</li> <li>Regulatory (including Toronto Stock Exchange and TSX Venture Exchange) and court approvals</li> </ul>			
Other	<ul> <li>Unanimously approved by both Boards of Directors</li> <li>Reciprocal break fee of C\$1.0 million payable under certain circumstances</li> <li>Non-solicitation and right to match granted</li> <li>Support agreements by directors and officers of both Dacha (4%) and Aberdeen (14%)</li> </ul>			
Indicative Timeline	<ul> <li>Shareholder votes expected to take place in October 2012</li> <li>Closing of transaction also expected in October 2012</li> </ul>			









### **Attractive Value Proposition**

### Shareholders of the pro forma company will benefit from:

Large Investment Portfolio	~\$136.5 million* ~\$0.95* per pro forma common share outstanding
Physical Inventory of REE	No other significant commercial stockpile exists today; only one of a handful of companies owning finished product; tax effective structure for REE profits with tax rate of 2.5%
Performance Driven Upside	Untapped equity-driven upside in the event of a market rebound
Ongoing high quality deal flow	Greater pool of capital will enable pro forma company to pursue more investment opportunities
Strong Management Team	Enhanced management expertise and a network of industry relationships

<sup>\*</sup>Based on Dacha's reported inventory and cash (\$65.1mm) at the end of July 31, 2012 plus Aberdeen's reported investment portfolio (\$71.4mm) as at July 31, 2012









### **Executive Team & Board**

Dac	eha	Aberdeen		
Scott Moore President, CEO & Director	<b>Stan Bharti</b> Executive Chairman	<b>David Stein</b> CEO & Director	<b>Stan Bharti</b> Chairman	
<b>Alastair Neill</b> EVP & Director	Jean-Guy Lambert Director	<b>Richard Bishop</b> Vice-President, Investments	George Faught Vice Chairman, Director	
<b>Ryan Ptolemy</b> CFO	Claude Blanchet Director	<b>Ryan Ptolemy</b> CFO & Corp. Secretary	Mike Hoffman Director	
Christine Gallo Corporate Secretary	Ronald Hite Director	<b>Jennifer Wagner</b> Legal Counsel	Jean-Guy Lambert Director	
	George Faught Director		Hon. Pierre Pettigrew Director	
	Jay Garner Director		<b>Dr Bernard Wilson</b> Director	

• The board of directors of the pro forma company will be comprised of 4 nominees from each company

Executive Team Member of the Pro Forma Company



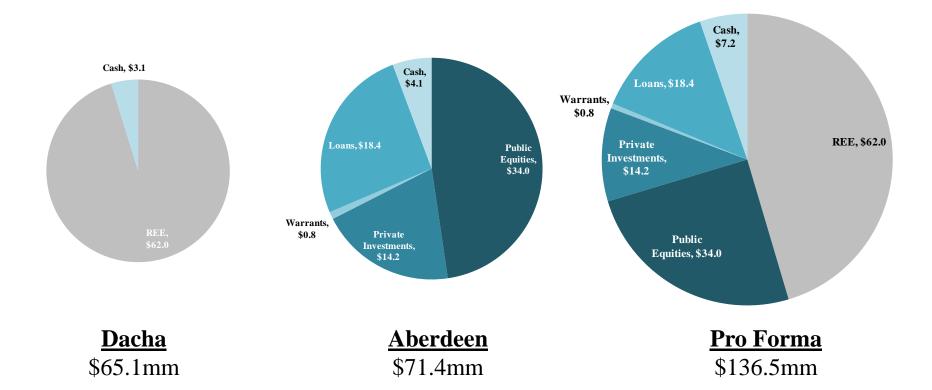


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### **Larger Capital Pool**

■ Better capitalized to exploit opportunities in junior and other equities and rare earth elements through the re-deployment and active management of a larger pool of funds









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### **Pro Forma Capital Structure**

### **Capital Structure**

In millions	Basic	F.D.
Dacha	75.1	94.3
Shares Issued to Aberdeen	69.2	76.0
Total Pro Forma	144.3	170.2

Pro Forma Capitalization				
Dacha Share Price (Aug. 14)	C\$0.50			
Basic Market Capitalization	C\$72.4 mm			
Fully Diluted Market Capitalization	C\$85.1mm			
Total Value of Investment Portfolio <sup>2</sup>	C\$136.5mm			
Total Value Per Basic Share <sup>2</sup>	C\$0.95/sh			

### Major Shareholders<sup>1</sup>

Management & Directors	0.970
Ned Goodman Investment	~4.7%

Managament & Directors

TD Bank ~2.1%

RAB Capital	~2.0%
US Global	~2.0%
AGF Management	~1.3%

- 1. Based on Bloomberg, Factset and SEDI
- 2. Based on Dacha's reported inventory and cash (\$65.1mm) at the end of July 31, 2012 plus Aberdeen's reported investment portfolio (\$71.4mm) as at July 31, 2012









### **Strong Re-Rating Potential**

		Market Data as at 14-Aug-12						
Company	Ticker	Price (US\$)	Basic S/O (mm)	FD ITM S/O (mm)	Basic M. Cap (US\$ mm)	FDITM M.Cap (US\$ mm)	NAVPS (US\$)	P / NAV
Comparable Resource Investment Companies								
Sprott Resource Corp	SCP-CA	\$3.98	111.5	111.5	\$444.0	\$444.0	\$4.30	0.93x
Sprott Resource Lending Group	SIL-CA	\$1.40	153.8	157.2	\$215.6	\$220.3	\$1.63	0.86x
Pinetree Capital	PNP-CA	\$0.88	136.4	136.4	\$119.7	\$119.7	\$2.58	0.34x
Sentry Select Primary Metals	PME-CA	\$7.84	16.3	16.3	\$128.1	\$128.1	\$8.75	0.90x
CMP Gold Trust	CMP.UT-CA	\$8.40	8.4	8.4	\$70.4	\$70.4	\$14.22	0.59x
49 North	FNR-CA	\$2.22	15.8	15.8	\$35.0	\$35.0	\$3.30	0.67x
Humboldt Capital	HMB-CA	\$1.76	11.9	11.9	\$21.1	\$21.1	\$4.02	0.44x
Median								0.67x
Mean								0.68x
Pro Forma Company <sup>1</sup>		\$0.50	144.3	163.4	\$72.7	\$82.4	n/a	n/a

<sup>1.</sup> Total value of investment portfolio on a per share basis of \$0.95 is not representative of a NAVPS as it excludes balance sheet adjustments for assets and liabilities





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### **Summary**

- ☐ Transaction increases available capital to better exploit opportunities in junior equities and critical metals markets
- Enhanced market capitalization, liquidity and market presence
- ☐ Improved portfolio diversity and liquidity
- Opportunity for expense reduction synergies
- Leverages management expertise and network of industry relationships provides access to unique investment opportunities
- □ Strong share price re-rating potential due to increased liquidity, scale and strategic positioning



