ABERDEEN INTERNATIONAL INC.

ANNUAL INFORMATION FORM

For the financial year ended January 31, 2016

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April 29, 2016

TABLE OF CONTENTS

CAUTIONARY STATEMENTS

This document 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, 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 information herein, other than statements of historical fact, is forward-looking information including, without limitation, information regarding the Company's plan of business operations; mineral reserve and mineral resource estimates; mine and development plans, budgets and timetables; projections regarding future activities; dividend policies; valuation of investments; outcome of disputes; 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 return; potential mineralization and operation of investee properties; and projections of future revenue of Aberdeen. Forward-looking information involves various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Important factors that could cause actual results to differ materially from Aberdeen's expectations are described in Aberdeen's documents filed from time to time with the applicable regulatory authorities and such factors include, but are not limited to, risks related to investment performance, minority investments, market fluctuations, fluctuations in commodity prices, uncertainties relating to the availability and costs of financing needed in the future, the strength of the global economy and financial system, foreign exchange fluctuations, competition, social, political and economic risks in the countries in which the Company's investment interests are located, risks inherent to the mining industry, and other risks described herein including under the heading "Narrative Description of the Business – Risks of the Business" and "Other Disclosure relating to Ontario Securities Commission Requirements for Companies Operating in Emerging Markets".

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.

With regard to all information included herein relating to companies in Aberdeen's investment portfolio, the Company has relied on information provided by the investee companies and on publicly available information disclosed by the respective companies.

DEFINITIONS AND GLOSSARY OF TERMS

In this annual information form, references to "Aberdeen" or the "Company" mean Aberdeen International Inc. and its subsidiaries on a consolidated basis and the following abbreviations and defined terms are used:

"AIF"	means this annual information form.
"Audit Committee"	means the audit committee of the Board.
"Board"	means the board of directors of Aberdeen.
"Common Shares"	means common shares in the capital of the Company.
"Compensation Committee"	means the compensation committee of the Board.
"Corporate Governance and Nominating Committee"	means the corporate governance and nominating committee of the Board.
"NI 43-101"	means *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.
"OBCA"	means the *Business Corporations Act* (Ontario).
"TSX"	Means the Toronto Stock Exchange

CURRENCY PRESENTATION AND DATE OF INFORMATION

This AIF contains references to United States dollars and Canadian dollars. All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to as "United States dollars" or "US$".

The following table sets out the exchange rates for Canadian dollars per United States dollar during the following periods based on the Bank of Canada noon spot rate of exchange.

United States Dollar	Year Ended January 31		
	2016	**2015**	**2014**
Closing	$1.3930	$1.2711	$1.1138
High	1.4559	1.2800	1.1225
Low	1.1967	1.2654	1.1089

On April 29, 2016, the noon buying rate in United States Dollars reported by the Bank of Canada was US$1.00 = $1.2549.

All information in this AIF is given as of January 31, 2016, unless otherwise indicated.

CORPORATE STRUCTURE

The Company was incorporated on July 14, 1987 under the laws of the Province of British Columbia as Catalyst Ventures Corp. On February 21, 2000, the Company filed Articles of Amendment to consolidate its Common Shares on a six for one basis and to increase its authorized share capital to 100,000,000 post consolidation Common Shares. On February 23, 2000, the Company changed its name to International Catalyst Ventures Inc.

On May 1, 2000, shareholders of the Company approved the change of name of the Company to Space Ventures Inc. On September 2, 2000, the Company filed Articles of Continuance to continue to the Yukon Territory and to change its name to Spacenet International Inc. However, the Company did not receive requisite regulatory approval to such name change and therefore continued to operate under the name International Catalyst Ventures Inc. On November 23, 2001, the Company filed Articles of Amendment to consolidate its common shares on a three for one basis and changed its name to Aberdeen International Inc.

On July 4, 2006, the Company filed Articles of Continuance to continue from the Yukon Territory to the Province of Ontario. The Company is now governed by the OBCA and is a reporting issuer in the Provinces of Ontario, Alberta, British Columbia and the Yukon Territory.

The Company's head and registered office is located at Suite 815, P.O. Box 75, 65 Queen Street West, Toronto, Ontario M5H 2M5.

Aberdeen has three wholly-owned subsidiaries, being:

- Great Lakes Capital Inc., which was incorporated pursuant to the laws of the Province of Ontario, Canada;

- Aberdeen (Barbados) Inc., which is a Barbados company; and

- Aberdeen Ram Holdings Inc., which was incorporated pursuant to the laws of the Province of Ontario, Canada.

In addition, as at April 29, 2016, Aberdeen held 50% of the outstanding equity securities of Potasio y Litio de Argentina SA ("PLASA"), which is an Argentine company.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The following is a summary of the general development of the Company's business over the three most recently completed financial years.

Financial Year Ended January 31, 2016

<u>Corporate matters</u>

During this financial year, African Thunder Platinum Ltd. ("African Thunder") operated its Smokey Hills platinum mine in South Africa. Aberdeen has invested into African Thunder. The mine was placed on care and maintenance in April 2016. Please see detailed information regarding the Smokey Hills Project below under the heading “Description of Material Properties – Smokey Hills Project, South Africa”.

On December 29, 2015 the Company announced it had closed the share purchase agreement with Rodinia Lithium Inc. (“Rodinia”) whereby the Company purchased all of the shares of PLASA, which holds the Sal de Los Angeles lithium-potash project in Argentina (the “Lithium Project”).

In consideration for the shares, the Company agreed to make aggregate payments to Rodinia of $5,000,000, with $3,000,000 made on closing and $2,000,000 to be paid within six months of closing. In addition, Rodinia retained a 2.0% net smelter royalty in respect of the Lithium Project, while the Company has the right to purchase half of this royalty for $2,000,000 within 24 months of closing.

On April 21, 2016, Aberdeen completed a sale of a 50% interest in the Lithium Project to Lithium X Energy Corp. (“Lithium X”) in consideration for 8,000,000 common shares of Lithium X. Lithium X also committed to make $3,000,000 in exploration and development expenditures over a two-year period and to complete a feasibility study on the Lithium Project. Upon completing a feasibility study and its expenditure commitment Lithium X has an option to acquire an additional 30% interest in the Lithium Project by issuing to Aberdeen common shares worth $5,000,000 based on a 10% discount to the 20-day volume-weighted average price of its common shares at the date of exercise. If Lithium X elects not to exercise its option, Aberdeen has the right following the option expiry for a 30-day period to acquire a 1% interest in PLASA back from Lithium X for C$166,000 in cash. In the event that Lithium X does not meet the expenditure commitment or complete the feasibility study within two years, Lithium X must transfer 20% of the PLASA shares back to Aberdeen, resulting in Aberdeen holding 70% of the outstanding PLASA shares.

On September 10, 2015 the Company announced the completed sale of certain public and private holdings to Ore Acquisition Partners, LP, a new fund controlled by Landmark Equity Advisors LLC (the “Fund”).

Highlights of the transaction included:

1. Gross proceeds generated by the transaction of approximately $8.1 million and the right for the Company to earn an additional $2,000,000, payable upon the achievement of certain milestones.

2. Management fees payable to the Company for a minimum of three years and up to five years for management and administration services provided to the Fund, which includes a small minority interest in the net profits of the Fund.

3. Receipt of proceeds on the sale of 325,000 shares of Tahoe Resources Inc. (“Tahoe”) were deferred until the entire Tahoe position was sold. Aberdeen received this deferred payment during the financial year ended January 31, 2016.

<u>The Investment Portfolio</u>

At January 31, 2016, the Company’s investment portfolio consisted of nine publicly-traded investments and eleven privately-held investments for a total fair value of $22,500,785.

During the year ended January 31, 2016, the Company invested approximately $13.1 million in portfolio acquisitions and disposed of investments receiving proceeds of $22.0 million for a realized loss of $23.4 million. During the year ended January 31, 2016, the Company made new investments in African Thunder (private, platinum), PLASA (private, lithium,) Aguia Resources Ltd. (potash/phoshate), Apio Africa Ltd. (other), Arena Minerals Inc. (copper), Black Iron Inc. (iron), Fura Emeralds Inc. (emeralds), Indo Gold Limited (gold) and Kombat Copper Limited (copper). Aberdeen also received shares in Brookwater Ventures Inc. (energy) through debt conversion, First Mining Corp. (gold) through its merger with Coastal Gold Corp., and Tahoe (silver and gold) through the merger between Tahoe and Rio Alto Mining Corp ("Rio Alto"). As set out above, the Company sold certain public and private equity holdings to Ore Acquisition Partners LP.

Financial Year Ended January 31, 2015

The Investment Portfolio

At January 31, 2015, the Company's investment portfolio consisted of 20 publicly-traded investments and 19 privately-held investments for a total fair value of $36,672,398.

During the year ended January 31, 2015, the Company invested approximately $8.6 million in portfolio acquisitions and disposed of investments receiving proceeds of $11.3 million for a realized gain of $6.5 million. During the year ended January 31, 2015, the Company made new investments in African Thunder (private, platinum), Falco Resources Inc. (gold and based metal), Indo Gold Limited (private, gold), Rio Alto (gold) and Sulliden Mining Capital Inc. ("Sulliden Mining") (venture capital) a spin off from the merger of Sulliden Gold Corporation Ltd. ("Sulliden Gold") and Rio Alto, and the conversion of loans into shares from Metal Prospecting AS (private, base metal), Coastal Gold Corp (gold) and Rodinia (lithium). The Company reduced and/or disposed its holdings in Aguia Resources Ltd. (potash/phoshate), Alderon Iron Ore Corp. (iron), AnalytixInsight Inc. (technology), Apogee Silver Ltd. (silver), Black Iron Inc. (iron), Coastal Gold Corp. (gold), East Asia Minerals Corporation (gold), Kincora Copper Limited (copper), Mason Graphite Inc. (graphite), Rio Alto, Rodinia (lithium), Sulliden Mining (venture capital), and Silver Bear Resources Inc. (silver).

As at January 31, 2015, the fair market value of the Company's total investment portfolio had a cumulated unrealized loss of $21.2 million. The Company had cumulated unrealized losses of approximately $10.9 million from its base metals holdings, $10.7 million loss from its energy holdings, offset by $0.3 million gain from its agriculture holdings, and $0.1 million gain from its silver and gold holdings.

Corporate Matters

In November 2014, the Company completed a private placement financing of 10,000,000 units of the Company at $0.20 per unit for gross proceeds in the amount of $2,000,000. Each unit consisted of one Common Share and one common share purchase warrant entitling the holder to acquire a Common Share at an exercise price of $0.30 until November 24, 2019.

Insiders of the Company, including Mr. Bharti, Mr. Stein and Mr. Faught, acquired in the aggregate approximately 19.1% of the private placement for aggregate proceeds of $382,000. Mr. Bharti, the Executive Chairman of the Company, acquired, 520,000 units for consideration of $104,000. Mr. David Stein, the Chief Executive Officer and a director of the Company, acquired 730,000 units for consideration of $146,000. Mr. George Faught, the Vice-Chairman of the Company, acquired 660,000 units for consideration of $132,000. Each insider only participated for his pro rata shareholding percentage and did not increase his percentage interest in the Company as a result of the private placement. The insiders declared their interest in the private placement and did not vote on the board resolutions approving the private placement. There were no contrary views or disagreements in respect of the resolutions among the board members. The proceeds from the private placement were used to invest in African Thunder and for general corporate purposes.

On December 30, 2014, the Company acquired a 42.25% interest in African Thunder, a privately held Mauritius company with advanced stage platinum assets located in South Africa, in consideration for aggregate payments of USD$7,000,000. Following completion of the acquisition, Stan Bharti, the Executive Chairman of the Company, and George Faught, the Vice Chairman of the Board, were appointed to the board of directors of African Thunder. In addition, Mr. Faught was appointed the Chief Executive Officer of African Thunder.

In an effort to increase corporate governance best practices, effective January 1, 2015, the Company appointed three additional independent directors to strengthen the overall independent nature of the Board. Effective January 1, 2015, Messrs. John Begeman, Maurice Colson, and Ken Taylor were appointed to the Board.

In addition, the Company appointed Bernie Wilson as the Lead Director of Aberdeen. Please find biographical information for Mr. Wilson below under the heading "Directors and Officers".

Financial Year Ended January 31, 2014

<u>The Investment Portfolio</u>

During the financial year ended January 31, 2013, the number of investments within Aberdeen's portfolio changed from 34 publicly-traded investments and 14 privately-held investments at January 31, 2013 to 22 publicly-traded investments and 15 privately-held investments at January 31, 2014. As at January 31, 2014, the investment portfolio had estimated fair market value of $40,863,850 (cost - $52,682,205). Significant investments completed by Aberdeen during the financial year included:

- Mason Graphite Corp., a publicly traded exploration company focused on graphite in Quebec.
- Apogee Silver Ltd., a publicly traded exploration company focused on silver in Chile and Bolivia.
- Metal Processing AG, a privately held base metals company.
- Pitchblack Resources Ltd., a publicly traded exploration company focused on precious metals.

During the twelve months ended January 31, 2014, the fair market value of the Company's total investment portfolio had a cumulated unrealized loss of $11.8 million. The Company had unrealized losses of approximately $8.0 million from its base metals holdings, $4.6 million loss from silver and gold holdings, $1.4 million loss from energy holdings, $2 million gain from agriculture holdings and $0.2 million gain from graphite holdings.

<u>Corporate Matters</u>

During the year ended January 31, 2014, Aberdeen's investment portfolio continued to decline as a result of the continued weakness in equity markets for junior mining and resource based stocks. In response to such current market conditions, during the year ended January 31, 2014, management of Aberdeen reviewed potential strategic alternatives to transition the Company from an investments holding company to more traditional asset management model.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

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, both directly and indirectly through its wholly-owned subsidiary, 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's primary investment objective is to realize exceptional earnings by investing in pre IPO and/or early stage public resource companies with undeveloped or undervalued high quality resources. Aberdeen's investments are carried out according to an opportunistic and disciplined process to maximize returns while minimizing risk, taking advantage of investment opportunities identified from the industry contacts of the Board, the officers of the Company and the members of the Investment Committee. In practice, a significant percentage of companies in which Aberdeen invests are companies in which Mr. Stan Bharti holds a key role, and consequently, the investment practices and policies of the Company are subject to potential conflicts of interest. See "Cautionary Notes" and "Narrative Description of the Business – Risk Factors".

To achieve its objectives, the Company employs, when appropriate, the following strategies:

- Investments are focused mostly on the natural resource and natural resource related industries. The Company takes an active role in the strategic direction and policy making of many of the companies in which it invests.
- The Company obtains in-depth knowledge of the investee company and a working relationship with existing and/or proposed management.
- Transactions generally take the form of equity or debt, usually with equity rights attached. The Company may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.
- Investments will be made in both public and private companies.

- The Company will seek investments where it has the ability to monitor the investment until its specific investment objective is realized.

- The Company will seek multiple exit strategies for optimal realization of value of structured transactions.

Notwithstanding the foregoing, from time to time, the Board may authorize any particular investment or series of investments that may not comply with these strategies.

While management does not view the Company's business as cyclical, the value of its assets in the natural resource sector may fluctuate with the market for securities in that sector and the demand for natural resources. See "General Development of the Business – Risk Factors – Sensitivity to Macro-economic Conditions".

