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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 40-F

(Check One)

o **Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**

Or

þ **Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2008

Commission File Number: 001-13425

Ritchie Bros. Auctioneers Incorporated

(Exact Name of Registrant as Specified in Its Charter)

Not Applicable	**Canada**	**Not Applicable**
(Translation of Registrant's Name Into English (if Applicable))	*(Province or Other Jurisdiction of Incorporation or Organization)*	*(I.R.S. Employer Identification Number (if Applicable))*

7389
(Primary Standard Industrial Classification Code Number (if Applicable))

6500 River Road, Richmond, British Columbia, Canada V6X 4G5 (604) 273-7564
(Address and Telephone Number of Registrant's Principal Executive Offices)

Ritchie Bros. Auctioneers (America) Inc., 4170 Highway 154, Newnan, GA, 30265-1429, (770) 304-3355
(Name, Address (Including Zip Code) and Telephone Number (Including Area Code) of Agent For Service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	*Name of Each Exchange on Which Registered*
Common Shares	**New York Stock Exchange; Toronto Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Not Applicable

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Not Applicable

For annual reports, indicate by check mark the information filed with this Form:

þ Annual information form þ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Common Shares: 104,887,720

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No o

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Forward-Looking Statements

This Annual Report on Form 40-F and documents incorporated by reference contain forward-looking statements (as such term is defined under the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. These statements are based on current expectations and estimates about the Company's business and include, among others, statements relating to:

- the Company's future performance;
- growth of the Company's operations;
- growth of the world market for used trucks and equipment;
- increases in the number of consignors and bidders participating in the Company's auctions;
- the impact of the current economic environment on the Company's operations and its customers, including the number of bidders and buyers attending the Company's auctions and consignment volumes at those auctions; the demand for equipment at its auctions; its bidders' ability to access credit to fund their purchases; the impact of the economic environment on equipment prices and its business model;
- the Company's principal operating strengths, competitive advantages, and the appeal of the Company's auctions to buyers and sellers of industrial assets;
- the Company's ability to draw consistently significant numbers of local and international end-user bidders to its auctions;
- the Company's long-term mission to be the world's largest marketplace for commercial and industrial assets;
- the Company's people, including its ability to recruit, train, retain and develop the right people to help it achieve its goals;
- the Company's places, including its ability to add the capacity necessary to accommodate its growth; its ability to increase its market share in its core markets and regions and its ability to expand into complimentary market sectors and new geographic markets, including its ability to take advantage of growth opportunities in emerging markets; the acquisition and development of auction facilities and the related impact on its capital expenditures;
- the Company's processes, including its process improvement initiatives and their effect on its business, results of operations and capital expenditures, particularly its ability to grow revenues faster than operating costs;
- the relative percentage of the Company's gross auction proceeds represented by straight commission, guarantee and inventory contracts;
- the Company's auction revenue rates, the sustainability of those rates, and the impact of its commission rate and fee changes implemented in 2008, as well as the seasonality of gross auction proceeds and auction revenues;
- the performance of the Company's agricultural division, and the variability on its agricultural sales from period to period;
- the Company's direct expense and income tax rates, depreciation expenses and general and administrative expenses;
- the Company's future capital expenditures;
- the Company's internet initiatives and the level of participation in its auctions by internet bidders;
- the proportion of the Company's revenues and operating costs denominated in currencies other than the U.S. dollar or the effect of any currency exchange and interest rate fluctuations on its results of operations; and
- financing available to the Company and the sufficiency of its working capital to meet its financial needs.

In some cases, forward-looking statements can be identified by terms such as “anticipate,” “believe,” “could,” “continue,” “estimate,” “expect,” “intend,” “may,” “might,” “ongoing,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would,” or the negative of these terms, and similar expressions intended to identify forward-looking statements. The Company’s forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. While the Company has not described all potential risks related to its business and owning its common shares, the important factors listed under “Risk Factors” in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” attached in Exhibit 3 to this Report on Form 40-F are among those that may affect the Company’s performance and could cause actual financial and operational results to differ significantly from the Company’s predictions. Except as required by applicable securities law and regulations of relevant exchanges, the Company does not intend to update publicly any forward-looking statements, even if its predictions have been affected by new information, future events or other developments.

Disclosure Controls and Procedures

The Company performed an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of the effectiveness of Ritchie Bros.’ disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of December 31, 2008. Based on this evaluation, the Company’s principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to its management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal controls over financial reporting for the Company as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934. The Company’s internal control over financial reporting is a process designed under the supervision of the Company’s CEO and CFO, and effected by the Company’s Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with Canadian generally accepted accounting principles and the requirements of the United States Securities and Exchange Commission.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with policies and procedures may deteriorate.

Management has assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria described in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO’). Based on its assessment under the framework in Internal Control — Integrated Framework, management has concluded that internal control over financial reporting was effective as of December 31, 2008.

Attestation Report of the Registered Public Accounting Firm

The Company’s independent registered public accounting firm, KPMG LLP, has audited the Company’s internal control over financial reporting, as stated in their report which is attached hereto as part of Exhibit 2.

Changes in Internal Control Over Financial Reporting

There has been no changes in the Company's internal control over financial reporting that occurred during the fiscal year ended December 31, 2008 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

Audit Committee Financial Expert

The Company's Board of Directors has determined that it has at least one audit committee financial expert serving on its Audit Committee. Ms. Beverley Briscoe has been determined to be such audit committee financial expert and is independent, as that term is defined by the New York Stock Exchange's corporate governance listing standards applicable to the Company for Audit Committee membership. The SEC has indicated that the designation of Ms. Briscoe as an audit committee financial expert: (1) does not make Ms. Briscoe an "expert" for any purpose; (2) impose any duties, obligations or liability on Ms. Briscoe that are greater than those imposed on members of the Audit Committee and Board of Directors who do not carry this designation, or (3) affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics (the "Code of Conduct") that applies to all employees, officers and directors. The Code of Conduct includes, among other things, written standards for the Company's principal executive officer, principal financial officer and principal accounting officer that are required by the SEC for a code of ethics applicable to such officers. The Code of Conduct is available at the Company's internet website, www.rbauction.com or by telephoning the Company's Corporate Secretary at 604-273-7564. The Company intends to disclose on its website within five days following the date of any such amendment or waiver, any amendment or waiver of the code of ethics portion of its Code of Conduct applicable to these officers that is required by SEC rules or regulations to be disclosed publicly, and to keep such disclosure available on the website for at least a 12-month period.

Principal Accountant Fees And Services

KPMG LLP and predecessor firms have served as Ritchie Bros.' auditing firm since 1974. The aggregate fees billed by KPMG LLP and its affiliates during fiscal 2008 and 2007 are detailed below.

	Fiscal 2008	Fiscal 2007
Audit Fees	$1,190,400	$1,307,000
Audit-Related Fees	4,000	98,000
Tax Fees	527,700	806,000
Total Fees	$1,722,100	$2,211,000

The nature of each category of fees is as follows:

Audit Fees:

Audit fees were paid for professional services rendered by the auditors for the audit and interim reviews of the Company's consolidated financial statements or services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees:

Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under the Audit Fees item above.

Tax Fees:

Tax fees were paid for tax compliance, tax advice and tax planning professional services. These services consisted of: tax compliance, including the review of original and amended tax returns; assistance with questions regarding tax audits; assistance in completing routine tax schedules and calculations; and tax planning and advisory services relating to common forms of domestic and international taxation (i.e., income tax, capital tax, Goods and Services Tax and Value Added Tax).

Pre-Approval Policies and Procedures:

The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any *de minimus* non-audit services allowed by applicable law or regulation. The policy outlines the procedures and the conditions pursuant to which permissible services proposed to be performed by KPMG LLP are pre-approved, provides a general pre-approval for certain permissible services and for subsequent reporting to the Audit Committee, and outlines a list of prohibited services. For fiscal 2008, less than 5% of the fees for the services described above were approved by the Audit Committee pursuant to the *de minimus* exemption.

All requests for KPMG LLP to provide services that do not require specific approval by the Audit Committee are reported to and documented by the Company's Corporate Secretary. If the proposed services are not covered by a pre-approval and the estimated fees for the proposed engagement are more than CA$5,000, the engagement of KPMG LLP to provide such services requires specific approval by the Audit Committee. Any proposed engagement to provide services that requires specific approval by the Audit Committee pursuant to the terms of the policy is submitted to the Corporate Secretary for presentation to the Audit Committee for its consideration. Less than 5% of KPMG's fees, excluding audit and review fees, were subject to a waiver of the pre-approval requirement in 2008.

Additional Corporate Governance Information

Additional information regarding the Company's corporate governance practices is included in its Information Circular for the 2009 Annual Meeting of Shareholders and on the Company's internet website at www.rbauction.com.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

The following table provides information about the Company's aggregate known contractual obligations as of December 31, 2008 (in thousands of U.S. dollars):

	Payments Due by Year				
	Total	In 2009	In 2010 and 2011	In 2012 and 2013	After 2013
Long-term debt obligations	$ 67,803	$ —	$ 42,327	$ —	$ 25,476
Operating leases obligations	114,910	4,967	13,853	10,126	85,964
Other long-term obligations	60	—	60	—	—
Total contractual obligations	$ 182,773	$ 4,967	$ 56,240	$ 10,126	$ 111,440

The Company's long-term debt in the table above is comprised mainly of term loans put in place in 2005 with original terms to maturity of five years, as well as a revolving loan drawn under a credit facility that is available until January 2014. The Company's operating leases related primarily to land on which it operates regional auction units and administrative offices. These properties are located in Canada, the United States, Mexico, Italy, Spain, the Netherlands, the United Arab Emirates, Australia, Singapore, India, Japan and China.

Future scheduled interest expenses over the next five years under our existing term debt are as follows:

	In 2009	In 2010	In 2011	In 2012	In 2013
Interest expense on long-term debt	$ 2,808	$ 2,555	$ 657	$ 579	$ 579

Audit Committee

The Company's Board of Directors has a separately-designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934 for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the Company's annual financial statements. As of the date of this Report, the members of the Audit Committee include Eric Patel, Beverley A. Briscoe and James M. Micali. Ms. Briscoe serves as Chair of the Committee.

Undertaking

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

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Signatures

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

RITCHIE BROS. AUCTIONEERS INCORPORATED

By: /s/ JEREMY BLACK
Name: Jeremy Black
Title: Corporate Secretary

Date: February 26, 2009

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EXHIBIT INDEX

Exhibit No.	Description
1.	Annual Information Form of the Registrant dated February 23, 2009.
2.	The following audited consolidated financial statements of the Registrant, together with the independent auditors' reports dated February 23, 2009 of KPMG LLP, Chartered Accountants: a. Consolidated Statements of Operations for the years ended December 31, 2008, 2007 and 2006; b. Consolidated Balance Sheets as of December 31, 2008 and 2007; c. Consolidated Statements of Shareholders' Equity for the years ended December 31, 2008, 2007 and 2006; d. Consolidated Statements of Comprehensive Income for the years ended December 31, 2008, 2007 and 2006; e. Consolidated Statements of Cash Flows for the years ended December 31, 2008, 2007 and 2006; and f. Notes to Consolidated Financial Statements (which include reconciliation with United States generally accepted accounting principles).
3.	Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2008.
4.	Consent dated February 24, 2009 of KPMG LLP, Chartered Accountants.
31.1	Certificate of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certificate of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certificate of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 1

RITCHIE BROS. AUCTIONEERS INCORPORATED

ANNUAL INFORMATION FORM FOR THE YEAR ENDED DECEMBER 31, 2008

FEBRUARY 23, 2009

Ritchie Bros. Auctioneers Incorporated
6500 River Road
Richmond, British Columbia
Canada V6X 4G5
(604) 273-7564

www.rbauction.com

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Unless the context otherwise requires, “Ritchie Bros.”, the “Company”, “we”, or “us” each refer to Ritchie Bros. Auctioneers Incorporated and its predecessor entities, either alone or together with its subsidiaries. Unless otherwise specified, references to years are references to calendar years and references to quarters are references to calendar quarters. All dollar amounts are denominated in United States Dollars.

Certain names in this document are our trademarks.