Investments

The Company began operating as a global resource investment company and merchant bank in July 2007. At January 31, 2016, the Company's investment portfolio consisted of nine publicly-traded investments and eleven privately-held investments with a total fair value of $22,500,785. At January 31, 2015, the Company's investment portfolio consisted of 20 publicly-traded investments and 19 privately-held investments with a total fair value of $36,672,398.

- Public Investments

At January 31, 2016 the Company's investment portfolio consisted of nine publicly-traded investments for a total fair value of $3,178,368.

Public Issuer	Note	Security description		Cost		Estimated Fair value	% of FV
Arena Minerals Inc.	(iii)	73,000 common shares	$	17,706	$	17,520	0.6%
Augia Resources Ltd.		4,284,756 common shares		599,841		469,182	14.8%
Black Iron Inc.	(iii)	10,980,589 common shares		2,382,068		329,418	10.4%
Fura Emeralds Inc.*	(i,ii,iii)	6,300,000 common shares		801,886		1,282,920	40.4%
		2,900,000 warrants expire Jun 23, 2017					
Kombat Copper Inc.	(i,ii)	10,000,000 common shares		500,000		649,000	20.4%
		10,000,000 warrants expire Feb 13, 2017					
Sulliden Mining Capital Inc.	(iii)	373,500 common shares		242,472		93,375	2.9%
Total of 3 other investments	(iv)			783,447		336,953	10.5%
Total public investments			$	5,327,420	$	3,178,368	100.0%

* Formerly Wolf Resource Development Corp.

Notes

(i) The Company has filed a Section 62-103 report pursuant to the Ontario Securities Act for this investment and has filed an early warning report on SEDAR.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2016.
(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2016.
(iv) Total other investments held by the Company, which are not individually listed as at January 31, 2016. Directors and officers may hold investments personally.

At January 31, 2015, the Company's investment portfolio consisted of 20 publicly-traded investments for a total fair value of $18,971,776.

Public Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
Black Iron Inc.	(iii)	4,971,500 common shares	$ 2,904,028	$ 248,575	1.3%
Buffalo Coal Corp.*		2,394,976 common shares	3,418,812	145,384	0.8%
Falco Resources Inc.		1,094,505 common shares	492,527	645,758	3.4%
Kincora Copper Limited		4,723,000 common shares	1,129,355	141,690	0.7%
Mason Graphite Corp.		157,500 common shares	105,483	106,725	0.6%
		250,000 w arrants expire Jun 28, 2015			
Portex Minerals Inc.	(i,ii,iii)	21,172,315 common shares	1,058,616	105,862	0.6%
Rio Alto Mining Ltd.	(iii)	4,162,500 common shares	10,364,625	15,109,875	79.6%
Rodinia Lithium Inc.	(i,ii,iii)	17,362,811 common shares	1,890,336	694,512	3.7%
Savary Gold Corp.		4,488,000 common shares	466,253	179,520	0.9%
Silver Bear Resources Inc.	(iii)	4,533,461 common shares	1,845,261	226,673	1.2%
		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	601,755	3.2%
Xanadu Mines Ltd.		5,000,000 common shares	289,110	444,150	2.3%
Total of 8 other investments	(iv)		2,653,342	321,297	1.7%
Total public investments			$ 27,801,544	$ 18,971,776	100.0%

* Formerly Forbes & Manhattan (Coal) Corp.

Notes

(i) The Company has filed a Section 62-103 report pursuant to the Ontario Securities Act for this investment and has filed an early warning report on SEDAR.
(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2015.
(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2015.
(iv) Total other investments held by the Company, which are not individually listed as at January 31, 2015. Directors and officers may hold investments personally.

- Private Investments

At January 31, 2016, the Company's eleven privately-held investments had a total fair value of $19,322,417.

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
African Thunder Platinum Ltd.	(i,ii,iii)	22,207,222 common shares	$ 14,226,684	$ 14,226,684	73.6%
Potasio y Litio de Argentina S.A.	(i,ii)	67,899,000 common shares	5,013,131	5,013,131	26.0%
Total of 9 other investments	(iv)		2,866,102	82,602	0.4%
Total private investments			$ 22,105,917	$ 19,322,417	100.0%

Note

(i) The Company indirectly owns 47% of the outstanding common shares and voting rights of African Thunder. There are no contractual arrangements, financial support, or other restrictions with this Mauritius corporation. The Company owns 100% of the outstanding common shares and voting rights of Potasio y Litio Argentina S.A. Refer to Note 2 of the Company annual consolidated financial statements as at and for the years ended January 31, 2016 relating to the exemption to consolidating.

(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2016.

(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2016.

(iv) Total other investments held by the Company, which are not individually listed as at January 31, 2016. Directors and officers may hold investments personally.

At January 31, 2015, the Company's 19 privately-held investments had a total fair value of $17,700,622.

Private Issuer	Note	Security description	Cost	Estimated Fair value	% of FV
African Thunder Platinum Ltd.	(i,ii,iii)	7,000,000 common shares	$ 7,475,222	$ 7,475,222	42.3%
Brazil Potash Corp.	(iii)	1,650,062 common shares	-	3,130,399	17.7%
DT Plantations Limited*	(i,ii)	6,102,891 common shares	533,289	-	0.0%
		500,000 w arrants			
Indo Gold Limited	(ii,iii)	8,100,000 common shares	1,590,000	800,000	4.5%
Irati Energy Corp.		2,213,179 common shares	1,994,975	1,000,000	5.6%
Legacy Platinum Corp.	(i,ii,iii)	3,515,000 common shares	2,352,377	-	0.0%
Forbes Ram Holdings Inc.	(i,ii,iii)	8,000,000 common shares	8,000,000	4,754,286	26.9%
Ram River Coal Corp.		750,000 common shares	37,500	445,714	2.5%
Total of 11 other investments	(iv)		5,763,237	95,001	0.5%
Total private investments			$ 27,746,600	$ 17,700,622	100.0%

* Warrants expire 12 months after listing date

Note

(i) The Company indirectly owned 42% of the outstanding common shares and voting rights of African Thunder, 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, 2015. There are no contractual arrangements, financial support, or other restrictions with these Canadian corporations. Refer to Note 2 of the Company's annual audited financial statements as at and for the year ended January 31, 2015 relating to the exemption to consolidating particular subsidiaries for investment entities.

(ii) The Company owns, on a partially diluted basis, at least a 10% interest in the investee as at January 31, 2015.

(iii) A director and/or officer of the Company is a director and/or officer of the investee corporation as at January 31, 2015.

(iv) Total other investments held by the Company, which are not individually listed as at January 31, 2015. Directors and officers may hold investments personally.

Valuation Policy

Aberdeen estimates the fair value of its investments based on the criteria below.

1. Publicly-traded investments:

   a) Securities, including shares, options, and warrants that are traded on a recognized securities exchange and for which no sales restrictions apply are recorded at fair values based on quoted closing prices at the balance sheet date or the closing price on the last day the security traded if there were no trades at the balance sheet date.

   b) Securities that are traded on a recognized securities exchange but that are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value. Securities that are received as part of a private placement that are subject to a standard four month hold period are not discounted. In determining the discount for such investments, the Company considers the nature and length of the restriction, business risk of the investee company, relative trading volume and price volatility and any other factors that may be relevant to the ongoing and realizable value of the investments.

c) Warrants or options of publicly-traded securities that do not have a quoted price are carried at an estimated fair value calculated using the Black-Scholes option pricing model based on the underlying security.

d) Performance shares are convertible into common shares when the investee companies meet certain milestones. These performance shares are recorded at fair value when the certainty of meeting these milestones is probable.

2. Privately-held investments:

a) Securities in privately-held companies are recorded at cost unless an upward adjustment is considered appropriate and supported by pervasive and objective evidence such as a significant subsequent equity financing by an unrelated, professional investor at a transaction price higher than the Company's carrying value. Downward adjustments to carrying value are made when there is evidence of a decline in value as indicated by the assessment of the financial condition of the investment based on third party financing, operational results, forecasts, and other developments since acquisition. Warrants or options of private companies are carried at nil.

3. Other Investments:

a) Secured debentures are carried at cost. The recoverability of the secured debentures is assessed when events occur indicating impairment. Recoverability is based on factors such as failure to pay interest on time and failure to pay the principal. An impairment loss is recognized in the period when it is determined that the carrying amount of the assets will not be recoverable. At that time the carrying amount is written down to fair value. Secured debentures are financial instrument classified as loans and receivables.

b) Convertible debentures and convertible notes are carried at the higher of the value of the loan or the fair value of the common shares received from the conversion assuming the conversion can be done at the Company's option. Convertible debentures and convertible notes issued to private companies are carried at nominal value. Convertible debentures and convertible notes are financial instruments classified as held for trading.

The resulting values may differ from values that would be realized had a ready market existed. The amounts at which the Company's publicly-traded investments could be disposed of may differ from the carrying value based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity. The amounts at which the Company's privately-held investments could be disposed of may differ from the carrying value assigned.

Competitive Conditions

The Company competes with resource companies, mutual funds, investment funds, hedge funds, investment companies, management companies and other investment vehicles for investment opportunities. Many of these competitors have greater financial, technical and other resources than the Company. To compete, Aberdeen depends on the knowledge, experience and network of business contacts of the management and directors of the Company. In addition, Aberdeen has access to key experts in the mining and financial sectors who can provide further assistance in evaluating and monitoring companies and their progress. See “Risks of the Business – Available Opportunities and Competition for Investment”.

Employees

The Company has seven employees and approximately eleven consultants. See “Risks of the Business – Qualified Personnel”.

Risks of the Business

The investment in resource companies involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Certain risk factors listed below are general risks related to investing in the resource industry or operating a mining project while others are specific to Aberdeen.

Portfolio Exposure

Given the nature of Aberdeen’s activities, the results of operations and financial condition of the Company are dependent upon the market value of the securities that comprise the Company’s investment portfolio. Market value can be reflective of the actual or anticipated operating results of companies in the portfolio and/or the general market conditions that affect the resource sector. Various factors affecting the resource sector could have a negative impact on Aberdeen’s portfolio of investments and thereby have an adverse effect on its business. Additionally, the Company’s investments are mostly in small-cap businesses that may never mature or generate adequate returns or may require a number of years to do so. Junior exploration companies may never achieve commercial discoveries and production. This may create an irregular pattern in Aberdeen’s investment gains and revenues (if any) and an investment in the Company’s securities may only be suitable for investors who are prepared to hold their investment for a long period of time. Macro factors such as fluctuations in commodity prices and global political and economic conditions could have an adverse effect on the resource industry, thereby negatively affecting the Company’s portfolio of investments. Company-specific risks, such as the risks associated with mining operations generally, could have an adverse effect on one or more of the investments in the portfolio at any point in time. Company-specific and industry-specific risks that materially adversely affect the Company’s investment portfolio may have a materially adverse impact on operating results.

Concentration of Investments

Other than as described herein, there are no restrictions on the proportion of the Company’s funds and no limit on the amount of funds that may be allocated to any particular investment. The Company may participate in a limited number of investments and, as a consequence, its financial results may be substantially adversely affected by the unfavourable performance of a single investment. Completion of one or more investments may result in a highly concentrated investment in a particular company, commodity or geographic area, resulting in the performance of the Company depending significantly on the performance of such company, commodity or geographic area. As at January 31, 2016, African Thunder and PLASA represented approximately 49% and 17% of the Company’s total assets, respectively.

Private Issuers and Illiquid Securities

Aberdeen invests in securities of private issuers. Securities of private issuers may be subject to trading restrictions, including hold periods, and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers are subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of Aberdeen's private company investments or that the Company will be able to realize a return on such investments.

The value attributed to securities of private issuers will be the cost thereof, subject to adjustment in limited circumstances, and therefore may not reflect the amount for which they can actually be sold. Because valuations, and in particular valuations of investments for which market quotations are not readily available, are inherently uncertain, may fluctuate within short periods of time and may be based on estimates, determinations of fair value may differ materially from the values that would have resulted if a ready market had existed for the investments.

Aberdeen also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize its investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Company may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

The Company may also make direct investments in publicly-traded securities that have low trading volumes. Accordingly, it may be difficult to make trades in these securities without significantly affecting the price of such securities.

Cash Flow and Revenue

Aberdeen's revenue and cash flow is generated primarily from financing activities, proceeds from the disposition of investments and management fees from Ore. The availability of these sources of income and the amounts generated from these sources depend upon various factors, many of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if its access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to the Company, or if the value of its investments decline, resulting in losses upon disposition.

Dependence on Management, Directors and Investment Committee

Aberdeen is dependent upon the efforts, skill and business contacts of key members of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies that exist amongst their various fields of expertise and knowledge. Accordingly, the Company's success may depend upon the continued service of these individuals who are not obligated to remain consultants to Aberdeen. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm its ability to maintain or grow existing assets and raise additional funds in the future.

Sensitivity to Macro-Economic Conditions

Due to the Company's focus on the resource industry, the success of Aberdeen's investments is interconnected to the strength of the mining, agriculture and other commodity industries. The Company may be adversely affected by the falling share prices of the securities of investee companies; as Aberdeen's share prices have directly and negatively affected the estimated value of Aberdeen's portfolio of investments. The Company may also be adversely affected by fluctuations in commodity prices that may dictate the prices at which resource companies can sell their product. The participation and involvement of Aberdeen representatives with investee companies, the related demand on their time and the capital resources required of Aberdeen may be expected to increase in the event of any weaknesses in the macro-economic conditions affecting resource companies, as it would be expected that the Company would be required to expend increased time and efforts reviewing strategic alternatives and attracting any funding required for such investee companies. The factors affecting current macro-economic conditions are beyond the control of the Company.

Possible Volatility of Stock Price

The market prices of the Common Shares have been and may continue to be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may adversely affect the market price of the Common Shares. The purchase of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company should not constitute a major portion of an investor's portfolio.

Trading Price of Common Shares Relative to Net Asset Value

Aberdeen is neither a mutual fund nor an investment fund and due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of its Common Shares, at any time, may vary significantly from the Company's net asset value per Common Share. This risk is separate and distinct from the risk that the market price of the Common Shares may decrease.

Available Opportunities and Competition for Investments

The success of the Company's operations will depend upon: (i) the availability of appropriate investment opportunities; (ii) the Company's ability to identify, select, acquire, grow and exit those investments; and (iii) the Company's ability to generate funds for future investments. Aberdeen can expect to encounter competition from other entities having similar investment objectives, including institutional investors and strategic investors. These groups may compete for the same investments as Aberdeen, may be better capitalized, have more personnel, have a longer operating history and have different return targets. As a result, the Company may not be able to compete successfully for investments. In addition, competition for investments may lead to the price of such investments increasing that may further limit the Company's ability to generate desired returns. There can be no assurance that there will be a sufficient number of suitable investment opportunities available to invest in or that such investments can be made within a reasonable period of time. There can be no assurance that the Company will be able to identify suitable investment opportunities, acquire them at a reasonable cost or achieve an appropriate rate of return. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns from investments will be diminished to the extent that the Company is unable to find and make a sufficient number of attractive investments.

Share Prices of Investments

Investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond Aberdeen’s control, including, quarterly variations in the subject companies' results of operations, changes in earnings, results of exploration and development activities, estimates by analysts, conditions in the resource industry and general market or economic conditions. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company’s investments.

Additional Financing Requirements

The Company anticipates ongoing requirements for funds to support its growth and may seek to obtain additional funds for these purposes through public or private equity, or debt financing. There are no assurances that additional funding will be available at all, on acceptable terms or at an acceptable level. Any additional equity financing may cause shareholders to experience dilution, and any debt financing would result in interest expense and possible restrictions on the Company’s operations or ability to incur additional debt. Any limitations on the Company’s ability to access the capital markets for additional funds could have a material adverse effect on its ability grow its investment portfolio.

No Guaranteed Return

There is no guarantee that an investment in the Company’s securities will earn any positive return in the short term or long term. The task of identifying investment opportunities, monitoring such investments and realizing a significant return is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. In addition, past performance provides no assurance of future success.

Management of Aberdeen’s Growth

Significant growth in the business, as a result of acquisitions or otherwise, could place a strain on the Company’s managerial, operational and financial resources and information systems. Future operating results will depend on the ability of senior management to manage rapidly changing business conditions, and to implement and improve the Company’s technical, administrative and financial controls and reporting systems. No assurance can be given that the Company will succeed in these efforts. The failure to effectively manage and improve these systems could increase costs, which could have a materially adverse effect the Company’s operating results and overall performance.

Due Diligence

The due diligence process undertaken by the Company in connection with investments may not reveal all facts that may be relevant in connection with an investment. Before making investments, the Company conducts due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company relies on resources available, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that is carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Exchange Rate Fluctuations

A significant portion of the Company's investment portfolio could be invested in US dollar denominated investments or other foreign currencies. Changes in the value of the foreign currencies in which the Company's investments are denominated could have a negative impact on the ultimate return on its investments and overall financial performance.

Non-controlling Interests

The Company's investments include debt instruments and equity securities of companies that it does not control. Such instruments and securities may be acquired through trading activities or through purchases of securities from the issuer. These investments are subject to the risk that the company in which the investment is made may make business, financial or management decisions with which Aberdeen does not agree or that the majority stakeholders or the management of the investee Company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing was to occur, the value of the Company's investments could decrease and its financial condition, results of operations and cash flow could suffer as a result.

Commodity Prices

The value of Aberdeen's investment portfolio will be significantly affected by changes in the market price of platinum, palladium, rhodium, lithium and other commodities. Platinum prices fluctuate substantially and are affected by numerous factors beyond the control of Aberdeen, including levels of supply and demand, inflation and the level of interest rates, the strength of the US dollar and geopolitical events. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

Platinum, by its nature, is subject to wide price fluctuations and future material price declines will result in a decrease in revenue or, in the case of severe declines that cause a suspension or termination of production, a complete cessation of revenue from these royalties. The platinum market tends to be cyclical, and a general downturn in overall commodity prices could result in a significant decrease in overall revenue. Any such price decline may result in a material and adverse effect on Aberdeen's profitability, results of operation and financial condition.

Lithium Carbonate is not an exchange traded commodity and is sold directly to end users. The profitability of PLASA's operations will be dependent upon the market price of lithium. Lithium prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of lithium has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the PLASA's business, financial condition and result of operations.

Third Party Operations

The value of Aberdeen's investments is based on production by third party property owners and operators. Aberdeen does not participate in the decision making process, as the owners and operators have the power to determine the manner in which the subject properties are exploited, including decisions to expand, continue or reduce production from a property, decisions about the marketing of products extracted from the property and decisions to advance exploration efforts and conduct development of non-producing properties. The interests of third party owners and operators and those of Aberdeen on the relevant properties may not always be aligned. As an example, it will usually be in the interest of Aberdeen to advance development and production on properties as rapidly as possible in order to maximize near-term cash flow, while third party owners and operators may take a more cautious approach to development as they are at risk in relation to the cost of development and operations.

Exploration, Development and Operating Risks

The exploration for, development, mining and processing of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. Mining operations generally involve a high degree of risk. The mining operations of African Thunder are subject to most of the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by PLASA towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Limited Access to Operations Information

As a shareholder, Aberdeen has limited access to data on the operations of investees and to the actual properties themselves. The limited access to data and disclosure regarding the operations of the properties in which Aberdeen has an interest may restrict Aberdeen's ability to enhance its performance that may result in a material and adverse effect on Aberdeen’s profitability, results of operation and financial condition.

In addition, the Company relies on production projections prepared by African Thunder and its respective advisors for investment valuation purposes. Differences between estimated and actual future platinum production could result in an adverse effect on Aberdeen’s results of operations and financial condition.

PLASA has relied upon consultants, engineers and others and intends to rely on these parties for development expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop processes to extract the commodity from the ore. If such parties’ work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on PLASA.

Impact of Adverse Developments Related to Subject Properties

The investments that Aberdeen holds are significant to the business and valuation of Aberdeen. Any adverse development affecting the operation of, production from or recoverability of reserves from the African Thunder or PLASA properties, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, hiring suitable personnel and engineering contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on Aberdeen’s profitability, financial condition and results of operations. In addition, Aberdeen has no control over operational decisions made by the third party owners and operators of these projects. Any adverse decision made by the owners and operators, including for example, alterations to mine plans or production schedules, may affect the timing and amount of royalty revenue that Aberdeen receives and may have a material adverse effect on Aberdeen’s profitability, financial condition and results of operation.

Environmental Risks and Hazards

All phases of the mining operations and development are subject to environmental regulation in the various jurisdictions in which they operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect operations. Environmental hazards may exist on the properties that are unknown to the owners at present and that have been caused by previous or existing owners or operators of the properties. African Thunder may become liable for such environmental hazards caused by previous owners or operators of the properties. Placing the project into care and maintenance likely also raises additional and further environmental risks, hazards and applicable regulation.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

PLASA's activities are subject to extensive federal, provincial/state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by PLASA to comply fully with all applicable laws and regulations could have significant adverse effects on PLASA, including the suspension or cessation of operations.

Government Regulation, Permits and Licences

Activities of investee companies, including those of African Thunder and PLASA, are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration, development and mining activities are also subject to various laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards and land reclamation. These laws also place limitations on the generation, transportation, storage and disposal of solid and hazardous waste. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development, mining and milling or that more stringent implementation thereof could have a substantial adverse impact on operations.

Government approvals, licences and permits are currently, and will in the future be, required in connection with operations. To the extent such approvals are required and not obtained, operations may be curtailed or prohibited from proceeding as planned, which could have a direct or indirect impact on the business and financial condition of the Company. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Mining Operations and reduce levels of production or require abandonment or delays in operations at subject projects.

Permitting

Mining activities are subject to receiving and maintaining permits from appropriate governmental authorities. Although the Company believes that investee companies, including African Thunder and PLASA, currently have, or will obtain in due course, all required permits for their respective operations, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations, additional permits for any possible future changes to operations or additional permits associated with new legislation. Prior to any development on any of the properties, permits from appropriate governmental authorities may be required. There can be no assurance that the owners or operators of the mineral projects will continue to hold all permits necessary to develop or continue operating at any particular property.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed. Parties engaged in mining activities may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the owners or operators of mineral projects, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

Dependence on Good Relations with Employees

There is intense competition for geologists and persons with mining expertise. The ability of African Thunder to hire and retain geologists and persons with mining expertise is key to its future success. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant South African governmental authorities. Changes in such legislation or otherwise in African Thunder's relationships with their employees may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on the Mining Operations. To the extent these factors cause African Thunder to decide to cease or curtail production at one or more of the properties, such decision could have a material adverse effect on the business and financial condition of the Company. Moreover, placing the Smokey Hills project on care and maintenance will make employee retention much more difficult and will likely strain relations with all employees and the local communities.

Uninsured Risks

The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. Where African Thunder considers it practical to do so, it maintains insurance in amounts that it believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage. Accordingly, African Thunder's insurance policies may not provide coverage for all losses related to their business (and specifically do not cover environmental liabilities and losses). The occurrence of losses, liabilities or damage not covered by such insurance policies could have a material adverse effect on African Thunder's profitability, results of operations and financial condition. To the extent that these factors cause African Thunder to cease or curtail production, such decision could have a material adverse effect on the business and financial condition of the Company.

Land Title

There can be no assurances that there are no title defects affecting the mineral projects held by investee companies. As an example, African Thunder may not have conducted surveys of the claims in which they hold direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. It is possible that mining activities may be subject to prior unregistered liens, agreements, transfers or claims and title may be affected by, among other things, undetected defects. As a further example, African Thunder may not be able to operate its mines as permitted or to enforce its rights with respect to its mineral projects. To the extent these factors cause investee companies to decide to cease or curtail production at one or more of its projects, such decision could have a material adverse effect on the business and financial condition of the Company.

South Africa Country Risks

African Thunder is subject to risks normally associated with the conduct of business in South Africa. Risks may include, among others, problems relating to power supply, labour disputes, delays or invalidation of governmental orders and permits, corruption, uncertain political and economic environments, civil disturbances and crime, arbitrary changes in laws or policies, foreign taxation and exchange controls, opposition to mining from environmental or other non-governmental organizations or changes in the political attitude towards mining, limitations on foreign ownership, limitations on repatriation of earnings, infrastructure limitations and increased financing costs. HIV is prevalent in Southern Africa. Employees of African Thunder may have or could contract this potentially deadly virus. The prevalence of HIV could cause substantial lost employee man-hours and may make finding skilled labour more difficult. The above risks may limit or disrupt African Thunder's business activities. African Thunder must remain compliant with the Mining Charter and the Black Economic Empowerment ("BEE") participation requirements. However, no assurance can be given that African Thunder will be able to meet the objectives of the Mining Charter going forward, including the 26% historically disadvantaged South Africans ownership objective. There is also no guarantee that the interests of African Thunder will be wholly aligned with the interests of its (direct or indirect) BEE shareholders.

Argentina Country Risks

PLASA will conduct exploration activities in Argentina which has, from time to time, experienced political and economic instability. PLASA may be materially adversely affected by risks associated with political instability and violence, war and civil disturbance, acts of terrorism, expropriation or nationalization, change in fiscal regimes, fluctuations in currency exchange rates, high rates of inflation, underdeveloped industrial and economic infrastructure; and enforceability of contractual rights. Provincial governments of Argentina have considerable authority over exploration and mining in their province and there are Argentinean provinces that have passed various laws to curtail or ban mining activities in those provinces. Argentina has had and is currently enduring a period of high inflation that could increase the operating costs. In addition, the Argentinean peso has been subject to large devaluations and revaluations in the past and may be subject to significant fluctuations in the future.

Other Disclosure Relating to Ontario Securities Commission Requirements for Companies Operating in Emerging Markets

Controls Relating to Corporate Structure Risk

Aberdeen has implemented a system of corporate governance, internal controls over financial reporting, and disclosure controls and procedures that apply at all levels of the Company and its subsidiaries. These systems are overseen by the Board and implemented by the Company's senior management. These systems of corporate governance, internal control over financial reporting and disclosure controls and procedures are designed to ensure that, among other things, the Company has access to all material information about its subsidiaries. The relevant features of these systems are described below.

Signing officers for subsidiary foreign bank accounts are either employees of Aberdeen or employees of the subsidiaries. Monetary limits are established internally by the Company as well as with the respective banking institution. Annually, authorizations over bank accounts are reviewed and revised as necessary. Changes are communicated to the banking institution by the Company and the applicable subsidiary to ensure appropriate individuals are identified as having authority over the bank accounts.

Strategic Direction

The Board is responsible for the overall stewardship of the Company and, accordingly, supervises the management of the business and affairs of the Company. More specifically, the Board is responsible for reviewing the strategic business plans and corporate objectives, and approving acquisitions, dispositions, investments, capital expenditures and other transactions and matters that are material to the Company including those of its material subsidiaries.

Internal Controls Over Financial Reporting

The Company prepares its consolidated financial statements and management's disclosure and analysis of ("MD&A") on a quarterly and annual basis, using IFRS as issued by the International Accounting Standards Board, which require financial information and disclosures from its subsidiaries. The Company implements internal controls over the preparation of its financial statements and other financial disclosures to provide reasonable assurance that its financial reporting is reliable and that the quarterly and annual financial statements and MD&A are being prepared in accordance with IFRS and relevant securities laws. These internal controls include the following:

The Company receives trial balances, balance sheets, income statements and general ledger details relating to its subsidiaries in order to complete the consolidated financial statements and MD&A. Management of the Company has direct access to relevant financial management of its subsidiaries in order to verify and clarify all information required.

All public documents and statements relating to the Company and its subsidiaries containing material information (including financial information) are reviewed by senior management, including the Chief Executive Officer, the Chief Financial Officer and internal legal counsel before such material information is disclosed, to make sure that all material information has been considered by management of the Company and properly disclosed.

As more fully described in paragraph (e), the Company's Audit Committee obtains confirmation from the Chief Executive Officer and Chief Financial Officer as to the matters addressed in the quarterly and annual certifications required under National Instrument 52-109 - Certification of Disclosure in the Company's Annual and Interim Filings ("NI 52-109").

The Audit Committee reviews and approves the Company's quarterly and annual financial statements and MD&A and recommends to the Board for the Board's approval of the Company's quarterly and annual financial statements and MD&A, and any other financial information requiring board approval, prior to their publication or release.

The Company's Audit Committee assesses and evaluates the adequacy of the procedures in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements by way of reports from management and its internal and external auditor.

Although not specifically a management control, the Company engages its external auditor to perform an audit of the annual consolidated financial statements in accordance with IFRS.

Disclosure Controls and Procedures

The responsibilities of the Audit Committee include oversight of the Company's internal control systems including those systems to identify, monitor and mitigate business risks as well as compliance with legal, ethical and regulatory requirements.

CEO and CFO Certifications. In order for Aberdeen's Chief Executive Officer and Chief Financial Officer to be in a position to attest to the matters addressed in the quarterly and annual certifications required by NI 52-109, the Company has developed internal procedures and responsibilities throughout the organization for its regular periodic and special situation reporting. This is done in order to provide assurances that information that may constitute material information will reach the appropriate individuals who review public documents and statements relating to the Company and its subsidiaries containing material information, is prepared with input from the responsible officers and employees, and is available for review by the Chief Executive Officer and Chief Financial Officer in a timely manner.

Records Management of the Company's Subsidiaries

The original minute books, corporate seal and corporate records of each of the Company's subsidiaries are kept at each subsidiary's respective registered office.

DESCRIPTION OF MATERIAL MINERAL PROPERTIES

The Smokey Hills Project, South Africa

The following information has been excerpted or derived from a report entitled "Technical Report on the Smokey Hills Platinum Mine, Limpopo Province, South Africa" dated April 13, 2016, which was authored by NJ Odendaal, FSAIMM, MGSSA of Minxcon (Pty) Ltd. (the "Smokey Hills Report"). Mr. Odendaal prepared or supervised the preparation of the information that forms the basis for the following scientific and technical disclosure regarding the Smokey Hills Project. Please see the Smokey Hills report for further and more detailed information regarding the Smokey Hills Project.