Forward Looking Statements

This Annual Information Form contains forward-looking statements that involve risks and uncertainties. These statements are based on our current expectations and estimates about our business, and include, among others, statements relating to:

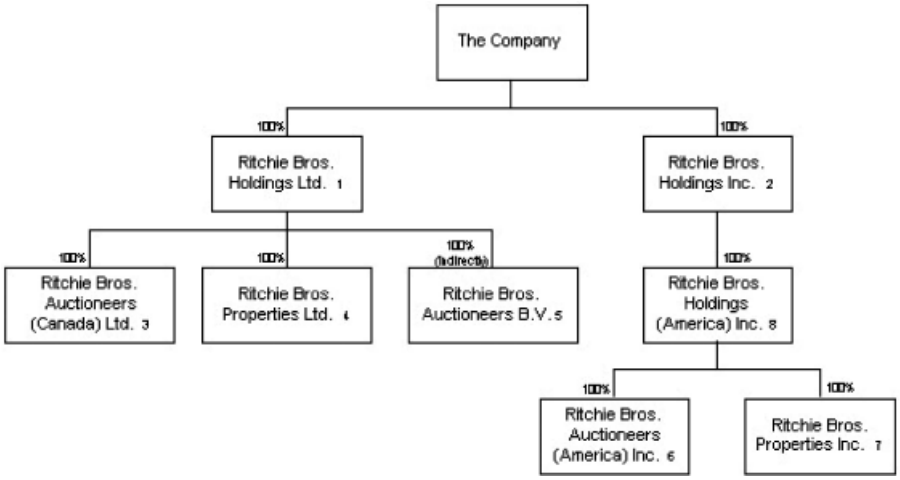
- our future performance;
- growth of our operations;
- growth of the world market for used trucks and equipment;
- increases in the number of consignors and bidders participating in our auctions;
- the impact of the current economic environment on our operations and customers, including the number of bidders and buyers attending our auctions and consignment volumes at those auctions; the demand for equipment at our auctions; our bidders' ability to access credit to fund their purchases; the impact of the economic environment on equipment prices and our business model;
- our principal strengths, our competitive advantages, and the appeal of our auctions to buyers and sellers of industrial assets;
- our ability to draw consistently significant numbers of local and international end-user bidders to our auctions;
- our long-term mission to be the world's largest marketplace for commercial and industrial assets;
- our people, including our ability to recruit, train and develop the right people to help us achieve our goals;
- our places, including our ability to add the capacity necessary to accommodate our growth; our ability to increase our market share in our core markets and regions and our ability to expand into complimentary market sectors and new geographic markets, including our ability to take advantage of growth opportunities in emerging markets; the acquisition and development of auction facilities and the related impact on our capital expenditures;
- our processes, including our process improvement initiatives and their effect on our business, results of operations and capital expenditures, particularly our ability to grow revenues faster than operating costs;
- the relative percentage of our gross auction proceeds represented by straight commission, guarantee and inventory contracts;
- our auction revenue rates and the sustainability of those rates, and the impact of our commission rate and fee changes implemented in 2008, as well as the seasonality of gross auction proceeds and auction revenues;
- the performance of our agricultural division, and the variability on our agricultural sales from period to period;
- our direct expense and income tax rates, depreciation expenses and general and administrative expenses;
- our future capital expenditures;
- our internet initiatives and the level of participation in our auctions by internet bidders;
- the proportion of our revenues and operating costs denominated in currencies other than the U.S. dollar or the effect of any currency exchange and interest rate fluctuations on our results of operations; and
- financing available to us and the sufficiency of our working capital to meet our financial needs.

In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "could," "continue," "estimate," "expect," "intend," "may," "might," "ongoing," "plan," "potential," "predict," "project," "should," "will," "would," or the negative of these terms, and similar expressions intended to identify forward-looking statements. Our forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. While we have not described all potential risks related to our business and owning our common shares, the important factors listed under "Risk Factors" in our Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2008, which is incorporated by reference in this document, are among those that may affect our performance and could cause our actual financial and operational results to differ significantly from our predictions. Except as required by applicable securities law and regulations of relevant exchanges, we do not intend to update publicly any forward-looking statements, even if our predictions have been affected by new information, future events or other developments. You should consider our forward-looking statements in light of these and other relevant factors.

THE COMPANY

Ritchie Bros. Auctioneers Incorporated was amalgamated on December 12, 1997 under, and is governed by, the *Canada Business Corporation Act*. Our registered office is located at 1300 — 777 Dunsmuir Street, Vancouver, British Columbia, Canada V7Y 1K2. Our executive office is located at 6500 River Road, Richmond, British Columbia, Canada V6X 4G5 and our telephone number is (604) 273-7564. We maintain a website at www.rbauction.com. None of the information on our website is incorporated into this Annual Information Form by this or any other reference.

The following diagram illustrates the primary intercorporate relationships of our company and our principal operating subsidiaries:



Notes:

1. Ritchie Bros. Holdings Ltd. is a corporation continued under the laws of Canada.
2. Ritchie Bros. Holdings Inc. is a corporation incorporated under the laws of the State of Washington, U.S.A.
3. Ritchie Bros. Auctioneers (Canada) Ltd. is a corporation incorporated under the laws of Canada.
4. Ritchie Bros. Properties Ltd. is a corporation incorporated under the laws of Canada.
5. Ritchie Bros. Auctioneers B.V. is a corporation incorporated under the laws of The Netherlands.
6. Ritchie Bros. Auctioneers (America) Inc. is a corporation incorporated under the laws of the State of Washington, U.S.A.
7. Ritchie Bros. Properties Inc. is a corporation incorporated under the laws of the State of Washington, U.S.A.
8. Ritchie Bros. Holdings (America) Inc. is a corporation incorporated under the laws of the State of Washington, U.S.A.

OVERVIEW

We are the world's largest industrial auctioneer, selling more equipment to on-site and online bidders than any other company in the world. At December 31, 2008, we operated from over 110 locations in more than 25 countries, including 38 auction sites worldwide. We sell, through unreserved public auctions, a broad range of used and unused industrial assets, including equipment, trucks and other assets utilized in the construction, transportation, agricultural, material handling, mining, forestry, petroleum and marine industries. Our purpose is to use unreserved auctions to create a global marketplace for our customers.

Gross auction proceeds represent the total proceeds from all items sold at our auctions. Our gross auction proceeds were $3.57 billion for the year ended December 31, 2008, which was 12% higher than in 2007. We believe that we sell more used equipment than any other company in the world and that our annual gross auction proceeds are far greater than any of our auction competitors. Consignment volumes at our auctions are affected by a number of factors, including regular fleet upgrades and reconfigurations, financial pressure, retirements, and inventory reductions, as well as by the timing of the completion of major construction and other projects.

Strict adherence to the unreserved auction process is one of our founding principles and, we believe, one of our significant competitive advantages. Unreserved means that there are no minimum or reserve prices on anything sold at a Ritchie Bros. auction — each item sells to the highest bidder on sale day, regardless of the price. In addition, consignors (or their agents) are not allowed to bid on or buy back or in any way influence the selling price of their own equipment. We maintain this commitment to the unreserved auction process because we believe that an unreserved auction is a fair auction.

Our customers are both buyers and sellers of equipment, trucks and other industrial assets. The majority of our buyers are end users of equipment, such as contractors, with the remainder being primarily truck and equipment dealers and brokers. Sellers at our auctions, which we also call consignors, represent a broad mix of equipment owners, the majority being end users of equipment, with the balance being finance companies, truck and equipment dealers and equipment rental companies, among others.

We attract a broad base of bidders from around the world to our auctions. Our worldwide marketing efforts help to attract bidders, and they are willing to travel long distances or participate online in part because of our reputation for conducting fair auctions. These diverse, multinational bidding audiences provide a global marketplace that allows our auctions to transcend local market conditions, which we believe is a significant competitive advantage. Evidence of this is the fact that in recent periods an average of approximately 60% of the value of equipment sold at our auction has left the region of the sale. We believe that our ability to consistently draw significant numbers of local and international bidders to our auctions, most of whom are end users rather than resellers, is appealing to sellers of used trucks and equipment and helps us to attract consignments to our auctions. Higher consignment volumes attract more bidders, which in turn attract more consignments, and so on in a self-reinforcing process that has helped us to achieve substantial momentum in our business.

History and Development of Our Business

Our company was founded in 1958 in the small town of Kelowna, British Columbia, Canada. We held our first major industrial auction in 1963, selling over $600,000 worth of construction equipment in Radium, British Columbia. While our early auction sales were held primarily in Western Canada, Ritchie Bros. expanded eastward in Canada through the 1960s.

By 1970, we had established operations in the United States and held our first U.S. sale in Beaverton, Oregon. Throughout the 1970s and 1980s, we held auctions in additional locations across Canada and an increasing number of American states. In 1987, we held our first European auctions in Liverpool, U.K. and Rotterdam, The Netherlands. Our first Australian auction was held in 1990, and this was followed by expansion into Asia, with subsequent sales in Japan, the Philippines, Hong Kong, Thailand and Singapore. We held our first Mexican auction in 1995, our first Middle Eastern auction in Dubai, U.A.E. in 1997, our first African auction in Durban, in the Republic of South Africa, in 2003 and our first auction in Eastern Europe in Poland in 2008. Although we expect that most of our growth in the near future will come from expanding our business and increasing our penetration in regions where we already have a presence, such as the United States and Western Europe, we anticipate that emerging markets in developing countries will be important in the longer term.

In 1994, we introduced our prototype auction facility, opening new permanent auction sites in Fort Worth, Texas and Olympia, Washington that represented significant improvements over the facilities being used at the time by industrial equipment auctioneers. We have since constructed similar facilities in various locations in Canada, the United States, Europe, Australia, Asia and the Middle East. We had 38 auction sites at the date of this discussion, of which five were built or put into service during 2008. The replacement facility in Grande Prairie, Alberta; and new sites in Mexico City, Mexico; and London, Ontario were under construction as of the date of this AIF.

In March 1998, we completed an initial public offering of our common shares. Our common shares trade on the New York Stock Exchange, and, since January 27, 2004, on the Toronto Stock Exchange, under the ticker symbol “RBA”.

INDUSTRY

We operate mainly in the auction segment of the global industrial equipment marketplace. Our primary target markets within that marketplace are the used truck and equipment sectors, which are large and fragmented. Industry analysts estimate that the world-wide value of used equipment transactions, of the type of equipment we sell at our auctions, is approximately $100 billion per year. Of this total, only a fraction is currently traded through auctions, with the majority being sold directly by the owner or through truck and equipment dealers and brokers. Although we sell more used equipment than any other company in the world, our share of this fragmented market is only in the range of 3%.

As we grow our business we intend to capitalize on a number of key characteristics of the global industrial equipment market:

Growth of the Auction Segment of the Industrial Equipment Market. We believe that auctions represent an increasingly popular distribution channel for industrial equipment for the following reasons:

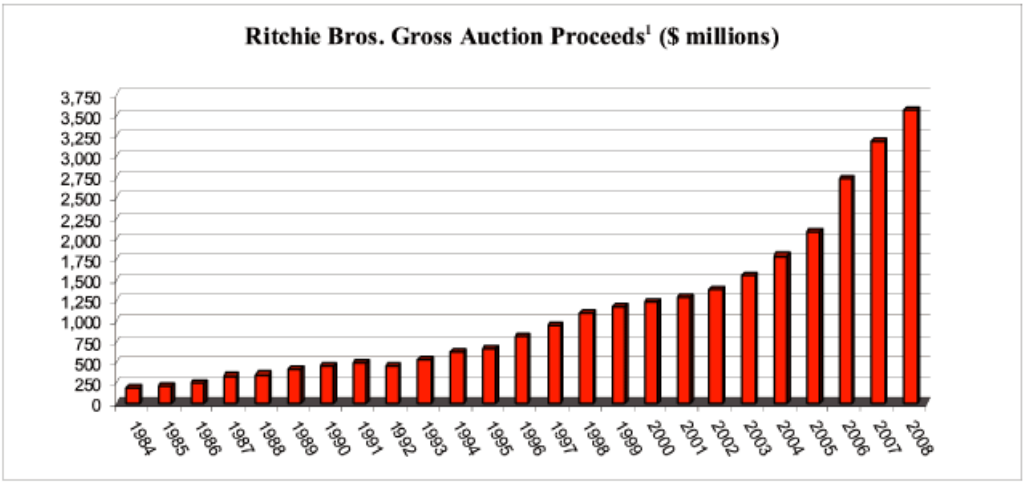
- The ability of auctioneers to sell a wide range of equipment and related assets and therefore, offer a comprehensive and convenient service to buyers and sellers;
- The increasing transparency of the international used equipment market due in large part to the depth of information now available on the internet;
- The increasing preference of sellers to access the auction marketplace to achieve a sale quickly and efficiently; and
- The ability of auctioneers to deliver high net proceeds on the sale of equipment.

Attractiveness of the Industrial Equipment Auction Market. In addition to the growth potential of the auction segment of the industrial equipment market, we believe that the following are attractive characteristics of the industrial equipment auction business:

- The industrial equipment auction business is relatively insulated from cyclical economic trends. Many of the factors that prompt owners to sell equipment also create an environment in which equipment buyers opt for high quality used equipment rather than typically more expensive new equipment. In addition, much of the equipment that we sell can be used in multiple industries and in diverse geographic locations. As a result, auctioneers can capitalize on economic downturns as well as upturns;
- Industrial equipment auctioneers are not restricted to selling lines of equipment provided by a particular manufacturer or manufactured for a particular industry, or to conducting sales in a particular geographic region;
- Auction companies do not typically bear the risks associated with holding inventory over extended periods;
- The industrial equipment auction industry is highly fragmented (and we are the largest participant in that industry); and
- Used industrial equipment is well-suited to the auction method of buying and selling because items of used equipment cannot be valued on a commodity basis — their value is dependent mainly on their condition. The transparency of the unreserved auction method gives buyers and sellers confidence that the equipment has traded at a fair market price.