Property Description and Location

The Smokey Hills mining area is located on the farm Maandagshoek 254 KT (Mineral Area 4) between the towns of Polokwane and Steelpoort, South Africa, which is approximately 20 km north-northeast of the town of Burgersfort within the Greater Tubatse Local Municipality in the Limpopo Province of South Africa. The project is approximately 300 km north of Johannesburg, South Africa. The total surface area of the project is approximately 6.78 km^2.

Aberdeen indirectly holds a 47% effective interest in the project. In South Africa, the project is owned by an incorporated joint venture company (the "Smokey Hills JVCo"). The Smokey Hills JVCo holds an 80% interest in the mining right over Mineral Area 4, which was granted in November 2007. The remaining interest in the project is held by the local community as to 5.0% and as to 15.0% by a local BEE company. The South African government holds the surface rights to the project.

The Smokey Hills JVCo is required to make financial provision for the interim and final rehabilitation activities relating to mining activities on the site. This provision is reviewed annually for adequacy and amended to compensate for new activities and/or inflation. As at

October 2014, the immediate closure liability was estimated to be ZAR25.52 million. The combined total provision for closure (funds + insurance) was ZAR28.38 at that time.

The project is subject to governmental royalties pursuant to the *Mineral and Petroleum Resources Royalty Act* (South Africa). The act requires all companies extracting minerals in South Africa to pay royalties at a rate of between 0.5% and 7% based on gross sales, less their allowable deductions, depending on the refined condition of the mineral resources. Therefore, companies are taxed on either the refined or unrefined formula.

- Refined mineral formula = 0.5 + [EBIT/Gross sales x 12.5] x 100

- Unrefined mineral resource formula =0.5 + [EBIT/Gross sales x 9] x 100

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The site is accessed via a sealed road linking the mine with the local highway. No railway lines service the site. The national power company installed a 132kv power supply to the project switchyard situated adjacent to the plant. Overhead power lines are installed from two existing switches and provide a relatively reliable supply of power to the project area. The power lines are the property of Eskom. Water is supplied to the mine via a 10 km pipeline from the Lebowa Water Authority with a total allocation of 60,000 m³ per month. The pipeline is owned and maintained by the mine.

The area where Smokey Hills is located is a predominantly rural settlement area, on the foothills of the Lebolelo Mountains. The area has some wilderness sections but is mostly used for livestock grazing, substance farming and harvesting of vegetation. Labour for the mining operations is expected to be sourced from the surrounding areas while contractors will be employed from time to time for their specific specialised skills. It is expected that specialized positions within the metallurgical plant will be operated on a contract basis.

The topography of the area is characterised by rugged areas and steep gradients. A large portion of the farm area is covered by alluvium deposited along older channels. The high-lying central and north-eastern portions are underlain by medium to coarse-grained norite and anorthosite containing chromite bands known as the Dwars River Subsuite. A dyke transects the site with a north-northeast to south-southwest orientation and outcrops in the northwest-southeast trending non-perennial drainage features, sub-tributaries to the Moopetsi River. A drainage system of the non-perennial Moopetsi river traverses the study area.

The climate permits operations to be conducted year round as Limpopo Province has a generally warm to hot climate and a fairly high humidity in summer with average daily temperatures ranging from 28 °C in January to 23 °C in July. Wind direction is mainly south-southeast to north-northwest. The mean monthly rainfall for the area varies between 4.8 mm and 105 mm, with maximum precipitation occurring in January. The mean annual runoff at the site has been estimated to be 197,443 m^3. The inferred aquifer system consists of a confined weathered and fractured aquifer system. Within the valley floor, there is likely to be an aquifer associated with the alluvium. The aquifer system can be classified as a sole source aquifer with high vulnerability requiring a strictly non-degradation level of protection.

History

The previous, old order exploration licence for the project was held by Corridor Mining Resources (Pty) Ltd. The old order exploration licence was converted into a new order prospecting right in 2006. After the licence was re-structured, Corridor sold its remaining 80% interest in the project to Platinum Group Australia in May 2004. In July 2014, Platinum Group Australia entered into a share purchase agreement with an Aberdeen subsidiary. Please see the information below under the heading “Exploration” for a summary of the exploration activities conducted at the project over time.

A total of three mineral resources estimates have been completed on the Smokey Hills deposit, each based on essentially the same assumptions with certain changes regarding unknown geological loss allocations where a combined known and unknown mining loss equaled approximately 21%, which mine to mill reconciliation has proven to be adequate, with a variance of approximately 0.5% on an annual basis. Each estimate used no-cut-off grade, thus precluding metal price assumptions, operating cost assumptions or recovery assumptions. The Mineral Resource is not stated at a minimum mining cut, however definitions for the mining cut were provided. Three geological layers were estimated that make up the primary mining cut, namely: the UG2 Reef cut, a 15 cm reef cut and a hanging-wall cut up to the second hanging-wall chromitite band (L2). The first estimate was conducted by Snowden and dated as at May 2006. Snowden based their mineral resource classification upon the uncertainties in the geological framework and the risk in the grade estimate as demonstrated by a sequential Gaussian conditional simulation run of 100 realisations.

Geological Setting

<u>Regional Geology</u>

The project is in the Bushveld complex, which is a world-renowned deposit that hosts PGEs, chromite, vanadium and titanium mineralisation. The Bushveld complex is dated at between 2.06 Ga to 2.058 Ga and is the largest layered igneous complex in the world. Situated within the north-central Kaapvaal Craton, this massive Proterozoic intrusive body, or, more likely, a series of interconnected intrusives, has a surface area of approximately 66,000 km^2 and consists of a mafic-ultramafic succession of layered and massive rocks, a penecontemporaneous series of granitic rocks and felsic extrusive rocks. The true thickness of the mafic-ultramafic layered rocks in the Bushveld complex varies from 7,000 m to 12,000 m. The Bushveld complex was intrusively emplaced within and exhibits a transgressive relationship to the Transvaal Supergroup sequence, a large sedimentary basin of late Archaean-Proterozoic age (ca. 2.5 to 2.06 Ga) located within the north-central Kaapvaal Craton. The mafic-ultramafic layered rocks of the Bushveld complex outcrop in three main arcuate complexes or limbs, namely the western, eastern and northern limbs. The three limbs of the Bushveld complex have been further subdivided into a set of geographic sectors. The magmatic layering of the ultramafic-mafic rocks is remarkably consistent and can be traced over several hundreds of kilometres of strike. The layering may be correlated throughout most of the Bushveld complex. The similarity of geology across large areas within each of the three limbs, particularly the sequence of igneous layering that includes both the Merensky Reef and the UG2, is probably indicative of simultaneous differentiation and replenishment of a basaltic magma under essentially identical conditions. The eastern and western limbs of the Bushveld complex show a broad ellipse when viewed in plan, each measuring approximately 200 km north-south and 370 km east-west. The Smokey Hills project falls within the eastern limb of the Bushveld complex.

<u>Local Geology</u>

The eastern limb of the Bushveld complex stretches from the towns of Zebedelia in the north to Bethal in the south and is subdivided from north to south into the western, central and southern geographical sectors. A major linear feature, named the Steelpoort Fault zone, separates the central from the southern sector. Each sector has distinct stratigraphic and structural characteristics that affect the economics of the various mining activities carried out in the region. The Smokey Hills project is located in a geological and structurally complex area of the central sector of the eastern limb of the Bushveld complex. Only the UG2 forms the PGE-bearing unit of economic interest in the upper critical zone at the Smokey Hills project.

Property Geology

The Smokey Hills project is located in the central portion of the eastern limb of the Bushveld complex and is underlain by rocks of the upper critical zone, which hosts two of the more important PGE-bearing units in the Rustenburg Layered Suite: the Merensky Reef and the UG2. In the Smokey Hills Project Area, the Merensky Reef is expected to occur approximately 300 m above the UG2. However, a minimum of approximately 140 m of the Merensky Reef footwall units have been removed by erosion and therefore no Merensky Reef is preserved at the Smokey Hills project. In the central portion of the eastern limb of the Bushveld complex, five chromitite layers have been identified in the Upper Critical Zone, each of which forms the base of a cyclic unit. The cyclic units are termed, from oldest to youngest the UG1, UG2, UG3 UG3A and UG3B. Each of these chromitites carries varying concentrations of PGEs. However, concentrations in the UG1 chromitite layer in all areas of the RLS have been found to be subeconomic. The UG3, UG3A and UG3B chromitite layers are generally too thin and contain insufficient concentrations of PGE mineralisation to have any reasonable expectation to support economic extraction. The UG1 chromitite layer occurs over 100 m below the UG2. The UG3 chromitite layer is approximately 0.25 m thick and occurs approximately 15 m above the UG2. The UG3A and UG3B chromitite layers are approximately 0.1 m thick, occur approximately 5 m above the UG3 and are separated by approximately 0.3 m of pyroxenite. Individual layers in the Upper Critical Zone can generally be correlated over several kilometers and as such, detailed local stratigraphic nomenclature can be established.

Dykes in this area are primarily composed of dolerite, which is generally fine-grained and of good competence, with associated areas of dense jointing and alteration. Underground dyke intersections are generally less than 10 m in width. An airborne magnetic survey has identified several swarms of northeast-striking dolerite dykes. No serious problems were encountered during mining through these features, and no significant displacements have been associated with them.

Potholes are defined as areas where normal reef characteristics are destroyed and hence, pothole areas are believed to be un-mineable and considered a geological loss. The position and size of potholes are typically unpredictable. In most instances, the potholes affect only one of the economic units. However, in minor instances, the underlying or overlying economic unit may be affected by the development of the pothole.

The Bushveld complex stratigraphy is occasionally replaced by late-stage pegmatite bodies. These pegmatite bodies have a range of compositions, from highly ultramafic to felsic.

Rolling reef and small scale undulations of the UG2 do not create geological losses but can contribute towards mining difficulties. Undulations and highly dipping (up to 50º) have been observed at Smokey Hills in the outcrop and during mining. Miners have tried to minimize difficulties associated with the mining of these areas by using up-dip methods. An area of rolling reef has been encountered during underground mining centred on the 4.4 Raise. The UG2 elevation, in relation to adit 4, was reduced by up to 40 m. This has made it difficult to mine because of the proximity of the mining lease boundary.

Exploration and Drilling

The first occurrence of platinum in the eastern Bushveld Complex was first noted at Maandagshoek by William Betel, who reported his find in the 10 November 1906 edition of South African Mines, Commerce and Industries. Maandagshoek is of particular historic significance as the earliest sampling of platinum in the eastern BC took place at this locality during the 1920s. Historically, the Smokey Hills project has been subject to minimal exploration, only consisting of a number of vertical boreholes on the northern end of one of the prominent hills on the property ("Hill 2") and the construction of an exploration adit into the southern end of a different hill ("Hill 3"). During the completion of this work, an access track was excavated exposing the reef along the strike extent of Hill 2 and a proportion of the strike of Hill 3.

Platinum Group Australia completed two outcrop channel samples in 2005 across the reef and three diamond drill holes as part of a due diligence study. Subsequently, it completed:

- Detailed low level helicopter borne magnetic survey. The detailed airborne magnetic survey was completed at a flight line spacing of 25 m, with a nominal flight height of 20 m
- 69 diamond drill holes (inclusive of the 3 due diligence holes) during 2005 and 2006 totaling approximately 5,177 m. Each drill hole was collared and 64 were completed.
- Collected a total of 1,380 drill core samples for PGM analysis.
- Cut 43 outcrop and 7 underground channels, and collected 293 channel samples for PGM analysis.
- A detailed low level helicopter-borne magnetic survey.
- Excavation of a small open pit to expose a 10 m dip section of the UG2 reef to provide a bulk sample for metallurgical test work and to study the effects of weathering on reef grade and metallurgical properties.
- Re-opened the exploration adit and extracted a bulk sample for metallurgical test work.
- Diamond drilling was completed on a grid spacing varying between 120 m and 250 m, utilising HQ triple tube diameter (56 mm) core to maximise recoveries in shallow oxidised/weathered conditions and to provide optimal core conditions for geotechnical analysis.
- Channel sampling was completed by cutting vertical slots across the width of the UG2 outcrop exposure, followed by horizontal cuts to define the individual samples. Sampling was designed to provide a similar sample to that derived from the 1/4 HQ core sample and maintain sample support for the purposes of the resource estimation process. The detailed airborne magnetic survey was completed at a flight line spacing of 25 m, with a nominal flight height of 20 m. The magnetic data also indicated a lack of major crosscutting structures within the Project Area, which was confirmed by detailed field mapping.
- A small (approx. 5 m high wall) open pit was excavated to provide a bulk sample for metallurgical test work; examine the variability of oxidation with depth from surface; and study near-surface geotechnical conditions.

<u>Drilling</u>

All drill holes were diamond cored from the surface. The drilling was contracted to DrillCorp (Pty) Ltd, which is a major drilling company operating in South Africa and with experience in drilling Bushveld reefs. At the start of the drilling program, the reef was drilled using NQ size bits although this was changed to HQ drilling shortly after the commencement of the drilling program in order to optimise the quality and size of the core sample. In the very shallow areas (less than about 30 m below surface), where it was found that the reef was more friable due to weathering, triple tube techniques were used to ensure that percentage core recoveries were as high as possible. A systematic program of deflection drilling has not been completed at the site. The only deflections drilled were in order to complete the drill hole after technical problems arose or where the recovery of the UG2 intersection was not considered good enough to adequately represent the mineralisation. A deflection was only required in the case of one diamond drill hole, SHDD009, the remaining re-drilled intersections being completed from surface as the depth of mineralisation did not warrant the insertion of a wedge. Therefore, there was only one accepted reef intersection per drill hole.

A total of 69 diamond drill holes were collared, however, this includes five drill holes which were re-drilled as a result of recovery and other technical issues. A total of 64 diamond drill holes were completed at the project. Of these 64 diamond drill holes, five were abandoned or the UG2 intersection was too shallow and weathered to practically achieve a representative intersection at that location. The locations of the collars of the 59 drill holes that were successful from a quality perspective and the UG2 outcrop position. The drill holes were collared on an approximately regular grid of 150 m N by 150 m E, although there were some areas where drilling was sparser (greater than 220 m N by 220 m E) due to access difficulties, these being primarily on the ridges of the two hills and an area to the southwest of Hill 2. It should be noted, however, that the UG2 intersections that were not acceptable as a result of quality issues were still useful for structural interpretation.

Drill holes were generally angled at approximately -80° or -75° to the east in order to intersect the UG2 at approximately 90° to the plane of the reef. In some drill hole locations at the Smokey Hill project steep and irregular terrain resulted in the drill holes being collared vertically. All of the drill hole collars were located by Orbital Surveys, an independent contract surveyor, using a DGPS survey instrument. All of the completed drill holes were surveyed downhole by an independent contractor (SG Survey), using an electronic multi-shot survey instrument. In addition to inclination and azimuth, temperature and magnetic field strength readings were recorded. Natural gamma readings were sometimes taken depending on the capabilities of the survey instrument used. One of the drill contractor's staff was responsible for core orientation from all of the drill rigs. The frequency of core orientation points was at least every 30 m for the un-mineralised hanging wall core and for every core barrel (full or partial) in the reef zones.

Mineral resource and mineral reserve estimates

In the 2014 Smokey Hills technical report Minxcon reported a mineral resource estimate based on geostatistical estimates previously completed by Snowden. Snowden considered both the risk in the grade estimate and the risk due to uncertainties in the geological framework. Minxcon concluded the resource classification used sound geological and geostatistical principles that reflected best practice on the Bushveld.

A sequential Gaussian conditional simulation run of 100 realizations for the PGE and gold mineralization and true width revealed that the risk in the grade and thickness estimates for fresh UG2 chromitite was very low. The results were scaled to a tonnage approximating three months production of UG2 chromitite (approximately 75,000 t) and the areas where the error was greater than 10% were classified as Indicated Resource. Given the relatively small area of oxidised ore a conditional simulation exercise was not conducted and the grade risk was a function of the number of composites in individual areas. Where several composites occurred, oxidised blocks within 100 m of these composites were classified as Measured Resource.

Geological loss estimates within the South African Bushveld Complex, PGE industry are based on an estimate of known losses and unknown losses. The unknown component is associated with structural features that are difficult to quantify and locate in space. For example, potholes are definitely present, but their positions and dimensions are generally unknown. Therefore there is a risk associated with the geological loss estimate. This risk must be considered in the resource classification.

The areas classified as Indicated Resource due to risk in the grade and thickness estimations, as identified by the conditional simulation, was combined with areas believed to be exposed to additional structural risks, which was influenced by risks associated with low drill hole density areas and the perimeters of the known pothole and IRUP areas. The areas classified as Indicated Resource on the basis of grade were also classified as Indicated Resource on the basis of additional structural risk. However, some of the areas that would have been classified as Measured Resource on the basis of risk in the grade and width estimates were down-graded to Indicated Resource on the basis of additional structural risk.

Minxcon reviewed the parameters utilised by Snowden, and endorsed by GeoLogix, and found them to be sound. Minxcon concurred with the current mineral resource classification for Smokey Hills. The Smokey Hills mineral resource estimate is shown below and Minxcon stated it properly reflects its view of the Smokey Hills deposit. An additional unknown geological loss of 6.23% has been applied to the in-situ tonnage to account for geological features such as potholes and IRUPs that have not been identified by drilling or mining to date. No other modifying factors have been applied to the estimate. The resource is not reported above a cut-off grade. An important difference to the note between the 2014 declaration and previous declarations is that the total in situ Mineral Resource now includes the mining pillars. Minxcon's view is that due to the shallow nature of the orebody and the accepted definition of a Mineral Resource in terms of NI 43-101, the underground mining pillars do have a potential of being economically extracted, at least in part at the end of life of mine. Upon reconciliation with the August 2014 Mineral Resource estimate as depleted by Minxcon, the over-all differences between the relevant parameters due to mining depletion for July 2011 and August 2014 indicates a net 9.5% decrease in Mineral Resource tonnes, as well as a 9.5% decrease in contained metal.

The Total Mineral Resource for Smokey Hills as at 31 August 2014

Mineral Resource Category	Area	Width	Tonnes	4E	Content	Content
	m²	m	t	g/t	kg	koz
Hill 2						
Measured	191,359	1.11	790,616	5.31	4,199	135
Indicated	135,739	1.10	559,097	5.39	3,015	97
Total	**327,098**	**1.11**	**1,349,714**	**5.34**	**7,213**	**232**
Hill 3						
Measured	459,890	1.05	1,788,539	5.74	10,260	330
Indicated	261,091	1.06	1,039,952	5.78	6,011	193
Total	**720,980**	**1.05**	**2,828,491**	**5.75**	**16,271**	**523**
Total Resource						
Measured	651,249	1.07	2,579,155	5.61	14,459	465
Indicated	396,830	1.08	1,599,049	5.64	9,025	290
Total	**1,048,078**	**1.07**	**4,178,205**	**5.62**	**23,484**	**755**

Notes:

1. 4E refers to platinum (Pt), palladium (Pd), rhodium (Rh) and gold (Au).
2. The Mineral Resource are not stated at a pay limit.
3. Tonnes have been rounded off to the appropriate level of accuracy.
4. The estimate is inclusive of any Mineral Reserve declared.
5. The Mineral Resources are reported inclusive of mining stability pillars.
6. A geological loss of 6.83% has been applied to the Mineral Resource.
7. 1 kg = 32.15076 oz.
8. The Mineral Resource Statement does not include the depletions from April 2015 to March 2016.

No socio-economic, legal or political modifying factors have been taken into account in the estimation of Mineral Resources for the Smokey Hills Project. The mine was in operation during the period April 2015 to March 2016 and depletions for this period were taken into account in the financial model. The Mineral Resources stated were, however, kept the same as in the October 2014 report and were not adjusted for these depletions. The total tonnes mined during this period was estimated to be approximately 308 kt at an average grade of 3.3 g/t. Minxcon concluded this would only have had a minor impact on the value of the project.

Mineral reserve estimate

The estimated mineral reserves for the Smokey Hills Grande Project are based on the conversion of the measured and indicated resources within the current Technical Report mine plan. Measured resources are converted directly to proven reserves and indicated resources to probable reserves. The mineral reserve estimates of the Smokey Hills Project have been confirmed by Minxcon.

Mineral Reserve Statement as at 31 August 2014

Mineral Reserve Category	Tonnage	Grade 4E	Content 4E	Content 4E
	t	g/t	kg	koz
Hill 2				
Proven	702,120	4.19	2,939	94
Probable	517,532	4.18	2,164	70
Total	**1,219,652**	**4.18**	**5,103**	**164**
Hill 3				
Proven	1,584,924	4.51	7,141	230
Probable	672,262	4.56	3,064	99
Total	**2,257,186**	**4.52**	**10,205**	**328**
Total Reserves				
Proven	2,287,044	4.41	10,080	324
Probable	1,189,795	**4.39**	5,228	168
Total	**3,476,838**	**4.40**	**15,309**	**492**

Notes:

1. Tonnages refer to tonnes delivered to the metallurgical plant.
2. No vampings is included in the reserve statement tonnes.
3. Minimum stoping width of 115 cm applied.
4. All figures are in metric tonnes.
5. 1 kg = 32.15076 oz.
6. Pay limit Smokey Hill 3.49 g/t 4E.
7. Pay Limit calculated: US$/oz. = 1129 basket price, ZAR/USD = 10.72.
8. The Mineral Reserve Statement does not include the depletions from April 2015 to March 2016.

The mineral reserve estimate is based on the following parameters:

- The development advance rate is planned between 16 m/month and 27 m/month.
- Adits have been scheduled at 30 m/month.
- Conventional raises have been scheduled at 27 m/month.
- Ledging and stoping have been scheduled at rates between 240 m^2 and 350 m^2 per month.
- The open cast is not included in the life of mine schedule and was mined to a depth of 25 m.
- The low production volume tail is removed from the life of mine plan as determined by the cash flow. As negative cash flow is projected to start in March 2022, the mineral resources that were scheduled after March 2022 were omitted from the mineral reserves estimate.

Mining Methods

The SHP utilises a combination of conventional narrow reef stoping methods with trackless equipment to remove blasted ore from underground workings. The mine plan has changed from an up-dip stoping method to a (mainly) breast stoping configuration. However, some up-dip mining is still planned for future operations. Stope panels and reef raises are drilled with hand-held jack hammers, and the blasted ore is removed from the working faces by means of scraper winches. The centre gully (reef raise) winch scrapes all blasted ore into a large muck bay. The ore is loaded in the muck bay with trackless equipment and transported in dump trucks to the concentrator plant. Access to the underground workings is via adits which are developed on strike and reef.

The Smokey Hills Plant consists of a typical UG2 processing plant with a mill-float-mill-float configuration with a capacity of 60 ktpm. A chrome spirals recovery circuit treats the primary roughers tails. The chrome circuit operated from November 2010 to February 2011. During this period the plant was treating Smokey Hills RoM ore from underground as well as chrome tailings from a nearby dump in separate campaigns. The chrome circuit was stopped in February 2011 as it was believed that the chrome circuit was contributing to PGM losses.

Subsequent to the chrome circuit stoppages, it was reconfigured to treat secondary flotation tails instead. The circuit was re-commissioned in May 2012. However, with the decision in June 2012 to put the plant on care and maintenance, the chrome circuit was shut down in July 2012. The plant consists of the following circuits: jaw crushing; cone crushing in closed circuit with a screen; primary ball mill in closed circuit with a screen; primary flotation; chrome spirals recovery circuit; secondary ball mill in closed circuit with a cyclone; secondary flotation; PGM concentrate and tails thickening; PGM concentrate filtering and storage; reagent make up and dosing circuits; and water recycling and storage.

The Smokey Hills project was again placed on care and maintenance in April 2016.

SAL DE LOS ANGELES LITHIUM PROJECT IN SALTA, ARGENTINA

The following information has been excerpted or derived from a report entitled "Technical Report on Salar de Los Angeles Project, Salta Province, Argentina" dated May 2, 2016, which was authored by Ray Spanjers, P.Geo (the "Los Angeles Report"). The technical and scientific information in this AIF relating to the Salar de Los Angeles Project has been reviewed and approved by Will Randall, a qualified person under NI 43-101. Please see the Los Angeles report for further and more detailed information regarding the Salar de Los Angeles Project.

Property description and Location

The Sal de Los Angeles Project is located in the Puna region of northwest Argentina, approximately 145km southwest of the city of Salta, a few kilometres north of the border between the Provinces of Salta and Catamarca, Argentina. The property area lies entirely within the Province of Salta and covers the majority of the Salar de Diablillos basin. PLASA holds approximately 8,156.5 hectares of mineral tenure.

The Sal de Los Angeles project is not subject to any known environmental liabilities. There has been some ulexite mining in the project area in the past, but at shallow depth (less than 1m). Although records for these activities are not available, it is unlikely that lithium-bearing brines would have been exposed during these past activities. Now that the majority of these small-scale operations have ceased, natural reclamation is expected. Similarly, there are no known environmental liabilities associated with the proposed location of the off-site lithium carbonate plant.

Drilling and earthworks completed by previous operators during 2011 and 2012 did incur a fine of AR$43,200 (approximately USD3000) for certain failures to comply with environmental standards and reporting. The Mining Secretary for Salta province has since resolved, after a series of administrative appeals, that there has not been any environmental damage as a result of these drilling activities, including a resultant and actively flowing artesian well, and any orders which could hinder the further advancement of the property have been removed. The fine has been maintained, as it relates to administrative charges.

There are no other significant factors and risks that may affect access, title or the ability to perform work on the project.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Diablillos basin is located in the Puna region of the Andes, characterized by broad valleys separating mountain ranges which extend south from Peru and Bolivia and into northern Chile and northwestern Argentina. The region exhibits large plateaus averaging 3,500 metres above sea level (“MASL”) surrounded by mountain ranges with heights exceeding 6,000 MASL. The average elevation in the project area is approximately 4,000 MASL, with the nearby volcanic mountains exceeding that elevation by several hundred meters.

The Salar de Diablillos is located in the Argentine Puna region with an extremely dry and arid climate, with little or no annual rainfall. At nearby Salar de Hombre Muerto, rainfall is reported to average 60 to 80 mm/year. The majority of the precipitation occurs during the months of January through March.

During the winter season (July and August), temperatures average between 8°C to 10°C during the daytime and -5°C to -8°C during the night, but exhibit large daily variations commonly reaching -25°C and 15°C within 24 hours. During the summer months (December to February) temperatures average between 25°C to 30°C during the daytime and around freezing during the night. Strong northwest and west winds in excess of 45 km/h are common in the area, particularly during the winter and spring seasons. Exploration activities are conducted throughout the year, and it is expected that future exploitation operations can be conducted year-round. Exceptions may occur in the latter half of January and early February, when summer rains may complicate access to certain portions of the salar.

In the immediate vicinity of the historical exploitation area, and within the PLASA ground holdings, there is sufficient area to support construction of a lithium operation. Planned infrastructure, in the event of mine construction, could include evaporation ponds, wells, permanent housing, and a carbonation plant.

The Sal de los Angeles Project is accessible from the city of Salta through the town of San Antonio de Los Cobres via National Highway 51, and then through a secondary gravel road (all-weather provincial Route 129) via the town of Santa Rosa de Los Pastos Grandes. By road the distance from Salta to the property is approximately 320km, which is a driving time of six to seven hours. An alternate road route exists via the town of Pocitos on Provincial Route 17, which is the main road to Antofagasta, Chile and the primary road access to the Borax Argentina Minas Tincalayu borax mine, located a few kilometres southwest of the Los Angeles Project on the north-eastern shore of the Salar Hombre Muerto. These secondary roads are regularly maintained, as they are used daily for transportation purposes during mining and processing of borates in the region. The Salar de Los Angeles may be accessed from the north and the south by two local roads veering off the secondary trucking road. The local roads are relatively narrow gravel roads that can be driven with regular two-wheel drive vehicles with high clearance; however, during the rainy periods between January and March, sections of the road are susceptible to flooding or small landslides, and in those months four-wheel drive vehicles are required for access within the property.

The nearest commercial airport to the Salar de Diablillos located in the city of Salta, which is serviced by regular commercial flights from major South American cities. Local borate producers have established and regularly make use of trucking routes between Los Angeles, Pocitos and San Antonio de los Cobres. Salta is connected to the Chilean seaport of Antofogasta by the narrow-gauge General Belgrano Railway.

The Sal de los Angeles Project is located in the southeast end of the Puna of Salta and is the endpoint of the run-off waters of the western slope of the southern peaks of the Luracatao mountain chain. The Los Angeles hydrographical basin is an elongated intermountain plane with length of approximately 3 km in the north–south direction and width of 2.5 km in the east–west direction. The basin is geographically isolated since it is completely enclosed by the surrounding mountains. However, the basin receives fresh water discharge from the Diablillos River, which is one of the rivers with greatest flow in the area.

PLASA installed a water supply well that provides potable water for exploration operations. Freshwater enters the salar from the Diablillos River. Potable and non-potable water is available at Pocitos; however, PLASA has not confirmed water demand requirements for the off-site production facility.

History

The exploration and production history on the Sal de los Angeles Project has been restricted to minor ulexite exploitation by local miners and exploration work by Borax Argentina during the last decade. Evidence on the field in the form of shallow (less than one metre depth) small pits have been observed. It is unlikely that lithium-bearing brines would have been exposed and/or sampled during these past activities.

Historical information on drilling in the salar reported by the Servicio Geológico Minero Argentino indicates that a drill hole was completed in the south-eastern margin of the salar, reaching the metamorphic basement at a depth of 75 vertical metres. Rodinia Lithium Inc. conducted exploration activities at the site and published an inferred mineral resource estimate that is described below and a preliminary economic assessment.

In situ brine resources were initially reported in a press release entitled "*Rodinia Lithium Inc. Defines 4,959,000 Tonne Lithium Carbonate Equivalent Resource At Salar De Diablillos"* dated March 2, 2011. The estimate reported below is an updated estimate that is based on recoverable brine resources, and was disclosed in the press release entitled "Rodinia *Lithium Inc. Defines Recoverable Resource Estimate for the Salar De Diablillos*", dated April 1, 2011. **The Company considers this estimate to be historical in nature and cautions that it is not compliant with NI 43-101, categorizes resources within categories not recognized under NI 43-101 and should not be relied upon**. The Company has included this estimate in this AIF to provide a complete history of the project but does not consider the resource estimate to be relevant or current.