COMPETITIVE ADVANTAGES

Our key strengths provide distinct competitive advantages and have enabled us to attract an increasing number of consignors and bidders to our auctions, allowing us to achieve significant and profitable growth. Our gross auction proceeds have grown at a compound annual growth rate of 13.5% over the last 25 years, as illustrated below.



(1) Gross auction proceeds represent the total proceeds from all items sold at our auctions. Our definition of gross auction proceeds may differ from those used by other participants in our industry. Gross auction proceeds is an important measure we use in comparing and assessing our operating performance. It is not a measure of our financial performance, liquidity or revenue and is not presented in our consolidated financial statements. We believe that auction revenues, which is the most directly comparable measure in our Statement of Operations, and certain other line items, are best understood by considering their relationship to gross auction proceeds.

Reputation for Conducting Only Unreserved Auctions. We believe that our highly publicized commitment to fair dealing and the unreserved auction process is a key contributor to our growth and success. All of our auctions are unreserved, meaning that there are no minimum or reserve prices; each and every item is sold to the highest bidder on the day of the auction regardless of the price. Consignors are prohibited by contract from bidding on their own consigned items at the auction or in any way artificially affecting the auction results. Bidders at our auctions have confidence that if they are the high bidder on an item, then they are the buyer of that item, regardless of price. We believe that Ritchie Bros.' reputation for conducting only unreserved auctions is a major reason why bidders are willing to commit the necessary time and effort to participate in our auctions, and we believe that the size and breadth of the resulting bidding audiences enable us generally to achieve higher prices than our competitors.

Ability to Transcend Local Market Conditions. We market each auction to a global customer base of potential bidders, through the use of print media and the internet. Because bidders are willing to travel between regions and countries to attend our auctions, and are able to participate over the internet if they are unable or choose not to attend in person, consignors have confidence that they will receive the world market price for their equipment. In recent periods, an average of approximately 60% of the value of equipment sold at any particular auction has left the region of the sale.

International Scope. We have substantial expertise in marketing, assembling and conducting auctions in international markets. We have conducted auctions in more than 20 countries and we regularly hold auctions in North America, Europe, Australia and the Middle East.

Extensive Network of Auction Sites. Our international network of auction sites is attractive to consignors of trucks and equipment with widely dispersed fleets and also to manufacturers wanting to access multiple regional markets. We believe that our network of auction sites has allowed us to achieve economies of scale by holding more frequent and larger auctions at our existing facilities, taking advantage of our considerable operating capacity without incurring significant incremental costs. In addition, many of our auction sites are equipped with environmentally certified painting and refurbishing facilities which, together with purpose-built auction theatres and equipment display yards, allow us to deliver a uniquely high level of service to our customers. Our secure yards enable our bidders to inspect, test and compare assets available for sale at our

auctions, while our consignors take comfort knowing their assets are under our care, custody and control, and that we are looking after all details in connection with the auction.

Proprietary Databases. We maintain sophisticated databases containing information on several million pieces of equipment sold at auctions around the world, detailed information regarding new equipment prices and listings of stolen equipment. Together with our unique and comprehensive information about the flow of equipment coming to market, these databases help us to identify market trends and estimate equipment values.

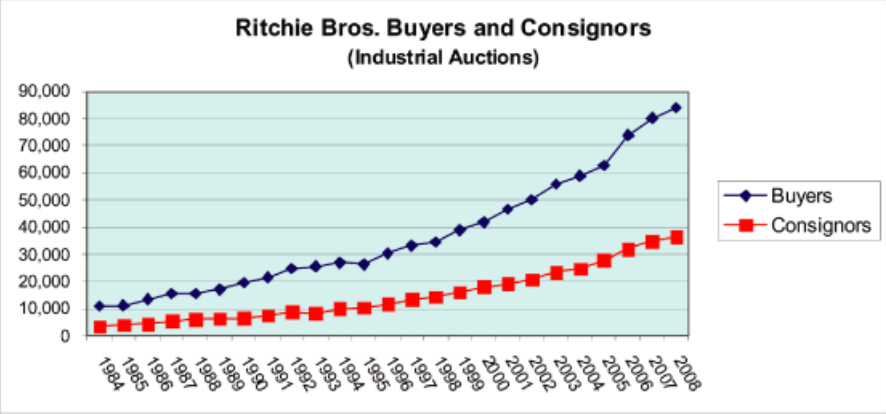
We also maintain a proprietary customer information database containing detailed information on more than 450,000 companies and individuals from approximately 200 countries, including each customer's auction attendance, trade association memberships, buying and travel habits and banking information. This database enables us to identify customers that might be interested in the equipment being sold at any particular auction.

Internet Services. We believe that our extensive internet presence and the tools available on our website are valuable to buyers and sellers of equipment and represent a distinct competitive advantage for Ritchie Bros. Our *rbauctionBid-Live* internet bidding service has enhanced our ability to transcend local market conditions and offer international scope to equipment buyers and sellers. It has also increased the number of bidders participating in our auctions, which we believe has led to higher selling prices. We launched the *rbauctionBid-Live* service in 2002, and by the end of 2008 we had approximately 99,000 customers from almost 180 countries registered and approved to use the service. In 2008, customers bidding in our live auctions over the internet were the buyer or runner-up bidder on 33% of the lots offered online. Our internet bidding service gives our customers access to the best of both worlds — live and online auction participation. The average number of registered bidders, both online and on-site, participating in our industrial auctions has increased 29% to 1,431 registered bidders from 1,080 bidders in 2001, prior to the implementation of the *rbauctionBid-Live* service.

Size and Financial Resources. In addition to being the world's largest auctioneer of industrial equipment, we believe that we sell more used trucks and equipment than any other company, including non-auction companies such as manufacturers, dealers and brokers, making us the largest participant in this highly fragmented market. In addition to our strong market position, we have the financial resources to offer our consignors flexible contract options such as guarantee and outright purchase contracts, to invest in new technologies and to expand into new markets.

Dedicated and Experienced Workforce. Our sales and support team is a key part of our customer service effort. We had 1,077 full-time employees at December 31, 2008, including 265 sales representatives and 29 trainee territory managers. Our senior management team has extensive industry experience — the 10 members of our senior management Executive Council have a combined experience of over 167 years in the equipment auction industry.

These competitive advantages have enabled us to hold successful auctions that are appealing to both buyers and consignors, as evidenced by the growth in the number of buyers and consignors participating in our auctions, set out in the graph below, and the resulting growth in our gross auction proceeds.



We believe that our auctions generally draw a larger number of bidders than most other industrial equipment auctions. Also, the majority of the bidders at our auctions are end-users of equipment (typically retail buyers) rather than brokers or dealers (typically wholesale buyers). In 2008, approximately 80% of the lots at our auctions were sold to end-users of equipment, such as contractors. Large end-user bidder audiences, including international bidders and internet bidders, enable us to deliver world market prices and transcend local market conditions. The ability to deliver high prices on the sale of trucks and equipment is a core part of our value proposition and helps to attract consignments, which attract larger bidder audiences in a self-reinforcing process that we believe has been working in our favor for 50 years. We believe that this momentum, together with our reputation, size and financial resources, gives our customers confidence in our auction services, which contributes to our growth and acts as a barrier to entry for potential competitors.

Growth Strategies

Our long-term mission is to be the world's largest marketplace for commercial and industrial assets. Our principal goals are to grow our earnings per share at a manageable pace over the long term while maintaining a reasonable return on invested capital and to maintain and enhance the Ritchie Bros. culture. Our preference is to pursue sustainable growth with a consistently high level of customer service, rather than targeting aggressive growth and risking erosion of the strong customer relationships and high level of customer service that we believe differentiate us from our competitors.

To grow our business, we are focusing simultaneously on three different fronts, and we believe these three key components of our strategy work in unison.

1. Our people

   People are a key driver of our growth, and one of our key strategies is to build the team that will help us achieve our goals. This includes recruiting, training and developing the right people, as well as enhancing the productivity of our sales force and our administrative support teams by giving them the tools and training they need to be effective. This component of our strategy also includes active succession planning and leadership development, with a focus on developing employees from within our company.

   Our ability to recruit, train and retain capable new members for our sales team has a significant influence on our rate of growth. Ours is a relationship business and our Territory Managers are the main point of contact with our customers. We look for bright, hard-working individuals with positive attitudes, and we are committed to providing our people with a great workplace and opportunities to grow with the company and become future leaders of our global team.

2. Our places

   We intend to continue to expand our presence in existing markets and enter new markets, and to expand our international auction site network to handle expected growth in our business. When we talk about markets, we are referring to geographic markets and industry sectors.

   Although we expect that most of our growth in the near future will come from expanding our business and increasing our penetration in regions where we already have a presence, such as the United States and Western Europe, we anticipate that emerging markets in developing countries will be important in the longer term. Our sales offices in many of these emerging markets have been established to position us to take advantage of these future growth opportunities and we will continue to invest in frontier markets in the future.

   We plan to expand our worldwide network of auction sites, opening an average of at least two new or replacement sites per year. Our shorter-term focus for this expansion is the United States and Western Europe. In addition, we intend to continue to hold offsite auctions in new regions to expand the scope of our operations.

   We also aim to increase our market share in our core markets of construction, transportation and agricultural equipment, and to sell more assets in categories that are complimentary to these core markets. Examples of these complimentary categories include mining, forestry and petroleum assets.

3. Our processes

   We are committed to developing and continually refining the processes and systems that we use to conduct our business. We believe that this continuous improvement focus will allow us to grow our revenues faster than our operating costs in the future. We also intend to use technology to facilitate our growth and enhance the quality and service level of our auctions.

   Over the past few years, we have made significant progress in developing business processes and systems that are efficient, consistent and scalable, including the successful implementation of a new enterprise resource planning (or ERP) system.

We believe that these three components work together because our people help us to achieve our growth objectives, our places give us focus areas for and the capacity to handle growth, and our processes help us to achieve that growth with efficiency and consistency and deliver value to our customers.

OPERATIONS

During 2008 we conducted 193 unreserved industrial auctions at locations in North America, Europe, the Middle East, South East Asia, and Australia. We also held 147 unreserved agricultural auctions in 2008, primarily in Canada and the United States. Although our auctions varied in size, the average Ritchie Bros. auction in 2008 had the following characteristics:

	Industrial auctions	Agricultural auctions
Gross auction proceeds	$17.7 million	$0.9 million
Bidder registrations	1,431	355
Lots offered for sale	1,301	286
Consignors	189	10

Approximately 54% of our auction revenues was earned from operations in the United States (2007 - 56%), 21% was earned in Canada (2007 — 23%) and 15% was earned in Europe (2007 — 12%). The remaining 10% was earned from operations primarily in Australia, the Middle East and Mexico (2007 - 9%).

In 2008, approximately 89% of the gross auction proceeds from our auctions was attributable to auctions held at our permanent auction sites and regional auction units (2007 — 88%). Permanent auction sites are located on land that we own. Our permanent auction sites average approximately 60 acres in size and typically include an equipment display yard, an auction theatre, administrative offices, customer parking, and an environmentally certified refurbishing facility. Regional auction units are auction sites typically located on leased land with more modest facilities than a permanent auction site.

The remaining 11% of our gross auction proceeds in 2008 came from "off-site" auctions (2007 — 12%), typically held on rented or consignor-owned land. The decision as to whether to hold a particular auction at one of our sites instead of at an off-site location is influenced by the nature, amount and location of the equipment to be sold. The majority of our agricultural auctions are held at off-site locations, usually on the consignor's farm.

Our gross auction proceeds and auction revenues are affected by the seasonal nature of the auction business. Our gross auction proceeds and auction revenues tend to increase during the second and fourth calendar quarters, during which time we generally conduct more business than in the first and third calendar quarters.

Some of the key elements of our auction process include:

Attracting Bidders. We believe our proprietary customer database, which contains over 450,000 customer names from approximately 200 countries, significantly enhances our ability to market our auctions effectively. We typically send over 50,000 full-color auction brochures for each auction to strategically selected customers from our database. We also conduct targeted regional and industry-specific advertising and marketing campaigns. In addition, we post information about the majority of the consigned equipment at upcoming auctions on our website so that potential bidders can review equipment descriptions and view photographs of many of the items to be sold. We had 277,560 bidder registrations at our industrial auctions in 2008 compared to 254,259 in 2007.

Attracting Equipment. We solicit equipment consignments ranging from single pieces of equipment consigned by local owner-operators to large equipment fleets offered by multi-national consortiums upon the completion of major construction projects. For larger consignments, our service typically begins with an equipment appraisal that gives the prospective consignor a credible estimate of the value of the appraised equipment. We believe that our consignors choose to sell their equipment at our auctions, rather than through other channels or other auctioneers, because they believe that selling at a Ritchie Bros. auction is the best way to maximize the net proceeds on the sale of their assets. During 2008 we received 36,595 industrial auction consignments, typically comprised of multiple lots, compared to 34,931 consignments in 2007.