Inferred Brine Resource (In-situ), Salar de Los Angeles Project, Effective Date January 21, 2011

Aquifer	In-situ Brine Volume	Total Porosity	S.G.	Concentration			Recoverable Tonnage		
	(Mm^3)	(%)		Li (mg/L)	K (mg/L)	B (mg/L)	LCE Li_2CO_3 (t eq.) (1000)	PE KCl (t eq.) (1000)	BAE Boric Acid (t eq.) (1000)

I	76	27.50	1.10	592	6298	647	240	910	280
II	476	32.50	1.07	471	5269	540	1190	4780	1470
III	1,125	32.50	1.10	589	6595	691	3530	14140	4440
Total	1,677	32.23	1.09	556	6206	646	4960	19840	6190

Notes to accompany In-situ Brine Resource:

(1) Inferred in-situ brine resource estimate for the Salar de Los Angeles. Equivalent tonnages are reported in metric tonnes ("t") and were calculated using standard conversion rates as determined by the chemical composition of the final product, and are independent of price and mining processes. A 230 mg/L Li cut off was used for all resource estimations.

(2) In-situ resources are determined by the total porosity. These resources do not include allowance for losses in extraction of Li, K and B from brines in a treatment plant. Total porosity are taken from the midpoint of ranges stated in Table 7-2, based on analogous salar-hosted brines and may change when detailed data from the Los Angeles deposit are collected.

(3) The economic cut-off applied was based on analogous deposits.

(4) Assumptions regarding thicknesses of Aquifers ll and lll may change with more detailed drilling and geophysical data.

(5) SRK Note: The original Inferred Brine Resource estimate included calculation of equivalent recoverable tonnage. SRK elected to omit the equivalent tonnage estimates.

(6) Totals may differ slightly from sum or weighted sum of numbers due to rounding.

In its report, SRK noted that the field hydrogeological investigation described above generally confirmed the effective porosity and transmissivity values assigned by AMEC. SRK's mineral-resource estimation relied on the results of a 3-dimensional (3-D) groundwater-flow model, the hydrostratigraphic dimensions and distributions of which were taken directly from the existing 3-D resource model presented in AMEC (2011). Consequently, the groundwater-flow model includes three aquifers of relatively uniform thickness across the basin. Drilling and testing at DRC-16 in 2011 did not confirm a three-aquifer system, nor was the thickness of the aquifer at that location as great as had been assumed by AMEC from geophysical data. The sediments drilled at DRC-16 were more or less uniform in composition to the bottom of the basin, with a clay and caliche layer at 12 mbg which might separate a thin upper from a thick lower aquifer. Conversely, findings of later drilling at the location of DRC-01 (not yet tested) do, in fact, indicate a slight difference in the sediment textures from bottom to top of the basin, which might describe three somewhat distinct units; and the thickness at DRC-01 was somewhat greater than assumed by AMEC.

Geological Setting and Mineralization

The salar is located east of Ratones Hill, at an altitude of 4,000 MASL. The basement of the salar consists of rocks of the Rio Blanco Precambrian metamorphic complex. Extensive alluvial plains ascend to the north and south. The endorheic basin covers an area of 416km^2, from which 33 km^2 corresponds to the evaporitic salar environment. The salar has a thin salt efflorescence crust covering a layer of borate ulexite on almost all salar surfaces (Alonso, 1986). Towards the edges, this crust graduates to a more clastic facies. Travertine deposits from former springs are irregularly distributed, and represented by the trace of the entrance of the Diablillos River from the southeast.

The hydrogeological setting for most of the Argentinean Puna is characterized by the strong endorheic (closed basin) behaviour where saline depressions (salars) receive relatively small discharges of fluvial tributaries. In the centre of these depressions, temporal or permanent shallow closed lagoons are formed. The occasional but intense precipitations during the summer occur either in the form of snow or hail in the higher surrounding mountains. At lower altitudes, strong rains can occur.

Regional Geology

Historical analysts concluded the main lithium-bearing region of South America is located in the Altiplano Puna plateau, which is approximately 2,000 km long by 300 km wide with an average elevation of 3,700 m, controlling the geomorphology of the central Andes. A volcanic arc forms the western margin of the Puna/Altiplano. East of the volcanic arc, local volcanic edifices are present within the plateau. The volcanic arc and eastern volcanic centres have been active from Miocene times to the present day (Jordan and Gardeweg, 1989) and they are the origin of mineralized fluids. Uplift of the plateau is the combined result of late Tertiary crustal shortening and magmatic addition (Isacks, 1988).

The volcanic arc marks the limits of the Puna hydrologic basin to the west and a tectonic highland area to the east (Eastern Cordillera). In the southern Puna, combinations of easttrending volcanic chains and north trending, reverse fault-bounded structural blocks bound several hydrologic sub-basins. Extensive salars cover the basin floors, which are typically surrounded by expansive alluvial systems. Thick (up to 5 km) sections of Neogene strata are present within the modern depositional basins containing evaporites (mainly halite, gypsum and borates) and alluvial clastic material with minor tuffaceous horizons. Exposed Neogene strata are present in reverse faultbounded slices along salar margins or as intrabasin uplifts within salars. Waters drain towards these closed basins so that the only way of returning to the hydrological cycle is by means of evaporation, leaving behind brines enriched in various metals and salts, sometimes including anomalous levels of lithium, boron, and/or potassium.

Local Geology

The Sal de los Angeles Project is located on the western margin of the central portion of the Puna geological province and within the Puna Austral geological sub-province. The altitude of the saline salt flat or playa is approximately 4,000masl. The salar constitutes a typical evaporite depositional environment emplaced within an isolated depression bound by Pre-Palaeozoic, Palaeozoic and Cainozoic crystalline metamorphic basement rocks.

The Los Angeles Project saline surface covers an area of approximately 3,700 ha. The salar is generally described as a true “boratera” referring to the extent of ulexite mineralization that covers virtually the entire salar, varying from 20 cm to several metres in thickness. The borate minerals are an example of chemicalevaporitic sedimentation in arid continental environments with periods of active volcanism.

The areal distribution of borates within the salar is irregular and is thought to be related to the location of the hot springs from which they are derived. In Los Angeles, as well as Salares Ratones and Centenario, remains of ancient hot spring deposits have been identified so that the predominant hypothesis is that their genesis is directly related to the supply of hot boron-bearing water from vents at the margins and/or interior of the depressions. These hydrothermal fluids rose through fracture planes that structurally control the depressions during periods of relaxation, or within extensional periods in the predominantly compressive regional tectonics.

The hydrothermal fluids that are inferred to be the source of boron to the basins have been associated with correlative levels of lithium and potassium. The Salar de Los Angeles has been considered by some, the richest borate deposit in the Puna Austral.

The Los Angeles Salar is located in the southeast end of the Puna of Salta and is the endpoint of the run-off waters of the western slope of the southern peaks of the Luracatao mountain chain.

Exploration

Previous exploration at the Salar de Los Angeles was limited to informal small-scale ulexite mining by local miners, and the exploration of the top 3-5 m of the salar that was conducted by Borax Argentina S.A. Rodinia began exploring in 2009.

To date, the following work program has been completed:

- Surface sampling: Brine samples were collected from 140 shallow auger wells regularly distributed on the surface of the salar at approximately 300m by 300m spacing;
- Gravity survey: Ten lines were surveyed to model basement depth;
- Seismic survey: 52 km of seismic tomography profiles were completed covering most of the Project from north to south and east to west.
- Reverse circulation (RC) drilling program: 21 RC drill holes were completed to develop vertical profiles of brine chemistry and to provide geological and hydrogeological data at depth in the salar;
- Down-hole geophysical surveys;
- Flow monitoring program: Brine flow was monitored during drilling and during the flow of the artesian well;
- Diamond drilling (DD) program: 7 diamond drill holes were drilled to help evaluate aquifer geology and matrix material; and
- Pumping test program: a pump test was performed on well site DPT-02.
- Pilot Pools: on-site pilot pools were constructed and operated for metallurgical processing investigations

PLASA contracted Quantec Geoscience Argentina S.A. (Quantec Geoscience) to conduct a gravity survey at Salar de Los Angeles with the objective of determining the relative depth-distribution of the salar and providing data for 3D model depth estimates of the salar. The gravity survey was carried out through nine east-west gravity profiles and one north-south timeline. The nominal line separation was 1,000m or 1,500m. Down-line survey stations were located at 250m intervals.

Drilling

PLASA has completed several drilling campaigns on the Project between 2009 and 2012 comprising 140 auger drill, 21 RC holes, 7 diamond drill holes, 7 observation wells, 5 pump test wells, 1 production sized well, 2 piezometer wells and 1 fresh water well. A total of 6,298.45 m were drilled on the Project during the period. The below table shows the auger and drill hole locations.

Company	Year	Drill Hole	Coordinates (UTM WGS84)		Elevation (m)	EOH (m)	Drill Type
			Easting	Northing			
Rodinia	2009–2010	D-A-02 to 145	140	492.45	3.8		Auger
Rodinia	2010	DRC-1	726,084	7,206,359	4,037	120	RC
Rodinia	2010	DRC-2	725,298	7,206,655	4,037	155	RC
Rodinia	2010	DRC-3	727,738	7,204,214	4,039	113	RC
Rodinia	2010	DRC-4	727,211	7,207,068	4,038	114	RC
Rodinia	2010	DRC-5	728,606	7,205,378	4,039	48	RC
Rodinia	2010	DRC-6	729,408	7,204,183	4,039	81	RC
Rodinia	2010	DRC-7	728,680	7,203,155	4,039	101	RC
Rodinia	2010	DRC-8	729,066	7,202,098	4,042	N/A	RC
Rodinia	2010	DRC-8R	729,165	7,202,008	4,043	71	RC
Rodinia	2010	DRC-9	725,902	7,204,243	4,039	71	RC
Rodinia	2010	DRC-10	725,062	7,204,939	4,038	60	RC
Rodinia	2010	DRC-11	725,838	7,201,651	4,060	264	RC
Rodinia	2010	DRC-12	727,412	7,208,115	4,042	71	RC
Rodinia	2010	DRC-13	727,377	7,209,553	4,058	164	RC
Rodinia	2010	DRC-14	725,885	7,208,039	4,027	125	RC
Rodinia	2010	DRC-15	725,903	7,209,408	4,053	122	RC
Rodinia	2010	DRC-16	728,387	7,207,023	4,038	106	RC
Rodinia	2011	DRC-12R	727,391	7,208,235	4,033	126	RC
Rodinia	2011	DRC-17	725,052	7,209,029	4,034	156	RC
Rodinia	2011	DRC-18	724,702	7,207,545	4,029	108	RC
Rodinia	2011	DRC-19	727,188	7,201,587	4,049	119	RC
Rodinia	2011	DRC-20	724,250	7,201,758	4,057	78	RC
Rodinia	2011	DRC-21	727,093	7,203,108	4,030	66	RC
Rodinia	2011	DDD- 01	727,682	7,208,715	4,050	206	DD
Rodinia	2011	DDD- 02	728,406	7,207,089	4,039	156	DD
Rodinia	2011	DDD- 03	728,382	7,207,087	4,039	102	DD
Rodinia	2011	DDD- 04	725,871	7,209,428	4,052	216	DD
Rodinia	2011	DDD- 05	725,880	7,208,068	4,038	162	DD
Rodinia	2011	DDD- 06	724,691	7,207,558	4,038	18	DD
Rodinia	2011	DDD- 07	726,078	7,206,417	4,038	252	DD
Rodinia	2011	DCO-01	728,355	7,207,086	4,039	96	RT
Rodinia	2011	DCO-02	728,382	7,207,103	4,039	89	RT
Rodinia	2011	DCO-03	726,079	7,206,434	4,038	252	RT
Rodinia	2011	DPT-01	728,357	7,207,110	4,039	54	RT
Rodinia	2011	DPT-02	728,382	7,207,112	4,039	96	RT
Rodinia	2011	DPT-03	726,077	7,206,443	4,037	252	RT
Rodinia	2012	DPT-04	728,707	7,205,455	4,038	297	RT

Rodinia	2012	DPT-04R	728,673	7,205,458	4,038	102	RT
Rodinia	2012	DPT-05	729,218	7,203,288	4,039	162	RT
Rodinia	2012	DCO-04	729,226	7,203,289	4,038	228	RT
Rodinia	2012	DCO-05	729,243	7,203,294	4,037	234	RT
Rodinia	2012	DCO-06	729,216	7,203,312	4,038	120	RT
Rodinia	2012	DCO-07	729,221	7,203,313	4,039	30	RT
Rodinia	2012	DPP-1	726,075	7,206,428	4,038	240	RT
Rodinia	2012	DPZ-1	730,830	7,201,239	4,041	102	RT
Rodinia	2012	DPZ-2	730,654	7,201,008	4,040	102	RT
TOTALS		**191 holes**		**6,298.45 m**			

The auger holes were drilled by Rodinia's own personnel. A gas-powered auger was used to drill the 2–3 m deep auger holes. A six-inch diameter auger blade was used for the first two metres of drilling and then downsized to a four-inch diameter auger blade for the final metre of drilling. A four-inch diameter plastic casing, perforated at the lower end was inserted into the hole to minimize caving of the hole prior to the water sampling.

The auger hole locations were selected on an approximately regular 300 m x 300 m grid spacing in the nucleus of the salar. Minor displacements from the theoretical grid location result from drilling difficulties caused by the presence of caliche layers. The objective of the auger campaign was to map lithium concentrations and brine chemistry near the surface, as well as subsurface water levels and surface geology.

Compañia Argentina de Perforaciones S.A. (CAPSA), an independent drill contractor, was contracted to drill the RC holes. CAPSA used a T4W Ingersoll Rand rig with 8", 6", and 4½" drill pipe and tri-cone bits. RC holes were drilled on an irregular and wider grid of up to 2.5 x 2.5 km, with the objective of defining the margins of the salar and the depth extent of the brines. RC locations were selected to target the deeper portions of the salar based on the gravity survey results when made available.

Sampling Method, Analysis and Security

Drill samples were collected under the supervision of a field geologist. Sample containers and sampling equipment were rinsed prior to collecting the samples; bottles were rinsed at least three times with brine, then filled, labelled and sealed for transportation to the laboratories.

The auger sampling program was carried out between July–October 2009. Sampling was undertaken by Rodinia employees under the supervision of Todd Keast and William Randall. The auger holes were allowed to fill with brine for at least an hour from the upper aquifer level, and sediment to settle out, before a sample was taken. The brine samples from the first eight auger drill holes were collected by Todd Keast during 2010, stored in tamper-proof containers, and marked with a unique sample number. The remaining 132 samples were collected by Rodinia personnel using the same procedure stated by Keast. Two individual samples of 500 mL (A and B series) were collected from each site. One complete set of samples (Series A) was shipped to the ALS Laboratory Group Environmental Division (ALS), in Fort Collins Colorado, USA. The other set (Series B) was stored at Rodinia facilities in Salta, Argentina, as backup for future analysis.