Our willingness to take consignment of a customer's full equipment fleet, including ancillary assets such as inventories, parts, tools, attachments and construction materials, rather than only accepting selected items, is another valuable service that we offer to consignors that sets us apart from most of our competitors.

Attractive Contract Options. We offer consignors several contract options to meet their individual needs and sale objectives. These can include a straight commission contract, where the consignor receives the gross proceeds from the sale less a pre-negotiated commission rate, as well as alternate arrangements including guarantee contracts (where the consignor receives a guaranteed minimum amount plus an additional amount if proceeds exceed a specified level) or an outright purchase of the equipment by us for resale. We refer to guarantee and outright purchase contracts as our underwritten or at-risk business. Guarantee contracts have generally represented about 15% of our gross auction proceeds on an annual basis in recent periods, while outright purchases have averaged about 10%.

Our commission structure reflects the degree of risk we assume in connection with the equipment being sold. In general, on similar packages of equipment, we factor in a lower commission rate for straight commission sales than for guarantee contracts. In the case of outright purchases, pricing takes into account the risks we assume. We typically offer guarantee and purchase contract options only on large, diverse fleets of equipment. We manage the risk associated with our underwritten business by performing detailed appraisals of the equipment and involving valuation specialists and senior levels of management in the decision making process. In addition, equipment prices tend not to fluctuate significantly during the short time prior to the auction that we are exposed on these types of arrangements.

Value-Added Services. We provide a wide array of services to make the auction process convenient for buyers and sellers of equipment. Examples of these services include:

- conducting title searches on consigned equipment, where registries are commercially available, to ensure the equipment is sold free and clear of all liens and encumbrances (if we are not able to deliver clear title, we provide a full refund up to the purchase price to the buyer);
- making consigned equipment available for inspection, testing and comparing by prospective buyers;
- displaying photographs of consigned equipment on our website;
- providing access at our auctions to representatives of finance companies, transportation companies, customs brokerages and other service providers;
- providing facilities for on-site cleaning, painting and refurbishment of equipment; and
- handling all pre-auction marketing, as well as collection and disbursement of proceeds.

Marketing and Sales

At December 31, 2008, we employed 265 sales representatives and 29 trainee territory managers (2007 - - 265 and 11, respectively). These representatives are deployed by geographic region around the world. Each sales representative is primarily responsible for the development of customer relationships and sourcing consignments in the representative's territory. Sales representatives are also involved in the appraisal and proposal presentation process. To encourage global teamwork and superior customer service, none of our employees is paid on a commission basis. All members of our sales force are compensated primarily by a combination of base salary and incentive bonus.

To support our sales representatives, we follow a dual marketing strategy, promoting Ritchie Bros. and the unreserved auction process in general, as well as marketing specific auctions. This dual strategy is designed to attract both consignors and bidders to our auctions. Our advertising and promotional efforts include the use of trade journals and magazines and attendance at numerous trade shows held around the world. We also participate in international, national and local trade associations. The rbauction.com website is another important component of our marketing effort.

In addition to regional marketing through our sales representatives, we market through our national accounts team to large national customers, including rental companies, manufacturers and finance companies, who have equipment disposition requirements in various regions and countries and can therefore benefit from our international network of auction sites.

International Network of Auction Sites

We attempt to establish our auction sites in industrial areas close to major cities. Although we lease some auction sites, we prefer to purchase land and construct purpose-built facilities once we have determined that a region can generate sufficient financial returns to justify the investment. We generally do not construct a permanent auction site in a particular region until we have conducted a number of offsite sales in the area, and often we will operate from a regional auction unit for several years before considering a more permanent investment. This process allows us to evaluate the market potential before we make a significant investment. We will not invest in a permanent auction site unless we believe there is an opportunity for significant, profitable growth in a particular region. Our average expenditure on a permanent auction site has been in the range of $20 million in recent years, including land, improvements and buildings.

We operated from the following auction sites at February 23, 2009:

Permanent Auction Sites:

	Size (Acres)	*Year Placed in Service*
Canada		
Vancouver, British Columbia (1)	12	1979
Prince George, British Columbia	60	2003
Grande Prairie, Alberta (2)	31	2002
Edmonton, Alberta	125	2002
Saskatoon, Saskatchewan	62	2006
Regina, Saskatoon	22	2007
Toronto, Ontario	63	1998

	Size (Acres)	Year Placed in Service
London, Ontario (3)	165	2009
Montreal, Quebec	60	2000
Halifax, Nova Scotia	28	1997
United States		
Olympia, Washington	79	1994
Los Angeles, California	59	2000
Sacramento, California	90	2005
Phoenix, Arizona	48	2002
Albuquerque, New Mexico	11	1999
Denver, Colorado	70	2007
Fort Worth, Texas	113	1994
Houston, Texas (4)	95	2009
Buxton, North Dakota	25	2006
Kansas City, Missouri	40	2007
Minneapolis, Minnesota (5)	140	2009
Chicago, Illinois	51	2000
Columbus, Ohio	95	2007
Nashville, Tennessee	76	2006
Atlanta, Georgia	64	1996
Statesville, North Carolina	40	1999
Orlando, Florida (6)	200	2002
North East, Maryland	85	2001
Other Countries		
Paris, France	47	2008
Moerdijk, The Netherlands	53	1999
Brisbane, Australia	42	1999
Regional Auction Units:		
Moncofa, Spain	Dubai, United Arab Emirates	
Las Vegas, Nevada	Geelong, Australia (8)	
Mexico City, Mexico (7)	Hartford, Connecticut	
Caorso, Italy		

(1) We have purchased approximately 25 acres of land in Chilliwack, British Columbia, on which we are building a new permanent auction site to replace our existing permanent auction site in that region. The new site is expected to open in 2009.

(2) We have purchased approximately 300 acres of land in Grande Prairie, Alberta, on which we are building a new permanent auction site to replace our existing permanent auction site in that region. The new site is expected to open in 2009.

(3) We have purchased approximately 165 acres of land in London, Ontario, on which we are building a new permanent auction site focused primarily on agricultural auctions. The new site is expected to open in 2009.

(4) We completed the construction of a new permanent auction site on approximately 95 acres of a 125-acre property in Houston, Texas, to replace our existing permanent auction site in that region, and relocated to the new facility in February 2009.

(5) We completed the construction of a new permanent auction site on approximately 140 acres of land near Minneapolis, Minnesota, to replace our existing permanent auction site in that region, and relocated to the new facility in January 2009.

(6) We purchased an additional 74 acres of land adjoining the permanent auction site in Orlando, Florida, and have expanded our existing permanent auction site in that region.

(7) We have purchased approximately 300 acres of land near Mexico City, Mexico, on which we are building a new permanent auction site to replace our regional auction unit in that region. The new site is expected to be completed in 2009 and we moved into a temporary facility in January 2009.

(8) We have relocated our Melbourne regional auction unit to this location in 2008.

In addition to the sites above, we also purchased approximately 16 acres of land near Tokyo, Japan, on which we intend to build a new permanent auction site.

We did not have ownership of the land housing our regional auction unit in Singapore and were unable to renew the lease at that location. As a result, we have closed our regional auction unit in Singapore in the first quarter of 2009.

At certain of our auction sites we own additional property that may be available for future expansion or sale. We also own land in other areas not listed or described above that may be available for future expansion or sale.

Competition

Both the global used industrial equipment market and the auction segment of that market are highly fragmented. We compete for potential purchasers of industrial equipment with other auction companies and with non-auction competitors such as equipment manufacturers, distributors and dealers, and equipment rental companies. When sourcing equipment to sell at our auctions, we compete with other auction companies, equipment dealers and brokers, and equipment owners who have traditionally disposed of equipment through private sales.

Governmental and Environmental Regulations

Our operations are subject to a variety of federal, provincial, state and local laws, rules and regulations relating to, among other things, the auction business, imports and exports of equipment, worker health and safety and the use, storage, discharge and disposal of environmentally sensitive materials. In addition, our development or expansion of auction sites depends upon the receipt of required licenses, permits and other governmental authorizations, and we are subject to various local zoning requirements with regard to the location of our auction sites, which vary among jurisdictions.

Under some of the laws regulating the use, storage, discharge and disposal of environmentally sensitive materials, an owner or lessee of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances located on or in, or emanating from, such property, as well as related costs of investigation and property damage. These laws often impose liability without regard to whether the owner or lessee knew of, or was responsible for, the presence of such hazardous or toxic substances.

We typically obtain Phase I environmental assessment reports prepared by independent environmental consultants in connection with our site acquisitions. A Phase I assessment consists of a site visit, historical record review, interviews and reports, with the purpose of identifying potential environmental conditions associated with the subject property. There can be no assurance, however, that acquired or leased sites have been operated in compliance with environmental laws and regulations or that future uses or conditions will not result in the imposition of environmental liability upon us or expose us to third-party actions such as tort suits. Although we have insurance to protect us from such liability, there can also be no assurance that it will cover any or all potential losses.

There are restrictions in the United States and Europe that may affect the ability of equipment owners to transport certain equipment between specified jurisdictions. One example of these restrictions is environmental certification requirements in the United States, which prevent non-certified equipment from being entered into commerce in the U.S. In addition, engine emission standards in some jurisdictions limit the operation of certain trucks and equipment in those markets.

We are committed to contributing to the protection of the natural environment by preventing and reducing adverse impacts of our operations. As part of our commitment, we aim to:

- empower our employees to identify and address environmental issues;
- consider environmental impacts as part of all business decisions;
- conduct business in compliance with applicable regulations and legislations, and where appropriate, adopt the most stringent as our global benchmark;
- use resources wisely and efficiently to minimize our environmental impact;
- communicate transparently with our stakeholders about environmental matters;
- conduct ongoing assessments to ensure compliance and good stewardship; and

- hold management accountable for providing leadership on environmental matters, achieving targets, and providing education to employees.

We believe that by following these principles, we will be able to achieve our objective to be in compliance with applicable environmental legislation and make a positive contribution to the protection of the natural environment.

We believe that we are in compliance in all material respects with all laws, rules, regulations and requirements that affect our business, and that compliance with such laws, rules, regulations and requirements does not impose a material impediment on our ability to conduct our business.

Risk Factors

Disclosure relating to risk factors concerning us and our business is included under "Risk Factors" in our Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2008, which has been filed on SEDAR at www.sedar.com, and is incorporated in this document by reference.

Dividends

We currently pay a regular quarterly cash dividend of $0.09 per common share. We currently intend to continue to declare and pay a regular quarterly cash dividend in this amount on our common shares. However, any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors, after taking into account our operating results, financial condition, cash requirements, financing agreement restrictions and other factors our Board may deem relevant. In 2008 we paid total cash dividends of $0.34 per common share, compared to $0.30 per share in 2007 and $0.26 per share in 2006. The dividend amounts reflect the impact of our three-for-one stock split on April 24, 2008.

Because Ritchie Bros. Auctioneers Incorporated is a holding company with no material assets other than the shares of its subsidiaries, our ability to pay dividends on our common shares depends on the income and cash flow of our subsidiaries. No financing agreements to which our subsidiaries are party currently restrict those subsidiaries from paying dividends.

Pursuant to income tax legislation, Canadian resident individuals who receive "eligible dividends" in 2006 and subsequent years will be entitled to an enhanced gross-up and dividend tax credit on such dividends. All dividends that we pay are "eligible dividends" unless indicated otherwise.

Capital Structure

We have the following shares authorized for issuance and issued and outstanding as of February 23, 2009:

Description	Number Authorized	Number Issued and Outstanding
Common shares, without par value	Unlimited	104,899,720
Senior preferred shares, without par value, issuable in series	Unlimited	None
Junior preferred shares, without par value, issuable in series	Unlimited	None

Our Board of Directors is authorized to determine the designations, rights and restrictions to be attached to the Senior preferred shares and Junior preferred shares (together, the preferred shares) upon issuance. No preferred shares have been issued.

Holders of our common shares are entitled to one vote for each share held on all matters submitted to a vote of shareholders. Subject to preferences that may be applicable to any preferred shares outstanding at the time, holders of common shares are entitled to receive ratably any dividends as may be declared from time to time by our Board of Directors out of funds legally available for dividends. Please read the "Dividends" section above. In the event of a liquidation, dissolution or winding up, holders of common shares are entitled to share ratably in all assets of the Company remaining after payment of liabilities and any liquidation preferences of any outstanding preferred shares.

We have adopted a Shareholder Rights Plan, the purpose of which is to discourage discriminatory or unfair take-over offers for our company and to provide our Board of Directors with time, if appropriate, to pursue alternatives to maximize shareholder value in the event of an unsolicited takeover bid for our company.

Market for Securities

Our common shares are listed for trading on the New York Stock Exchange, or the NYSE, and on the Toronto Stock Exchange, or the TSX, on both exchanges under the ticker symbol "RBA". The closing price of our common shares on February 23, 2009 on the NYSE was $16.80 and on the TSX was CA$20.79.

Our trading volumes and price ranges on the NYSE and the TSX for the year ended December 31, 2008 were as follows:

	NYSE (US$)				TSX (CA$)			
Date	High Price	Low Price	Closing Price	Total Volume	High Price	Low Price	Closing Price	Total Volume
December-08	$ 22.98	$ 16.84	$ 21.42	14,771,100	$ 28.33	$ 21.16	$ 26.26	9,162,400
November-08	20.98	16.29	18.67	14,166,900	27.99	20.89	27.89	4,714,200
October-08	23.41	15.97	18.47	20,145,800	26.90	20.01	22.59	3,803,400
September-08	26.50	21.36	23.24	9,566,900	28.30	22.74	25.37	1,835,600
August-08	28.23	25.97	26.32	6,103,100	30.34	26.70	28.15	1,534,900
July-08	26.93	23.63	25.89	6,806,400	27.36	23.68	26.57	1,546,000
June-08	27.43	24.12	26.90	9,793,900	27.74	24.39	27.30	2,349,400
May-08	27.99	24.57	27.33	6,937,900	28.27	25.12	27.17	1,307,600
April-08 (1)	29.82	24.06	24.66	1,238,500	28.52	24.50	24.82	2,510,700
March-08 (1)	28.01	23.42	27.06	1,715,200	28.52	23.08	27.93	1,825,800
February-08 (1)	28.46	22.40	23.59	2,098,500	28.37	22.79	23.44	2,443,200
January-08 (1)	28.10	23.81	27.07	1,593,100	27.82	24.51	27.26	2,730,300

(1) For ease of comparison, the prices and volumes have been adjusted to give retroactive effect to the three-for-one stock split that took effect on April 24, 2008.

Directors and Executive Officers

Under our Articles of Amalgamation, our number of directors is set at a minimum of three and a maximum of ten and the directors are authorized to determine the actual number of directors to be elected from time to time. We currently have seven directors. Each of our directors is elected annually and holds office until our next annual meeting of shareholders unless he or she ceases to hold office before that date. Information concerning our directors is as follows:

Directors

Name and Municipality of Residence	Position with the Company	Principal Occupation or Employment (1)	Previous Service as a Director
Robert W. Murdoch (2) (3) Salt Spring Island, B.C., Canada	Chairman of the Board and a Director	Businessman	Director since February 20, 2006

Name and Municipality of Residence	Position with the Company	Principal Occupation or Employment(1)	Previous Service as a Director
Peter J. Blake. Vancouver, B.C., Canada	Chief Executive Officer and a Director	Chief Executive Officer of the Company	Director since December 12, 1997
Eric Patel(2)(4). Vancouver, B.C., Canada	Director	Chief Financial Officer of Pembrook Mining Corp	Director since April 16, 2004
Beverley A. Briscoe(2)(4) Vancouver, B.C., Canada	Director	Owner and President of Briscoe Management Ltd.	Director since October 29, 2004
Edward B. Pitoniak(5). West Vancouver, B.C., Canada	Director	Businessman	Director since July 28, 2006
Christopher Zimmerman(5). Vancouver, B.C., Canada	Director	President and Chief Executive Officer of Canucks Sports and Entertainment	Director since April 11, 2008
James M. Micali(4)(5). Boston, MA, USA	Director	Senior Advisor of Azalea Capital	Director since April 25, 2008

(1) This information has been provided by the respective director as of February 23, 2009.

(2) Our Board of Directors has a nominating and corporate governance committee comprised of Messrs. Patel (Chair), Murdoch and Ms. Briscoe.

(3) Mr. Murdoch became Chairman of our Board of Directors on April 11, 2008, the date of our 2008 Annual Meeting. Mr. Charles E. Croft was the Chairman of our Board of Directors before our 2008 Annual Meeting, at which he retired as a director. Mr. C. Russell Cmolik also retired as a director at our 2008 Annual Meeting.

(4) Our Board of Directors has an audit committee comprised of Ms. Briscoe (Chair) and Messrs. Patel and Micali.

(5) Our Board of Directors has a compensation committee comprised of Messrs. Pitoniak (Chair), Zimmerman and Micali.

We do not have a Lead Director because our Chairman, Robert W. Murdoch, is an independent director and fulfills this role. Mr. Murdoch can be reached at (604) 233-6153 or by email at leaddirector@rbauction.com.

Executive Officers

As of February 23, 2009, the following Executive Officers have been appointed by our Board of Directors:

Name and Municipality of Residence	Position with the Company
Peter J. Blake Vancouver, B.C., Canada	Chief Executive Officer
Robert K. Mackay Delta, B.C., Canada	President
Robert S. Armstrong New Westminster, B.C., Canada	Chief Operating Officer
Robert A. McLeod Vancouver, B.C., Canada	Chief Financial Officer

Name and Municipality of Residence	Position with the Company
Robert K. Whitsit Newnan, Georgia, U.S.A.	Senior Vice-President
David D. Nicholson Humble, Texas, U.S.A.	Senior Vice-President – Central United States, Mexico and South America
Guylain Turgeon Kapellen, Belgium	Senior Vice-President – Managing Director Europe, Middle East and Asia
Steven C. Simpson Scottsdale, Arizona, U.S.A.	Senior Vice-President – Western United States
Curtis C. Hinkelman Peachtree City, Georgia, U.S.A.	Senior Vice-President – Eastern United States
Kevin R. Tink Grande Prairie, AB, Canada	Senior Vice-President – Canada and Agriculture
Victor E. Pospiech North Vancouver, B.C., Canada	Senior Vice-President – Administration and Human Resources
Jeremy M. T. Black Vancouver, B.C., Canada	Corporate Secretary and Vice-President, Business Development

As of February 23, 2009, our directors and executive officers as a group beneficially owned, directly or indirectly, or exercised control or direction over, approximately 1% of our issued and outstanding common shares.

Audit Committee Information

Our Audit Committee primarily assists our Board of Directors in overseeing:

- the integrity of our financial statements;
- our compliance with legal and regulatory requirements;
- the independent auditor's qualifications and independence; and
- the performance of our internal audit function and independent auditor.

In particular, our Audit Committee's role includes, among other things, ensuring that management properly develops and adheres to a sound system of disclosure controls and procedures and internal controls. The full text of our Audit Committee charter, which complies with the NYSE rules and applicable securities laws, is available on our website, www.rbauction.com.

As of February 23, 2009, the Audit Committee of our Board of Directors was composed of the following members:

Member	Independent	Financially Literate	Relevant Education and Experience
Beverley A. Briscoe (Chair)	Yes	Yes	**Current employment:** • Owner and president — Briscoe Management Ltd. **Past employment:** • President and owner — Hiway Refrigeration Limited — 1997 to 2004 • Vice President and General Manager — Wajax Industries Limited. • Chief Financial Officer — Rivtow Group of Companies • Various executive positions — several operating divisions of The Jim Pattison Group • Audit Manager — Coopers & Lybrand **Other board membership:** • Director, Chair of the Audit Committee and member of the Governance and Nominating Committee and the Environmental Health and Safety Committee, Goldcorp Inc. (TSX: G), and director of several non-public companies **Education:** • Fellow of the Institute of Chartered Accountant • Bachelor of Commerce degree from the University of British Columbia
Eric Patel	Yes	Yes	**Current employment:** • Chief Financial Officer — Pembrook Mining Corp., a private mining company (formerly Paget Resources Corporation) **Past employment:** • Chief Financial Officer — Crystal Decisions, Inc., a privately held software company — 1999 to 2004 • Executive positions, including CFO — University Games, Inc., a privately held manufacturer of educational toys and games — 1997 to 1999 • Director of Strategy — Dreyer's Grand Ice Cream • Strategy consultant — Marakon Associates **Education:** • MBA degree from Stanford University

Member	Independent	Financially Literate	Relevant Education and Experience
James M. Micali	Yes	Yes	**Current employment:** • Senior advisor and limited partner — Azalea Capital (a private equity fund) • Consultant to Michelin North America • Counsel — Ogletree Deakins, a labour and employment law firm • Adjunct professor — Furman University **Past employment:** • Various positions, including Chairman and President of Michelin North America — 1977 — 2008 **Other board membership:** • Director, member of Compensation, Audit and Governance, and Executive Committees, Sonoco Products Company (NYSE: “SON”) • Director, member of Nuclear Oversight and Personnel Committees, SCANA Corporation (NYSE: “SCG”) **Education:** • J.D. from Boston College Law School

In fulfilling its responsibilities, our Audit Committee held regular meetings in 2008 with our external auditors and with our management. In these meetings, the Audit Committee discussed with management and the external auditors, among other things, the quality and acceptability of accounting principles and significant transactions or issues encountered during the period. In addition, our Audit Committee met with our external auditors independent of our management to provide for independent and confidential assessment of our management and our internal controls as they relate to the quality and reliability of our financial statements.

In addition to retaining KPMG LLP to audit our consolidated financial statements for the year ended December 31, 2008, we retained KPMG LLP to provide various non-audit services in 2008. The aggregate fees billed for professional services by KPMG LLP and its affiliates during 2008 and 2007 were as follows:

	Fiscal 2008	Fiscal 2007
Audit Fees	$ 1,190,400	$ 1,307,000
Audit-Related Fees	4,000	98,000
Tax Fees	527,700	806,000
Total Fees	$ 1,722,100	$ 2,211,000

The nature of each category of fees is as follows:

Audit Fees:

Audit fees were paid for professional services rendered by the auditors for the audit and interim reviews of our consolidated financial statements or services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees:

Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under the Audit Fees item above.

Tax Fees:

Tax fees were paid for tax compliance, tax advice and tax planning professional services. These services consisted of: tax compliance, including the review of original and amended tax returns; assistance with questions regarding tax audits;

assistance in completing routine tax schedules and calculations; and tax planning and advisory services relating to common forms of domestic and international taxation (i.e., income tax, capital tax, Goods and Services Tax and Value Added Tax).

Pre-Approval Policies and Procedures:

The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any *de minimus* non-audit services allowed by applicable law or regulation. The policy outlines the procedures and the conditions pursuant to which permissible services proposed to be performed by KPMG LLP are pre-approved, provides a general pre-approval for certain permissible services and for subsequent reporting to the Audit Committee, and outlines a list of prohibited services. For fiscal 2008, less than 5% of the fees for the services described above were approved by the Audit Committee pursuant to the *de minimus* exemption.

All requests for KPMG LLP to provide services that do not require specific approval by the Audit Committee are reported to and documented by our Corporate Secretary. If the proposed services are not covered by a pre-approval and the estimated fees for the proposed engagement are more than CA$5,000, the engagement of KPMG LLP to provide such services requires specific approval by the Audit Committee. Any proposed engagement to provide services that requires specific approval by the Audit Committee pursuant to the terms of the policy is submitted to the Corporate Secretary for presentation to the Audit Committee for its consideration.

Additional information regarding our corporate governance practices is included in our Information Circular for our 2009 Annual Meeting of Shareholders and on our website.

Legal and Regulatory Actions

From time to time we have been, and expect to continue to be, subject to legal proceedings and claims in the ordinary course of our business. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. We are not aware of any legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on us or on our financial condition or results of operation or that involve a claim for damages, excluding interest and costs, in excess of 10% of our current assets.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics (the Code of Conduct) that applies to all of our employees, officers and directors. Our Code of Conduct includes, among other things, written standards for our principal executive officer, principal financial officer and principal accounting officer that are required by the U.S. Securities and Exchange Commission (or SEC) for a code of ethics applicable to such officers. Our Code of Conduct is available on our internet website, www.rbauction.com. We intend to disclose on our website within five days thereof, any amendment or waiver of the code of ethics portion of our Code of Conduct applicable to these officers that is required by SEC rules or regulations to be disclosed publicly, and to keep such disclosure available on our website for at least a 12-month period.

Transfer Agent

Our transfer agent for our common shares in Canada is Computershare Trust Company of Canada. The register of transfers of our common shares maintained by Computershare is located at their offices in Vancouver, British Columbia, Canada and Toronto, Ontario, Canada.

Interests of Experts

Our consolidated financial statements for the years ended December 31, 2008 and 2007 have been audited by KPMG LLP, Chartered Accountants, our external auditors.

Additional Information

Additional information, including our directors' and officers' remuneration and indebtedness to us, principal holders of our securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in our Information Circular for our most recent annual meeting of shareholders that involved the election of directors.

Additional financial information is provided in our consolidated financial statements and our management's discussion and analysis of financial condition and results of operations for our most recently completed financial year. This and other information about our company can be found on the SEDAR website at www.sedar.com. None of the information on the SEDAR website is incorporated by reference into this document by this or any other reference, unless otherwise specified.

Copies of these documents may be obtained upon request from our Corporate Secretary, 6500 River Road, Richmond, British Columbia, V6X 4G5 (telephone number: (604) 273-7564).