RC drill sampling was more complex. A procedure established by Rodinia and TRU Group at Clayton Valley was implemented at Los Angeles. The procedure establishes that brine and sediments samples are air lifted when possible. Injection of drilling fluids (water) is allowed only in the upper part of the hole until before the water table is intercepted; after that, only air was used so as to avoid dilution or contamination of the brines. The brine (liquid) samples were taken after the drilling was stopped and the equipment lifted, allowing for the total flushing of the internal pipe until the brine appeared reasonably clean of sediment.

Drill holes were allowed to fill with water, and in cases where there was sufficient inflow, pumped out in order to rinse the hole and minimize the effect of material that may have fallen into the hole. The drill holes were then allowed to fill again for two hours from the aquifer below, and then a sampling device was lowered into the hole to collect the brine samples. The unconsolidated material penetrated by the drill was recorded for each drill hole, and photographed.

For each RC drill hole, logs were completed including: lithology (primary and secondary), flow (measured as seconds per 18 litres), temperature, pH, specific gravity, electrical conductivity, decantation time, total dissolved solids (TDS) and operational conditions, among other observations such as brine colouration, and absence of flow. Brine and solids recovery were recorded. Rock chips/sediments and brine were collected every 6 m, or less when a noticeable change in the granulometry from visual inspection or consolidation occurred. However, if collected more frequently, the samples were combined into a 6 m representative sample after geological logging.

Sample Security

Sample security during the drilling program relied upon the remote nature of the site and the fact that samples were locked at the warehouse at the camp and Salta. Brine samples were stored in tamper-proof containers, which could not be opened without destroying the containers. Security seals have not been used. The B series samples were collected for future analysis and as backup samples in case A series samples become damaged during transport. The B series of samples were stored at PLASA storage facilities in Salta

Solid rejects were bagged and labelled. No sample-security factors have been noted by previous qualified persons during the sampling process that would materially impact the accuracy and reliability of the results.

Density measurements were taken in the field by PLASA personnel using a hand-held densometer instrument. No information is available on the procedures and quality assurance and quality control (QA/QC) measures used in this program. Density measurements were also taken by geophysical logging. Aberdeen considers that the density data are indicative only.

ALS sample receipt records indicate the samples arrived in good condition with no apparent damage, except for some occasional leaks. Based on the reports provided by ALS, samples were received at ambient temperature and were unpreserved. Prior to analysis, samples were filtered, but not digested. Samples were assayed for barium, boron, calcium, iron, lithium, magnesium, potassium, silicon, silicon as $SiO2$, sodium, and strontium using trace inductively coupled plasma (ICP) method 6010B and to SOP 834, Rev. 7.

SRK estimated specific yield and transmissivity (i.e., hydraulic conductivity and saturated thickness) parameters through the field hydrogeological investigation described above. In addition, in-situ estimates of effective porosity were derived from a tracer test conducted during the field investigation. These key variables related to modeling of brine extraction are based on in situ measurements rather than core samples subject to ex-situ laboratory test work.

Mineral resource estimate

There is not a current mineral resource estimate in respect of the Los Angeles project.

DIVIDENDS

While the Company has paid dividends in the past, it suspended its dividend program in 2013 and has not paid any dividends since that time. Aberdeen does not expect to re-introduce a dividend policy in the short term. Any change to the dividend policy will be at the discretion of the Board.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of Common Shares. As of January 31, 2016, there were 95,546,628 Common Shares issued and outstanding.

Common Shares

Holders of Common Shares are entitled to receive notice of and to attend any meetings of shareholders and shall have one vote per share at all meetings. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board and, upon liquidation, dissolution or winding up of the Company, are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares. The Common Shares do not carry any pre emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares commenced trading on the Toronto Stock Exchange on January 31, 2008 under the symbol “AAB”, prior to which the Common Shares traded on the TSX Venture Exchange. The table below shows the price ranges and volume of trading for each month during the financial year ended January 31, 2016.

Month	High ($)	Low ($)	Close ($)	Average Daily Volume (# of Shares)
January 2016	0.17	0.11	0.12	47,700
December 2015	0.16	0.11	0.16	77,900
November 2015	0.15	0.12	0.12	18,700

October 2015	0.14	0.11	0.14	46,2000
September 2015	0.13	0.11	0.11	89,000
August 2015	0.15	0.12	0.12	29,900
July 2015	0.13	0.12	0.12	69,800
June 2015	0.14	0.13	0.13	192,000
May 2015	0.14	0.13	0.13	109,700
April 2015	0.14	0.14	0.14	79,500
March 2015	0.16	0.14	0.14	120,600
February 2015	0.17	0.14	0.15	361,600

Prior Sales of Securities

The Company did not issue or sell any securities during the financial year ended January 31, 2016.

Normal Course Issuer Bid

On March 8, 2016, the Company announced its intention to make a normal course issuer bid ("NCIB"), subject to TSX approval, to buy back its Common Shares through the facilities of the TSX. Any purchases made pursuant to the NCIB will be made in accordance with the rules of the TSX and in some instances may be effected through alternative trading systems and will be made at the market price of the Common Shares at the time of the acquisition.

The maximum number of Common Shares that may be purchased for cancellation pursuant to the NCIB is that number of Common Shares that represents 10% of the Common Shares in the public float. Based on the 66,168,462 Common Shares in the public float as at March 8, 2016, the maximum number of shares to be purchased and cancelled would be 6,616,846. Daily purchases are limited to 11,322 Common Shares other than block purchase exceptions. The actual number of Common Shares purchased, if any, and the timing of such purchases will be determined by Aberdeen considering market conditions, stock prices, its cash position, and other factors.

Deferred Stock Unit Plan

Prior to the year ended January 31, 2016, the Board of Directors approved and authorized the creation of a Deferred Share Unit Incentive Plan (the "DSU Plan").

The purpose of the DSU Plan is to attract, retain and motivate individuals with the requisite training, experience and leadership to carry out key roles with the Company, to advance the interests of the Company by providing such individuals with long-term compensation and to strengthen the alignment of DSU holders' interest with the interests of shareholders. The value of a DSU is based on the trading price of the Common Shares.

The Company did not grant any DSUs during the year ended January 31, 2016.

DIRECTORS AND OFFICERS

The following table sets forth the name, jurisdiction of residence, position held with the Company and principal occupation of each person who is a director or an executive officer of the Company as at April 29, 2016. All directors hold office until the next annual meeting of shareholders of the Company or until their successors are elected or appointed.

Name and Province of Residence	Position(s) with Company and Period of Service as a Director	Principal Occupation	Number of Common Shares Beneficially Held	Percentage of Common Shares Beneficially Held
Stan Bharti Ontario, Canada	Executive Chairman; Director since August 2005	Mining Engineer	5,085,000	5.3%
George Faught Ontario, Canada	Vice-Chairman and Director since November 2005	Vice Chairman of the Company and Chief Executive Officer of African Thunder	6,460,000	6.8%
David Stein Ontario, Canada	President and Chief Executive Officer; Director since October 1, 2009	President and Chief Executive Officer of the Company	7,149,666	5.1%
John Begeman South Dakota, USA(1)(2)(3)	Director since January 1, 2015	Professional Mining Engineer	15,000	0.02%
Maurice Colson Ontario, Canada(1)(2)(3)	Director since January 1, 2015	Financial Executive and Corporate Director	Nil	N/A
Bernard Wilson (1)(2)(3) Ontario, Canada	Director since October 2008	Financial Executive and Corporate Director	10,000	0.01%
Ryan Ptolemy Ontario, Canada	Chief Financial Officer and Corporate Secretary	Financial Consultant	134,500	0.1%

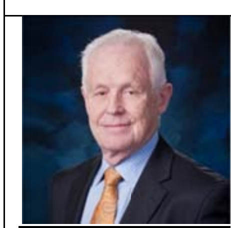
(1) Member of the Audit Committee.
(2) Member of the Compensation Committee.
(3) Member of the Corporate Governance and Nominating Committee.

The Board of Directors has adopted charters for each of the committees of the Board and other governance policies that are largely consistent with the best practices of the industry.

Based on their insider filings, the directors and executive officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over, 18,854,166 Common Shares, which represents approximately 19.7% of the issued and outstanding Common Shares as of the date hereof.

The principal occupations, businesses or employments of each of the Company's directors and executive officers within the past five years are disclosed in the brief biographies below.

Stan Bharti, Executive Chairman and Director, Age 63	
	Mr. Bharti has over 30 years of experience in operations, public markets and finance. Over the last 15 years Mr. Bharti has been involved in acquiring, restructuring and financing resource companies. He is a Professional Mining Engineer and holds a Masters Degree in Engineering from Moscow, Russia and University of London, England. From 2002 to April 2006, Mr. Bharti was a director and past President of Desert Sun Mining Corp. (which was acquired by Yamana Gold Inc. in 2006) and from 2005 to 2011 was a director and consultant to Consolidated Thompson Iron Mines Limited (which was acquired by Cliffs Natural Resources Inc. in 2011). Mr. Bharti was instrumental to the creation, development and eventual sale of: Consolidated Thompson Iron Mines Ltd. to Cliffs Natural Resources Inc. for approximately $4.9 billion; Desert Sun Mining Corp. to Yamana Gold Inc. for approximately $575 million; Central Sun Mining Inc. to B2Gold Corp. for $67 million; Avion Gold Corporation to Endeavour Mining Corporation for approximately $389 million; and the successful realization on Aberdeen's investments in Simmers and Jack Mines Ltd., First Uranium Corporation and Sulliden Gold.
Other Public Company Boards:	ARHT Media Inc Belo Sun Mining Corp. Sulliden Mining Capital Inc. Stetson Oil & Gas Ltd.

George Faught, Vice Chairman and Director, Age 65	
	Mr. Faught is a Chartered Professional Accountant and Chartered Accountant with over 30 years of senior management experience. He currently serves as the Chief Executive Officer of African Thunder. From 2006 to 2012, Mr. Faught was the Chief Executive Officer of the Company. He has served as the Chief Financial Officer of publicly traded companies in the natural resources, financial services and pharmaceutical industries. Mr. Faught has broad financial management, corporate development and operating experience and from 1999 to 2005 served as the Chief Financial Officer for North American Palladium Ltd., a mid-tier platinum group metal producer. Prior to that, he served as Chief Financial Officer for Hudson Bay Mining & Smelting Co. Ltd., an integrated base metals producer, and William Resources Inc., an international gold producer. He also serves as a director of Marathon Gold Corporation.

Other Public Company Boards:	Marathon Gold Corporation

David Stein, President, CEO and Director, Age 39	
	Mr. Stein has been President and Chief Executive Officer of Aberdeen since 2012, and from 2009-2012 was President and Chief Operating Officer of the Corporation. During the past five years, Mr. Stein has managed the Aberdeen investment portfolio and overseen all major transactions including the successful sale of the Simmer and Jack and First Uranium gold royalties to Premier Royalties Corp, and profitable exits from Sulliden Gold, Belo Sun Gold, Avion Gold and Alderon Iron Ore. Recently, Mr. Stein led the African Thunder transaction to acquire advanced staged platinum assets in South Africa. He was previously a mining equities analyst, director and member of the Executive Committee with Cormark Securities Inc. Mr. Stein joined Cormark's predecessor Sprott Securities Inc. in 2001 and was a publishing analyst for nine years. Mr. Stein holds a Master of Science degree (Economic Geology) and Bachelor of Applied Science (Geological Engineering) from Queen's University, and is a CFA charter holder.
Other Public Company Boards:	Rodinia Lithium Inc.

John Begeman, Director, Age 61	
	Mr. Begeman is a Professional Mining Engineer with over 35 years of mining experience. He currently sits on the board of directors of Yamana Gold Inc. and Premier Gold Mines Limited. Mr. Begeman is the Chairman of the Sustainability Committee for Yamana Gold Inc. which oversees health, safety and environmental matters as well as performs a review of reserves and resources. In this capacity he takes an active role in ensuring closed mines are properly reclaimed in accordance with applicable governmental and industry standards. Mr. Begeman is also a member of the Audit Committe of Yamana Gold Inc. Mr. Begeman is also the Executive Chairman of the board of Premier Gold Mines Limited. He has previously served as the President and Chief Executive Officer of Avion Gold Corporation from 2008 to 2012. Mr. Begeman holds a B.Sc. in Mining Engineering, a M.S. in Engineering Management and a Masters of Business Administration degree.
Other Public Company Boards:	Yamana Gold Inc. Premier Gold Mines Limited

Committee Memberships:	Audit Committee Corporate Governance and Nominating Committee Compensation Committee (Chair)

Maurice Colson, Director, Age 72	
	Mr. Colson has worked in the investment industry for more than 35 years and was for many years managing director for a major Canadian investment dealer in the United Kingdom. He is actively involved in providing strategic counsel and assistance with financing to emerging private and public companies in Canada and to Canadian companies operating internationally. He sits on the board of directors of several Toronto Stock Exchange and TSX Venture Exchange listed companies and is the former President and Chief Executive Officer of Lithium One Inc. from 2007 to 2008. Mr. Colson holds a Masters of Business Administration degree.
Other Public Company Boards:	Banro Corporation Hornby Bay Mineral Exploration Inc. Delrand Resources Limited Loncor Resources Inc. Stetson Oil & Gas Ltd. China Goldcorp Ltd.
Committee Memberships:	Audit Committee (Chair) Corporate Governance and Nominating Committee Compensation Committee

Bernard Wilson, Lead Director, Age 72	
	Mr. Wilson is a senior financial professional. He is the former Vice-Chairman of PriceWaterhouseCoopers LLP. Further, Mr. Wilson is the Chairman of the Founders Board of the Institute of Corporate Directors (the "ICD"), which is regarded as the definitive 'go-to' resource for Canada's directors and boards through its programs that are designed to enhance directorship excellence and enlighten directors to anticipate, influence, and meet boardroom challenges. Mr. Wilson was also the Chairman of Canada's largest business organization, the Canadian Chamber of Commerce, and continues as Governor of that organization. Further he is also Chairman of the International Chamber of Commerce – Canada and Chairman of the Ontario Business Advisory Council, an organization of 100 CEOs and Presidents and he is a Member of the Canada/US Trade Committee. In 2009, Mr. Wilson was awarded the very first ICD Governance Award by his peers in recognition of his demonstrated superior effort and commitment to advancing corporate governance in Canada consistent with the goals of the ICD. Mr. Wilson also sat on the Board of Directors of the Greater Toronto Airport Authority (the "GTAA") and was involved with the expansion project of the GTAA, including the development of Terminal 1. In 1992, Mr. Wilson was the court appointed

	Official Court Administrator of the $18.5 billion debt of the Olympia & York restructuring, including all their global assets and Canary Wharf. In this role, Mr. Wilson worked extensively every day for years with the various business and legal teams, successfully mediating and managing the division of assets in that matter. Mr. Wilson was also the lead director to Consolidated Thompson Iron Mines Ltd. when it completed its approximately $4.9 billion sale to Cliffs Natural Resources Inc.
Other Public Company Boards:	Imperus Technologies Corp. Valencia Ventures Inc.
Committee Memberships:	Audit Committee Corporate Governance and Nominating Committee (Chair) Compensation Committee

Ryan Ptolemy, Chief Financial Officer and Corporate Secretary, Age 40	
	Mr. Ptolemy is a CPA, CGA and CFA charter holder. Mr. Ptolemy currently serves as chief financial officer to a number of public companies in the mining sector. From August 2005 to September 2009, Mr. Ptolemy was at an independent investment dealer in Toronto, most recently serving as chief financial officer, where he was responsible for financial reporting, auditing, budgeting and internal controls. Mr. Ptolemy is also the chief financial officer of Arena Minerals Inc., Belo Sun Mining Corp., and Rodinia Lithium Inc.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set forth below, no director, chief executive officer or chief financial officer of the Company

1. is, as at the date of this document, or has been, within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the company) that, while that person was acting in that capacity: (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director, chief executive officer or chief financial officer ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

2. has, within the ten years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any

proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Bharti was a director of Kansai Mining Corporation ("Kansai"), a company listed on the TSX Venture Exchange. On January 29, 2008, a cease trade order was issued against Kansai and each of the directors and officers, as a result of Kansai failing to file comparative financial statements for the year ended September 30, 2007 and management's discussion and analysis for the period ended September 30, 2007. On March 5, 2008, the cease trade order was revoked.