Exhibit No. 2

Consolidated Financial Statements of

RITCHIE BROS. AUCTIONEERS INCORPORATED

Years ended December 31, 2008 and 2007

AUDITORS' REPORT

To the Shareholders of Ritchie Bros. Auctioneers Incorporated

We have audited the consolidated balance sheets of Ritchie Bros. Auctioneers Incorporated (the "Company") as at December 31, 2008 and 2007 and the consolidated statements of operations, shareholders' equity, comprehensive income and cash flows for each of the years in the three-year period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. With respect to the consolidated financial statements for the years ended December 31, 2008 and 2007, we also conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2008 and 2007 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2008 in accordance with Canadian generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2008, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 23, 2009 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

***/s/* KPMG LLP**

Chartered Accountants

Vancouver, Canada

February 23, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Ritchie Bros. Auctioneers Incorporated

We have audited Ritchie Bros. Auctioneers Incorporated (the "Company")'s internal control over financial reporting as of December 31, 2008, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the section entitled Internal Controls over Financial Reporting included in Management's Discussion and Analysis. Our responsibility is to express an opinion the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have conducted our audits on the consolidated financial statements in accordance with Canadian generally accepted auditing standards. With respect to the years ended December 31, 2008 and 2007, we also have conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our report dated February 23, 2009 expressed an unqualified opinion on those consolidated financial statements.

***/s/* KPMG LLP**

Chartered Accountants

Vancouver, Canada

February 23, 2009

RITCHIE BROS. AUCTIONEERS INCORPORATED
Consolidated Statements of Operations
(Expressed in thousands of United States dollars, except share and per share amounts)

Years ended December 31,	2008	2007	2006
Auction revenues	$ 354,818	$ 311,906	$ 257,857
Direct expenses	49,750	46,481	40,457
	305,068	265,425	217,400
Expenses:			
Depreciation and amortization	24,764	19,417	15,017
General and administrative	164,556	144,816	117,714
	189,320	164,233	132,731
Earnings from operations	115,748	101,192	84,669
Other income (expense):			
Interest expense	(859)	(1,206)	(1,172)
Interest income	4,994	7,393	6,664
Foreign exchange gain (loss)	11,656	2,802	(451)
Gain on disposition of capital assets	6,370	243	1,277
Other	1,375	1,471	1,079
	23,536	10,703	7,397
Earnings before income taxes	139,284	111,895	92,066
Income tax expense (recovery) (note 8):			
Current	39,101	33,797	33,757
Future	(1,217)	2,115	1,091
	37,884	35,912	34,848
Net earnings	$ 101,400	$ 75,983	$ 57,218
Net earnings per share (note 6(e)):			
Basic	$ 0.97	$ 0.73	$ 0.55
Diluted	0.96	0.72	0.55
Weighted average number of shares outstanding	104,713,375	104,266,113	103,639,380

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board:

/s/ Beverley A. Briscoe
Beverley A. Briscoe
Director

/s/ Peter J. Blake
Peter J. Blake
Director and Chief Executive Officer

RITCHIE BROS. AUCTIONEERS INCORPORATED
Consolidated Balance Sheets
(Expressed in thousands of United States dollars)

December 31,	2008	2007
Assets		
Current assets:		
Cash and cash equivalents	$107,275	$150,315
Accounts receivable	60,375	67,716
Inventory	9,711	6,031
Advances against auction contracts	285	658
Prepaid expenses and deposits	12,088	5,766
Other assets	752	—
Income taxes receivable	2,674	5,921
Future income tax asset (note 8)	780	778
	193,940	237,185
Capital assets (note 4)	453,642	390,044
Other assets	1,164	2,031
Goodwill	40,233	42,612
Future income tax asset (note 8)	509	1,015
	$689,488	$672,887
Liabilities and Shareholders' Equity		
Current liabilities:		
Auction proceeds payable	$ 62,717	$ 80,698
Accounts payable and accrued liabilities	84,114	98,039
Current portion of long-term debt (note 5)	—	241
	146,831	178,978
Long-term debt (note 5)	67,411	44,844
Other liabilities	60	385
Future income tax liability (note 8)	10,024	13,564
	224,326	237,771
Shareholders' equity:		
Share capital (note 6)	94,366	90,223
Additional paid-in capital	14,355	12,471
Retained earnings	357,845	292,046
Accumulated other comprehensive income (loss)	(1,404)	40,376
	465,162	435,116
	$689,488	$672,887

Commitments and contingencies (note 9)

See accompanying notes to consolidated financial statements.

RITCHIE BROS. AUCTIONEERS INCORPORATED
Consolidated Statements of Shareholders' Equity
(Expressed in thousands of United States dollars)

	Share Capital	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, December 31, 2005	$79,844	$ 8,929	$217,080	$ 19,330	$ 325,183
Exercise of stock options	6,066	(881)	—	—	5,185
Stock compensation tax adjustment	—	391	—	—	391
Stock compensation expense	—	2,020	—	—	2,020
Net earnings	—	—	57,218	—	57,218
Cash dividends paid	—	—	(26,949)	—	(26,949)
Foreign currency translation adjustment	—	—	—	5,589	5,589
Balance, December 31, 2006	85,910	10,459	247,349	24,919	368,637
Exercise of stock options	4,313	(688)	—	—	3,625
Stock compensation tax adjustment	—	722	—	—	722
Stock compensation expense	—	1,978	—	—	1,978
Net earnings	—	—	75,983	—	75,983
Cash dividends paid	—	—	(31,286)	—	(31,286)
Foreign currency translation adjustment	—	—	—	15,457	15,457
Balance, December 31, 2007	90,223	12,471	292,046	40,376	435,116
Exercise of stock options	4,143	(625)	—	—	3,518
Stock compensation tax adjustment	—	198	—	—	198
Stock compensation expense	—	2,311	—	—	2,311
Net earnings	—	—	101,400	—	101,400
Cash dividends paid	—	—	(35,601)	—	(35,601)
Foreign currency translation adjustment	—	—	—	(26,896)	(26,896)
Reclassification to net earnings of foreign currency translation gains	—	—	—	(14,884)	(14,884)
Balance, December 31, 2008	$94,366	$14,355	$357,845	$ (1,404)	$ 465,162

Consolidated Statements of Comprehensive Income
(Expressed in thousands of United States dollars)

Years ended December 31,	2008	2007	2006
Net earnings	$101,400	$75,983	$57,218
Other comprehensive income (loss):			
Foreign currency translation adjustment	(26,896)	15,457	5,589
Reclassification to net earnings of foreign currency translation gains	(14,884)	—	—
Comprehensive income	$ 59,620	$91,440	$62,807

See accompanying notes to consolidated financial statements.

RITCHIE BROS. AUCTIONEERS INCORPORATED
Consolidated Statements of Cash Flows
(Expressed in thousands of United States dollars)

Years ended December 31,	2008	2007	2006
Cash provided by (used in):			
Operating activities:			
Net earnings	$ 101,400	$ 75,983	$ 57,218
Items not involving cash:			
Depreciation and amortization	24,764	19,417	15,017
Stock compensation expense	2,311	1,978	2,020
Future income taxes	(1,217)	2,115	1,091
Foreign exchange loss (gain)	(11,656)	(2,802)	451
Net gain on disposition of capital assets	(6,370)	(243)	(1,277)
Changes in non-cash working capital:			
Accounts receivable	(6,770)	(22,198)	(14,097)
Inventory	(4,758)	244	4,663
Advances against auction contracts	100	847	(1,207)
Prepaid expenses and deposits	(6,987)	153	(2,353)
Income taxes receivable	3,420	1,717	(3,601)
Income taxes payable	—	(3,880)	(10,632)
Auction proceeds payable	8,355	3,138	660
Accounts payable and accrued liabilities	(9,704)	26,922	19,766
Other	(2,200)	(2,122)	(2,080)
	90,688	101,269	65,639
Investing activities:			
Acquisition of business	—	(597)	(2,300)
Capital asset additions	(145,024)	(113,219)	(51,239)
Proceeds on disposition of capital assets	33,813	8,455	5,160
Decrease (increase) in other assets	1,000	(364)	1,832
	(110,211)	(105,725)	(46,547)
Financing activities:			
Issuance of share capital	3,518	3,625	5,185
Dividends on common shares	(35,601)	(31,286)	(26,949)
Issuance of short-term debt	37,077	33,415	—
Repayment of short-term debt	(36,459)	(33,908)	—
Issuance of long-term debt	25,566	—	—
Repayment of long-term debt	(238)	(251)	(227)
Other	(57)	640	335
	(6,194)	(27,765)	(21,656)
Effect of changes in foreign currency rates on cash and cash equivalents	(17,323)	10,515	5,336
Increase (decrease) in cash and cash equivalents	(43,040)	(21,706)	2,772
Cash and cash equivalents, beginning of year	150,315	172,021	169,249
Cash and cash equivalents, end of year	$ 107,275	$ 150,315	$172,021
Supplemental information:			
Interest paid	$ 3,476	$ 3,078	$ 2,186
Income taxes paid	34,629	36,089	47,924

See accompanying notes to consolidated financial statements.

Years ended December 31, 2008, 2007 and 2006

1. Significant accounting policies:

(a) Basis of presentation:

These consolidated financial statements present the financial position, results of operations and cash flows of Ritchie Bros. Auctioneers Incorporated (the "Company"), a company amalgamated in December 1997 under the Canada Business Corporations Act, and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in Canada which, except as disclosed in note 13, also comply, in all material respects, with generally accepted accounting principles in the United States.

(b) Cash and cash equivalents:

Cash equivalents consist of highly liquid investments having an original term to maturity of three months or less when acquired.

(c) Inventory:

Inventory is primarily represented by goods held for auction and has been valued at the lower of cost, determined by the specific identification method, and net realizable value.

(d) Capital assets:

All capital assets are stated at cost and include capitalized interest on property under development. Depreciation is provided to charge the cost of the assets to operations over their estimated useful lives based on their usage as follows:

Asset	Basis	Rate/term
Improvements	declining balance	10%
Buildings	straight-line	30 years
Computer software	straight-line	3-5 years
Yard equipment	declining balance	20-30%
Automotive equipment	declining balance	30%
Computer equipment	straight-line	3 years
Office equipment	declining balance	20%
Leasehold improvements	straight-line	Terms of leases

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. In such situations, long-lived assets are considered impaired when undiscounted estimated future cash flows resulting from the use of the asset and its eventual disposition are less than the asset's carrying amount.

Legal obligations to retire tangible long-lived assets and assets under operating leases are recorded at the fair value in the period in which they are incurred, if a reasonable estimate of fair value can be made, with a corresponding increase in asset value. The liability is accreted to face value over the life of the asset. The Company does not have any significant asset retirement obligations.

1. Significant accounting policies (continued):

(e) Goodwill:

Goodwill represents non-identifiable intangible assets acquired on business combinations. Goodwill is not amortized and is tested for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment test compares the carrying amount of the goodwill against its implied fair value. To the extent that the carrying amount of goodwill exceeds its fair value, an impairment loss is charged against earnings.

(f) Revenue recognition:

Auction revenues are comprised mostly of auction commissions, which are earned by the Company acting as an agent for consignors of equipment and other assets, but also include net profits on the sale of inventory, internet and proxy purchase fees, administrative and documentation fees on the sale of certain lots, and auction advertising fees. All revenue is recognized when the auction sale is complete and the Company has determined that the auction proceeds are collectible.

Auction commissions represent the percentage earned by the Company on the gross proceeds from equipment and other assets sold at auction. The majority of auction commissions is earned as a pre-negotiated fixed rate of the gross selling price. Other commissions are earned when the Company guarantees a certain level of proceeds to a consignor. This type of commission typically includes a pre-negotiated percentage of the guaranteed gross proceeds plus a percentage of proceeds in excess of the guaranteed amount. If actual auction proceeds are less than the guaranteed amount, commission is reduced; if proceeds are sufficiently lower, the Company can incur a loss on the sale. Losses, if any, resulting from guarantee contracts are recorded in the period in which the relevant auction is completed. If a loss relating to a guarantee contract to be sold after a period end is known at the financial statement reporting date, the loss is accrued in the financial statements for that period. The Company's exposure from these guarantee contracts fluctuates over time (see note 9(b)).

Auction revenues also include net profit on the sale of inventory items. In some cases, incidental to its regular commission business, the Company temporarily acquires title to items for a short time prior to a particular auction sale. The auction revenue recorded is the net gain or loss on the sale of the items.

(g) Income taxes:

Income taxes are accounted for using the asset and liability method, whereby future taxes are recognized for the tax consequences of temporary differences by applying substantively enacted or enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The effect on future taxes of a change in tax rates is recognized in earnings in the period in which the new tax rate is substantively enacted. Future tax benefits, such as non-capital loss carry forwards, are recognized to the extent that realization of such benefits is considered more likely than not.

1. Significant accounting policies (continued):

(h) Foreign currency translation:

The Company's reporting currency is the United States dollar. The functional currency for each of the Company's operations is usually the currency of the country of residency; in some cases it is the United States dollar. Each of the Company's foreign operations is considered to be self-sustaining. Accordingly, the financial statements of the Company's operations that are not denominated in United States dollars have been translated into United States dollars using the exchange rate at the end of each reporting period for asset and liability amounts and the average exchange rate for each reporting period for amounts included in the determination of earnings. Any gains or losses from the translation of asset and liability amounts have been included in accumulated other comprehensive income, which is included as a separate component of shareholders' equity. Monetary assets and liabilities recorded in foreign currencies are translated into the appropriate functional currency at the rate of exchange in effect at the balance sheet date. Foreign currency denominated transactions are translated into the appropriate functional currency at the exchange rate in effect on the date of the transaction.

(i) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant financial statement items requiring the use of estimates include the determination of useful lives for depreciation, the valuation of goodwill and capital assets, the valuation of consignors' equipment and other assets subject to guarantee contracts, and the estimation of the utilization of future income tax asset balances. Actual results could differ from such estimates and assumptions.

(j) Financial instruments:

The Company classifies its cash and cash equivalents as held-for-trading, which is measured at fair value with changes in fair value being recognized in net earnings. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities, auction proceeds payable, and long-term debt are classified as other financial liabilities, which are measured at amortized cost.

Transaction costs are offset against the outstanding principal of the related debts and are amortized using the effective interest rate method.

All derivative instruments, including embedded derivatives, are recorded in the financial statements at fair value unless exempted from derivative treatment as a normal purchase and sale. All changes in their fair value are recorded in income unless cash flow hedge accounting is applied, in which case changes in fair value are recorded in other comprehensive income.

1. Significant accounting policies (continued):

(k) Net earnings per share:

Net earnings per share has been calculated based on the weighted average number of common shares outstanding. Diluted net earnings per share has been calculated after giving effect to outstanding dilutive options calculated by the treasury stock method (note 6(e)).

(l) Stock-based compensation:

The Company has a stock-based compensation plan, which is described in note 6(c) and (d). The Company uses the fair value based method to account for employee stock-based compensation. Under the fair value based method, compensation cost attributable to options granted to employees is measured at the fair value of the underlying option at the grant date using the Black-Scholes option pricing model. Compensation expense is recognized on a straight-line basis over the vesting period of the underlying option. Any consideration paid by employees on exercise of stock options or purchase of stock is credited to share capital.

(m) Comparative figures:

Certain comparative figures have been reclassified to conform with the presentation adopted in the current year.

2. Changes in accounting policies:

On January 1, 2008, the Company adopted The Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 1535, Capital Disclosures, Section 3862, Financial Instruments - Disclosures and Section 3863, Financial Instruments — Presentation. Section 1535 requires the disclosure of both qualitative and quantitative information that enables users of financial statements to evaluate the entity’s objectives, policies and processes for managing capital. Sections 3862 and 3863 replace Section 3861, Financial Instruments — Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward its presentation requirements. Disclosure requirements pertaining to sections 1535 and 3862 are contained in notes 11 and 12, respectively. The adoption of section 3863 had no impact on the Company’s presentation of financial instruments.

3. Future changes in accounting policies:

(a) Goodwill and intangible assets:

The CICA issued Section 3064, Goodwill and Intangible Assets, which is effective for the Company on January 1, 2009. This section establishes new standards for the recognition and measurement of intangible assets, but does not affect the accounting for goodwill. The Company is currently evaluating the impact of the adoption of this new standard on its financial statements and does not expect the effects to be material.

(b) International Financial Reporting Standards:

In February 2008, the Canadian Accounting Standards Board confirmed that International Financial Reporting Standards ("IFRS") will replace Canadian generally accepted accounting principles in 2011 for all publicly accountable Canadian enterprises. The Company will be required to report its financial results in accordance with IFRS effective January 1, 2011. The Company is currently assessing the potential impacts of this changeover and developing its plan accordingly.

4. Capital assets:

2008	Cost	Accumulated depreciation	Net book value
Land and improvements	$173,901	$ 13,649	$160,252
Buildings	163,044	35,153	127,891
Land and buildings under development	112,807	—	112,807
Computer software	25,214	8,000	17,214
Yard equipment	21,831	10,424	11,407
Automotive equipment	17,811	6,868	10,943
Computer equipment	11,629	5,418	6,211
Office equipment	11,138	5,519	5,619
Leasehold improvements	3,436	2,138	1,298
	$540,811	$ 87,169	$453,642

2007	Cost	Accumulated depreciation	Net book value
Land and improvements	$161,107	$ 9,865	$151,242
Buildings	160,795	33,247	127,548
Land and buildings under development	65,072	—	65,072
Computer software	19,549	5,137	14,412
Yard equipment	19,270	9,387	9,883
Automotive equipment	17,727	6,591	11,136
Computer equipment	8,820	5,024	3,796
Office equipment	11,549	5,922	5,627
Leasehold improvements	3,111	1,783	1,328
	$467,000	$ 76,956	$390,044

During the year, interest of $2,431,000 (2007 — $1,651,000; 2006 — $1,480,000) was capitalized to the cost of land and buildings under development.

5. Long-term debt:

	2008	2007
Term loan, unsecured, bearing interest at 5.61%, due in quarterly installments of interest only, with the full amount of the principal due in 2011.	$ 29,933	$29,904
Revolving loan, denominated in Canadian dollars, unsecured, bearing interest at bankers' acceptance rate plus a margin between 0.65% and 1.00%, due in monthly installments of interest only. The revolving credit facility is available until January 2014.	25,220	—
Term loan, denominated in Canadian dollars, secured by a general security agreement, bearing interest at 4.429%, due in monthly installments of interest only, with the full amount of the principal due in 2010.	12,258	14,940
Term loan, denominated in Australian dollars, secured by deeds of trust on specific property, bearing interest between the prime rate and 6.5%, due in quarterly installments of AUD75, plus interest, with final payments of AUD275 occurring in 2008. The loan was repaid in full in 2008.	—	241
	67,411	45,085
Current portion	—	(241)
Non-current portion	$ 67,411	$44,844

As at December 31, 2008, principal repayments for the remaining period to the contractual maturity dates are as follows:

2009	—
2010	12,327
2011	30,000
2012	—
2013	—
2014	25,476
	$67,803

As at December 31, 2008, the Company had available committed revolving credit facilities aggregating $189,524,000, of which $169,524,000 is available until January 2014. The Company also had uncommitted credit facilities aggregating $322,792,000, of which $250,000,000 expires November 2011.

6. Share capital:

(a) Authorized:

Unlimited number of common shares, without par value.

Unlimited number of senior preferred shares, without par value, issuable in series.

Unlimited number of junior preferred shares, without par value, issuable in series.

(b) Issued:

No preferred shares have been issued.

Common shares issued and outstanding are as follows:

Issued and outstanding, December 31, 2005	103,271,700
Issued for cash, pursuant to stock options exercised	747,600
Issued and outstanding, December 31, 2006	104,019,300
Issued for cash, pursuant to stock options exercised	419,250
Issued and outstanding, December 31, 2007	104,438,550
Issued for cash, pursuant to stock options exercised	449,170
Issued and outstanding, December 31, 2008	104,887,720

The Company's common shares were subdivided on a three-for-one basis effective April 24, 2008. Shareholders of record at the close of business on April 24, 2008 received two additional common shares for each common share held at that date. The stock split effectively tripled the number of common shares and stock options outstanding on that date. All share, stock option and per share information in these consolidated financial statements have been restated to reflect the stock split on a retroactive basis.

(c) Stock option plan:

The Company has a stock option plan that provides for the award of stock options to selected employees, directors and officers of the Company and to other persons approved by the Board of Directors. Stock options are granted at the fair market value of the Company's common shares at the grant date, with various vesting periods and a term not exceeding 10 years. In 2007, the Company's stock option plan was amended and restated, and an additional 5,059,404 common shares were authorized for stock option grants. At December 31, 2008, there were 6,890,046 (2007 — 7,338,456) shares authorized and available for grants of options under the stock option plan.

6. Share capital (continued):

(c) Stock option plan (continued):

Stock option activity for 2008, 2007 and 2006 is presented below:

	Common Shares Under Option	Weighted Average Exercise Price
Outstanding, December 31, 2005	2,542,794	$ 7.30
Granted	617,850	14.70
Exercised	(747,600)	6.93
Outstanding, December 31, 2006	2,413,044	9.31
Granted	489,300	18.67
Exercised	(419,250)	8.65
Cancelled	(8,700)	18.67
Outstanding, December 31, 2007	2,474,394	11.24
Granted	460,710	24.35
Exercised	(449,170)	7.83
Cancelled	(12,300)	24.39
Outstanding, December 31, 2008	2,473,634	$ 14.23
Exercisable, December 31, 2008	2,021,324	$ 12.00

The options outstanding at December 31, 2008 expire on dates ranging to September 3, 2018.

The following is a summary of stock options outstanding and exercisable at December 31, 2008:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$ 3.89 - $ 4.35	200,100	2.6	$ 4.13	200,100	$ 4.13
$ 4.44 - $ 5.18	228,324	3.8	5.11	228,324	5.11
$ 8.82 - $ 10.80	615,000	5.6	9.92	615,000	9.92
$ 14.23 - $ 14.70	532,100	7.0	14.67	523,100	14.67
$ 18.67	454,800	8.2	18.67	454,800	18.67
$ 24.39 - $ 25.76	443,310	9.2	24.41	—	—
	2,473,634			2,021,324	

6. Share capital (continued):

(d) Stock-based compensation:

During 2008, the Company recognized compensation cost of $2,311,000 (2007 — $1,978,000; 2006 — $2,020,000) in respect of options granted under its stock option plan. This amount was calculated in accordance with the fair value method of accounting.

The fair value of the stock option grants was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

	2008	2007	2006
Risk free interest rate	2.7%	4.5%	4.3%
Expected dividend yield	1.31%	1.50%	1.63%
Expected lives of options	5 years	5 years	5 years
Expected volatility	23.0%	21.8%	21.0%

The weighted average grant date fair value of options granted during the year ended December 31, 2008 was $5.29 per option (2007 — $4.43; 2006 — $3.28). The fair value method requires that this amount be amortized over the relevant vesting periods of the underlying options.

(e) Net earnings per share:

Year ended December 31, 2008	Net earnings	Shares	Per share amount
Basic net earnings per share	$ 101,400	104,713,375	$ 0.97
Effect of dilutive securities:			
Stock options	—	1,060,569	(0.01)
Diluted net earnings per share	$ 101,400	105,773,944	$ 0.96

Year ended December 31, 2007	Net earnings	Shares	Per share amount
Basic net earnings per share	$ 75,983	104,266,113	$ 0.73
Effect of dilutive securities:			
Stock options	—	996,183	(0.01)
Diluted net earnings per share	$ 75,983	105,262,296	$ 0.72

Year ended December 31, 2006	Net earnings	Shares	Per share amount
Basic net earnings per share	$ 57,218	103,639,380	$ 0.55
Effect of dilutive securities:			
Stock options	—	916,620	—
Diluted net earnings per share	$ 57,218	104,556,000	$ 0.55

6. Share capital (continued):

(e) Net earnings per share (continued):

For the year ended December 31, 2008, stock options to purchase 443,310 common shares were outstanding but were excluded from the calculation of diluted earnings per share as they were anti-dilutive.

7. Segmented information:

The Company's principal business activity is the sale of consignment and self-owned equipment and other assets at auctions. This business represents a single reportable segment.

The Company determines its activities by geographic segment based on the location of its auctions. Summarized information by geographic segment is as follows:

	United States	Canada	Europe	Other	Combined
Year ended December 31, 2008:					
Auction revenues	$ 191,459	$ 75,683	$54,635	$33,041	$354,818
Capital assets and goodwill	280,417	112,799	58,167	42,492	493,875
Year ended December 31, 2007:					
Auction revenues	$ 173,983	$ 71,271	$38,771	$27,881	$311,906
Capital assets and goodwill	244,528	118,493	53,405	16,230	432,656
Year ended December 31, 2006:					
Auction revenues	$ 155,558	$ 54,306	$28,505	$19,488	$257,857
Capital assets and goodwill	199,659	86,852	25,989	12,128	324,628

8. Income taxes:

Income tax expense differs from that determined by applying the United States statutory tax rates to the Company's results of operations as follows:

	2008	2007	2006
Statutory federal and state tax rate in the United States	38.5%	40.0%	40.0%
Expected income tax expense	$ 53,624	$ 44,758	$36,826
Differences:			
Earnings taxed in foreign jurisdictions	(12,846)	(10,199)	(3,912)
Settlement of intercompany loan	(3,612)	—	—
Non-deductible expenses	1,793	1,368	1,898
Foreign exchange gains and losses	—	(657)	—
Change in valuation allowance	756	1,009	—
Other	(1,831)	(367)	36
Actual income tax expense	$ 37,884	$ 35,912	$34,848

8. Income taxes (continued):

Temporary differences that give rise to future income taxes are as follows:

	2008	2007
Future income tax asset:		
Working capital	$ 793	$ 778
Capital assets	360	173
Stock-based compensation	1,061	775
Unused tax losses	3,991	2,380
Other	1,749	298
	7,954	4,404
Valuation allowance	(1,933)	(1,177)
Total future income tax asset	6,021	3,227
Current future income tax asset	793	778
Non-current future income tax asset	5,228	2,449
Future income tax liability:		
Capital assets	(2,933)	(4,422)
Goodwill	(7,089)	(6,354)
Other	(4,734)	(4,222)
Total future income tax liability	(14,756)	(14,998)
Current future income tax liability	—	—
Non-current future income tax liability	(14,756)	(14,998)
Net future income taxes	$ (8,735)	$(11,771)
Presented on balance sheet as:		
Future income tax asset — current	$ 780	$ 778
Future income tax asset — non-current	509	1,015
Future income tax liability — non-current	(10,024)	(13,564)
	$ (8,735)	$(11,771)

As at December 31, 2008, the Company has net operating and capital loss carryforwards of approximately $19,927,000 available to reduce future taxable income, of which $3,918,000 expire through 2028, and $16,009,000 remain indefinitely. The Company has recorded a valuation allowance of $8,764,000 against these losses.