Mr. Bharti was an officer and director of Stetson Oil & Gas Ltd. which on May 7, 2008 became subject to a cease trade order for failing to file its financial statements. On May 30, 2008, the cease trade order was revoked.

No director or executive officer of Aberdeen, or a shareholder holding sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or have significant shareholdings in other reporting companies. For a list of the other reporting issuers in which directors of the Company also serve as directors, please see the biographical information above and the management information circular of the Company dated August 18, 2015 filed on SEDAR. To the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. Given the nature of Aberdeen's business it is difficult to distinguish time spent by certain directors on business for Aberdeen as compared to time spent on business for other companies, because such time may be beneficial to both businesses. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. Under the laws of Canada, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular investment and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time. In addition, the Company has implemented an ad hoc floating Investment Committee which will review all investment decisions of the Company above a certain threshold and potential conflicts of interest, if any.

Audit Committee Disclosure

The Audit Committee is comprised of three members: Maurice Colson (Chair), Bernard Wilson, and John Begeman. Each member of the audit committee is financially literate and during the year ended January 31, 2016 each member of the audit committee was independent of the Company, as such terms are defined under applicable securities laws.

Relevant Education and Experience

Maurice Colson has worked in the investment industry for more than 35 years and was for many years managing director for a major Canadian investment dealer in the United Kingdom. He is actively involved in providing strategic counsel and assistance with financing to emerging private and public companies in Canada and to Canadian companies operating internationally. He sits on the board of directors of several Toronto Stock Exchange and TSX Venture Exchange listed companies and is the former President and Chief Executive Officer of Lithium One Inc. from 2007 to 2008. Mr. Colson holds a Masters of Business Administration degree.

John Begeman is a Professional Mining Engineer with over 35 years of mining experience. He currently sits on the board of directors of Yamana Gold Inc. and Premier Gold Mines Limited. Mr. Begeman is the Chairman of the Sustainability Committee for Yamana Gold Inc. Mr. Begeman is also a member of the Audit Committee of Yamana Gold Inc. In his position with Premier Gold Mines Limited, Mr. Begeman acts as the Executive Chairman. He has previously served as the President and Chief Executive Officer of Avion Gold Corporation from 2008 to 2012. Mr. Begeman holds a B.Sc. in Mining Engineering, a Masters of Science in Engineering Management and a Masters of Business Administration degree.

Bernie Wilson is a chartered accountant senior financial professional. He is the former Vice-Chairman of PriceWaterhouseCoopers LLP. Further, Mr. Wilson is the Chairman of the Founders Board of the Institute of Corporate Directors (the “ICD”), which is regarded as the definitive ‘go-to’ resource for Canada’s directors and boards through its programs that are designed to enhance directorship excellence and enlighten directors to anticipate, influence, and meet boardroom challenges. Mr. Wilson was also the Chairman of Canada’s largest business organization, the Canadian Chamber of Commerce, and continues as Governor of that organization. Further he is also Chairman of the International Chamber of Commerce – Canada and Chairman of the Ontario Business Advisory Council, an organization of 100 CEOs and Presidents and he is a Member of the Canada/US Trade Committee. In 2009, Mr. Wilson was awarded the very first ICD Governance Award by his peers in recognition of his demonstrated superior effort and commitment to advancing Corporate Governance in Canada consistent with the goals of the ICD. Mr. Wilson also sat on the Board of Directors of the Greater Toronto Airport Authority (the “GTAA”) and was involved with the expansion project of the GTAA, including the development of Terminal 1. In 1992, Mr. Wilson was the court appointed Official Court Administrator of the $18.5 billion debt of the Olympia & York restructuring, including all their global assets and Canary Wharf. In this role, Mr. Wilson worked extensively every day for years with the various business and legal teams, successfully mediating and managing the division of assets in that matter. Mr. Wilson was also the lead director to Consolidated Thompson Iron Mines Ltd. when it completed its approximately $4.9 billion sale to Cliffs Natural Resources Inc. Mr. Wilson is currently a director of a number of other public Canadian companies.

Reliance on Certain Exemptions

Since February 1, 2015, Aberdeen has not relied on any of the exemptions regarding the Audit Committee provided in Multilateral Instrument 52-110 of the Canadian Securities Administrators.

Audit Committee Oversight

Since February 1, 2015, the Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Pre-Approval Policies and Procedures

The policies and procedures of the Audit Committee regarding the engagement of non-audit services are set out in the Audit Committee Charter, which is appended hereto as Schedule A.

External Auditor Service Fees

Audit Fees

The Company's external auditors, McGovern, Hurley, Cunningham, LLP, Chartered Accountants (the "Auditors"), billed the Company $63,000 and $80,000 in the fiscal years ended January 31, 2016 and 2015, respectively, for audit fees.

Audit-Related Fees

The Auditors billed the Company $nil and $nil in the fiscal years ended January 31, 2016 and 2015 respectively, for assurance and related services related to the performance of the audit or review of the Company's financial statements, other than amounts included in audit fees.

Tax Fees

The Auditors billed the Company $nil and $nil in the fiscal years ended January 31, 2016 and 2015, respectively, for tax compliance, tax advice and tax planning. These fees were in connection with assistance provided to the Company in the preparation and filing of its annual tax returns.

All Other Fees

The Auditors did not bill the Company for services not included above.

PROMOTERS

To the best of the Company's knowledge, no person or Company has been within the three most recently completed fiscal years, or is during the current fiscal year, a promoter of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the best of the Company's knowledge, there were no legal proceedings during the year ended January 31, 2016 to which the Company was a party or of which any of the Company's property was subject that would have had a material adverse effect on the Company, nor are there any such legal proceedings existing or contemplated to which the Company is a party or of which any of the Company's property is subject, other than a notice of application filed by certain dissident shareholders in January 2015 with the Ontario Superior Court of Justice. The application related to a requisition by certain dissident shareholders of a special meeting of shareholders to reconstitute the Board of Aberdeen. Subsequent to the year ended January 31, 2015 the parties entered into a settlement agreement and the dissident shareholders withdrew their request for a special meeting, dismissed the court application and entered into a five year standstill.

There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the fiscal year ended January 31, 2016, or any other time that would likely be considered important to a reasonable investor making an investment decision in the Company. The Company did not enter into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the fiscal year ended January 31, 2016.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors, executive officers or principal shareholders of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction within the past three years or during the current financing year or in any proposed transaction that has materially affected or will materially affect the Company.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is TMX Equity Transfer Services, located in Toronto, Ontario.

MATERIAL CONTRACTS

Except for contracts entered into by the Company in the ordinary course of business, the Company did not enter into any contract that could reasonably be regarded as material, other than the share purchase agreement between the Company and Rodinia Lithium Inc. dated October 8, 2015 regarding the Company's purchase of all of the outstanding PLASA shares.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under the Company's stock option plan is contained in the management information circular of the Company.

Additional financial information is provided in the Company's annual audited financial statements and related management's discussion and analysis as at and for the year ended January 31, 2016. These documents and other information about the Company can be found under the Company's profile on SEDAR at www.sedar.com.

SCHEDULE "A"
AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee shall provide assistance to the Board of Directors of Aberdeen International Inc. (the "Company") in fulfilling its financial reporting and control responsibilities to the shareholders of the Company and the investment community. The external auditors will report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities are to:

- Oversee the accounting and financial reporting processes of the Company, and the audit of its financial statements, including: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; and (iii) the external auditors' qualifications and independence.

- Serve as an independent and objective party to monitor the Company's financial reporting processes and internal control systems.

- Review and appraise the audit activities of the Company's external auditors.

- Provide open lines of communication among the external auditors, financial and senior management, and the Board of Directors for financial reporting and control matters, and meet periodically with management and with the external auditors.

COMPOSITION

The Audit Committee shall be comprised of at least three directors. Each Committee member shall be an "independent director" within the meaning of sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("NI 52-110"), as may be amended from time to time. Pursuant to NI 52-110, a member will be considered "independent" if he has no direct or indirect, material relationship with the Company. NI 52-110 sets forth certain relationships which deem one not to be independent. In addition, the composition of the Audit Committee shall comply with the rules and regulations of the Toronto Stock Exchange and any other stock exchange on which the shares of the Company are listed, subject to any waivers or exceptions granted by such stock exchange.

All members shall, to the satisfaction of the Board of Directors, be financially literate in accordance with the requirements of the NI 52-110 (i.e. will have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements).

The Committee members will be appointed annually at the first meeting of the Board of Directors following the annual general meeting of shareholders and will serve at the pleasure of the board or until their successors are duly appointed.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall be resolution determine.

RESPONSIBILITIES AND POWERS

Responsibilities and powers of the Audit Committee include:

- Annual review and revision of this Charter as necessary with the approval of the Board of Directors provided that this Charter may be amended and restated from time to time without the approval of the Board of Directors to ensure that that the composition of the Audit

Committee and the Responsibilities and Powers of the Audit Committee comply with applicable laws and stock exchange rules.

- Making recommendations to the Board of Directors regarding the selection and, if necessary, the replacement of the external auditors (to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Company).

- Approving the appropriate audit engagement fees and the funding for payment of the external auditors' compensation and any advisors retained by the Audit Committee.

- Ensuring that the external auditors report directly to the Audit Committee and are made accountable to the Board and the Audit Committee, as representatives of the shareholders to whom the auditors are ultimately responsible.

- Confirming the independence of the auditors, which will require receipt from the external auditors of a formal written statement delineating all relationships between the external auditors and the Company and any other factors that might affect the independence of the auditors and reviewing and discussing with the auditors any significant relationships and other factors identified in the statement. Reporting to the Board of Directors its conclusions on the independence of the auditors and the basis for these conclusions.

- Overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, including (to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Company).

- Pre-approving all non-audit services to be provided by the external auditors to the Company or its subsidiaries.

- Ensuring that the external auditors are prohibited from providing the following non-audit services and determining which other non-audit services the external auditors are prohibited from providing:

    - bookkeeping or other services related to the accounting records or financial statements of the Company;

    - financial information systems design and implementation;

    - appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

    - actuarial services;

    - internal audit outsourcing services;

    - management functions or human resources;

    - broker or dealer, investment adviser or investment banking services;

    - legal services and expert services unrelated to the audit; and

    - any other services which the Public Company Accounting Oversight Board determines to be impermissible.

- Pre-approving all audit services, internal control related services and approving any permissible non-audit engagements of the external auditors, in accordance with applicable legislation.

- Meeting with the external auditors and financial management of the Company to review the scope of the proposed audit for the current year, and the audit procedures to be used.

- Meeting quarterly with external auditors in “in camera” sessions to discuss reasonableness of the financial reporting process, system of internal control, significant comments and recommendations and management’s performance.

- Reviewing with management and the external auditors:

  - the Company’s annual financial statements (and interim financial statements as applicable) and related notes, management’s discussion and analysis and the annual information form, for the purpose of recommending approval by the Board of Directors prior to their release, and ensuring that:

    - management has reviewed the audited financial statements with the audit committee, including significant judgments affecting the financial statements

    - the members of the Committee have discussed among themselves, without management or the external auditors present, the information disclosed to the Committee

    - the Committee has received the assurance of both financial management and the external auditors that the Company’s financial statements are fairly presented in conformity with Canadian GAAP in all material respects

  - Any significant changes required in the external auditors’ audit plan and any serious issues with management regarding the audit.

  - the Company’s internal controls report and the external auditors’ certification of the report, and review disclosures made to the Committee by the CEO and CFO about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal controls.

  - Other matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards.

- Satisfying itself that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements, and assessing the adequacy of such procedures periodically.

- Reviewing with the external auditors and management the adequacy and effectiveness of the financial and accounting controls of the Company.

- Establishing procedures: (i) for receiving, handling and retaining of complaints received by the Company regarding accounting, internal controls, or auditing matters, and (ii) for employees to submit confidential anonymous concerns regarding questionable accounting or auditing matters.

- Reviewing with the external auditors any audit problems or difficulties and management’s response and resolving disagreements between management and the auditors and reviewing and discussing material written communications between management and the external auditors, such as any management letter of schedule of unadjusted differences.

- Making inquiries of management and the external auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risk to the Company.

- Obtaining reports from management and the Company's external auditors that the Company is in conformity with legal requirements and the Company's Code of Business Conduct and Ethics and reviewing reports and disclosures of insider and affiliated party transactions.

- Discussing any earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

- Reviewing any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.

- Ensuring that the Company's Annual Information Form and the Company's Management Information Circular contains the disclosure as required by law, including that required by NI 52-110.

- Reviewing with financial management and the external auditors interim financial information, including interim financial statements, management discussion and analysis and financial press releases for the purpose of recommending approval by the Board of Directors prior to its release.

- At least annually obtaining and reviewing a report prepared by the external auditors describing (i) the auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry of investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (iii) all relationships between the external auditors and the Company (to assess auditors' independence).

- Reviewing and approving the Company's hiring policies for employees or former employees of the past and present external auditors.

- Engaging independent counsel and other advisors, without seeking approval of the Board of Directors or management, if the Committee determines such advisors are necessary to assist the Committee in carrying out its duties and setting and paying for any counsel or advisors employed by the Audit Committee for such purpose. The Committee shall advise the Board of Directors and management of such engagement.

- Discussing with the Company's legal counsel legal matters that may have a material impact on the financial statements or on the Company's compliance policies and internal controls.

- Conducting special investigations, independent of the Board of Directors or management, relating to financial and non-financial related matters concerning the Company and/or any one or more of its directors, officers, employees, consultants and/or independent contractors, if determined by the Committee to be in the best interests of the Company and its shareholders. The Committee may advise the Board of Directors with respect to the initiations of such investigations and shall periodically report any findings such investigation to the Board of Directors.

- Establishing the budget process, which process shall include the setting of spending limits and authorizations and periodical reports from the Chief Financial Officer of actual spending as compared to the budget.

- Adopting such policies and procedures as the Committee deems appropriate to operate effectively.

MEETINGS

The Audit Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than four times a year and any time the Company proposes to issue a press release with its quarterly or annual earnings information. Meetings may be held at any time deemed appropriate by the Committee.

The Audit Committee shall meet periodically in separate executive sessions with management (including the Chief Financial Officer), the internal auditors and the independent auditors, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The external auditors will have direct access to the Committee at their own initiative.

The Chairman of the Committee will report periodically the Committee's findings and recommendations to the Board of Directors.