9. Commitments and contingencies:

(a) Operating leases:

The Company is party to certain operating leases relating to auction sites and offices located in Canada, the United States, Mexico, Italy, Spain, the Netherlands, the United Arab Emirates, Australia, Singapore, India, Japan and China.

In 2008, the Company entered into a sale-leaseback arrangement for its new headquarters building under construction and committed to a long-term lease of the property with the purchaser upon construction completion.

The future minimum lease payments as at December 31, 2008 are approximately as follows:

2009	$ 4,967
2010	7,110
2011	6,743
2012	5,410
2013	4,716
Thereafter	85,964

Total rent expenses in respect of these leases for the year ended December 31, 2008 was $3,449,000 (2007 — $2,131,000; 2006 — $1,796,000).

(b) Contingencies:

The Company is subject to legal and other claims that arise in the ordinary course of its business. The Company does not believe that the results of these claims will have a material effect on the Company's financial position or results of operations.

In the normal course of its business, the Company will in certain situations guarantee to a consignor a minimum level of proceeds in connection with the sale at auction of that consignor's equipment. At December 31, 2008, outstanding guarantees under contract for industrial equipment to be sold prior to the end of the first quarter of 2009 totaled $5,829,000 (December 31, 2007 — $29,134,000 sold prior to the end of the second quarter of 2008). The Company also had guarantees under contract totaling $12,094,000 relating to agricultural auctions to be held prior to the end of the second quarter of 2009 (December 31, 2007 — $26,559,000 sold prior to the end of the second quarter of 2008). The outstanding guarantee amounts are undiscounted and before estimated proceeds from sale at auction. No liability has been recorded with respect to these contracts.

10. Transactions with related parties:

The Company did not enter into any related party transactions in 2008 and 2007. During the year ended December 31, 2006, the Company paid $727,000 to a company controlled by the former Chairman of the Company's Board of Directors. The costs were incurred pursuant to agreements, approved by the Company's Board of Directors, by which the related company agrees to provide meeting rooms, accommodations, meals and recreational activities at its facilities on Stuart Island in British Columbia, Canada, for certain of the Company's customers and guests. The agreements set forth the fees and costs per excursion, which are based on market prices for similar types of facilities and excursions. The Company has entered into similar agreements in the past. With the former Chairman's retirement effective November 30, 2006, the company controlled by the former Chairman is no longer considered to be a related party.

11. Capital risk management:

The Company's objectives when managing its capital are to maintain a financial position suitable for providing financial capacity and flexibility to meet its growth strategies, to provide an adequate return to shareholders, and to return excess cash through the payment of dividends. The Company's invested capital is defined as the sum of shareholders' equity and long-term debt.

The Company is not subject to any statutory capital requirements, and has not made any changes with respect to its overall capital management strategy during the year ended December 31, 2008.

12. Financial Instruments:

(a) Fair value

Carrying amounts of certain of the Company's financial instruments, including accounts receivable, auction proceeds payable, and accounts payable and accrued liabilities approximate their fair values due to their short terms to maturity. Based on borrowing rates currently available to the Company for loans with similar terms, the fair value of its long-term loans as at December 31, 2008 was approximately $69,756,000 (2007 - $45,676,000).

(b) Financial risk management

The Company is exposed to a variety of financial risks by virtue of its activities, including foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Board of Directors has overall responsibility for the oversight of the Company's risk management.

12. Financial Instruments (continued):

(b) Financial risk management (continued):

Foreign exchange risk

The Company operates internationally and is exposed to currency risk, primarily relating to the Canadian and U.S. dollars, and the Euro, arising from sales, purchases and loans that are denominated in currencies other than the respective functional currencies of the Company's international operations. The Company also has various investments in non-U.S. dollar self-sustaining operations, whose net assets are exposed to foreign currency translation risk. The Company has elected not to actively manage this exposure at this time. Refer to further discussion in the section entitled Quantitative and Qualitative Disclosure about Market Risk contained in the Company's Management Discussion and Analysis.

For the year ended December 31, 2008, with other variables unchanged, a 1% strengthening (weakening) of the U.S. dollar against the Canadian dollar and Euro would impact the Company's financial statements as follows:

- decrease (increase) net earnings by approximately $600,000 due to the translation of the foreign operations' statements of operations into the Company's reporting currency, the U.S. dollar;
- decrease (increase) net earnings by approximately $150,000 due to the revaluation of significant foreign currency denominated monetary items; and
- decrease (increase) other comprehensive income by approximately $1,900,000.

Interest rate risk

Our interest rate risk mainly arises from the interest rate impact on the Company's cash and cash equivalents and floating rate debt. The Company's interest rate management policy is generally to borrow at fixed rates. However, floating rate funding may be used if the terms of borrowings are favorable. The Company will consider utilizing derivative instruments such as interest rate swaps to minimize its exposure to interest rate risk. Cash and cash equivalents earn interest based on market interest rates. As at December 31, 2008, the Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations. The Company is not exposed to significant credit risk because it does not extend credit to buyers at its auctions, and it has a large diversified customer base. In addition, assets purchased at the Company's auctions are not normally released to the buyers until they are paid in full. The Company's maximum exposure to credit risk at the reporting date is the carrying value of its receivables, less receivables relating to assets that have not been released to the buyers.

The Company's credit risk exposure on liquid financial assets is limited since it maintains its cash and cash equivalents in a broad range of large financial institutions around the world.

12. Financial Instruments (continued):

(b) Financial risk management (continued):

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by maintaining adequate cash and cash equivalent balances, generally by releasing payments to consignors only after receivables from buyers have been collected. The Company also utilizes its established committed lines of credit (note 5) for short-term borrowings on an as-needed basis. The Company continuously monitors and reviews both actual and forecast cash flows to ensure there is sufficient working capital to satisfy its operating requirements.

13. United States generally accepted accounting principles:

The consolidated financial statements are prepared in accordance with generally accepted accounting principles ("GAAP") in Canada which differ, in certain respects, from accounting practices generally accepted in the United States and from requirements promulgated by the Securities and Exchange Commission.

The amounts in the consolidated statements of operations and comprehensive income that differ from those reported under Canadian GAAP are as follows:

	2008	2007	2006
Net earnings under Canadian GAAP	$ 101,400	$75,983	$57,218
Cumulative translation adjustment on settlement of intercompany loans (a)	(14,884)	—	—
Net earnings under US GAAP	$ 86,516	$75,983	$57,218
Other comprehensive income (loss) under Canadian GAAP	(41,780)	15,457	5,589
Cumulative translation adjustment (a)	14,884	—	—
Other comprehensive income (loss) under US GAAP	($26,896)	$15,457	$ 5,589
Comprehensive income under US GAAP	$ 59,620	$91,440	$62,807
Net earnings per share in accordance with US GAAP:			
Basic	$ 0.83	$ 0.73	$ 0.55
Diluted	$ 0.82	$ 0.72	$ 0.55

13. United States generally accepted accounting principles (continued):

The amounts in the consolidated balance sheets that differ from those reported under Canadian GAAP are as follows:

	2008		2007	
	Canadian GAAP	US GAAP	Canadian GAAP	US GAAP
Capital assets (b)	$ 453,642	$474,720	$ 390,044	$390,044
Accounts payable and accrued liabilities (b)	84,114	105,192	98,039	98,039
Retained earnings (a)	$ 357,845	$342,961	$ 292,046	$292,046
Accumulated other comprehensive income (loss) (a)	(1,404)	13,480	40,376	40,376

(a) The Company had a number of outstanding intercompany loan balances where settlement was not planned or anticipated in the foreseeable future, which were considered part of net investments in foreign operations. As such, foreign exchange gains or losses arising from these intercompany loans were reported in the cumulative translation adjustment account. In 2008, a number of the intercompany loans were settled or planned to be settled, which resulted in the reclassification to net earnings of foreign currency translation gains of $14,884,000, net of tax of $139,000. Under US GAAP, the reclassification of the pro rata portion of foreign exchange gains or losses in accumulated other comprehensive income to net earnings only occurs when the reduction in the net investment is the result of a complete sale, or complete or substantially complete liquidation, which has not occurred in this case.

(b) The Company sold its new headquarters building under construction and will lease the property from the purchaser upon construction completion. Under US GAAP, the Company is required to record an asset under construction as prescribed by the Emerging Issue Task Force (“EITF”) 97-10, The Effect of Lessee Involvement in Asset Construction, as the Company is deemed the owner of the construction project during the construction period. Reimbursements from the lessor to the Company during the construction period are recorded as accounts payable and accrued liabilities, as construction is expected to be completed within one year. Upon the completion of construction, a sale-leaseback transaction will occur and the Company will lease the headquarters facility from the lessor. Amounts recorded under asset under construction and accounts payable and accrued liabilities will be derecognized upon completion of construction.

Exhibit 3

RITCHIE BROS. AUCTIONEERS INCORPORATED

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2008

Overview

The following discussion summarizes significant factors affecting the consolidated operating results and financial condition of Ritchie Bros. Auctioneers Incorporated ("Ritchie Bros.", the "Company", "we" or "us") for the year ended December 31, 2008 compared to the year ended December 31, 2007. This discussion should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2008 and notes thereto, and with the disclosures below regarding forward-looking statements and risk factors. The date of this discussion is as of February 23, 2009. Additional information relating to our company, including our Annual Information Form, is available by accessing the SEDAR website at www.sedar.com. None of the information on the SEDAR website is incorporated by reference into this document by this or any other reference.

We prepare our consolidated financial statements in accordance with generally accepted accounting principles in Canada, or Canadian GAAP. There are no material measurement differences between the financial position and results of operations reflected on those financial statements and the financial position and results of operations that would be reported under generally accepted accounting principles in the United States, or U.S. GAAP, except as described in note 13 to the audited consolidated financial statements. Amounts discussed below are based on our audited consolidated financial statements prepared in accordance with Canadian GAAP and are presented in United States dollars. Unless indicated otherwise, all tabular and related footnote dollar amounts presented below are expressed in thousands of dollars, except per share amounts.

Ritchie Bros. is the world's largest industrial auctioneer, selling more equipment to on-site and online bidders than any other company in the world. Our world headquarters are located in Richmond, British Columbia, Canada, and as of the date of this discussion, we operated from over 110 locations in more than 25 countries, including 38 auction sites worldwide. We sell, through unreserved public auctions, a broad range of used and unused industrial assets, including equipment, trucks and other assets utilized in the construction, transportation, agricultural, material handling, mining, forestry, petroleum and marine industries. Our purpose is to use unreserved auctions to create a global marketplace for our customers.

We operate mainly in the auction segment of the global industrial equipment marketplace. Our primary target markets within that marketplace are the used truck and equipment sectors, which are large and fragmented. The world market for used trucks and equipment continues to grow, primarily as a result of the increasing, cumulative supply of used trucks and equipment, which is driven by the ongoing production of new trucks and equipment. Industry analysts estimate that the world-wide value of used equipment transactions, of the type of equipment we sell at our auctions, is approximately $100 billion per year. Although we sell more used equipment than any other company in the world, our share of this fragmented market is only in the range 3%.

In 2008, approximately 80% of the lots at our auctions were purchased by end users of equipment (retail buyers), such as contractors, with the remainder being sold primarily to truck and equipment dealers and brokers (wholesale buyers). This is roughly consistent with the relative proportions of buyers in recent periods. Consignors to our auctions represent a broad mix of equipment owners, the majority being end users of equipment, with the balance being finance companies, truck and equipment dealers and equipment rental companies, among others. Consignment volumes at our auctions are affected by a number of factors, including regular fleet upgrades and reconfigurations, financial pressure, retirements, and inventory reductions, as well as by the timing of the completion of major construction and other projects.

We compete directly for potential purchasers of industrial assets with other auction companies. Our indirect competitors include truck and equipment manufacturers, distributors and dealers that sell new or used industrial assets, and equipment rental companies that offer an alternative to purchasing. When sourcing equipment to sell at our auctions, we compete with other auction companies, truck and equipment dealers and brokers, and equipment owners that have traditionally disposed of equipment through private sales.

We have several key strengths that we believe provide distinct competitive advantages and will enable us to grow and make our auctions more appealing to both buyers and sellers of industrial assets. Some of our principal strengths include:

- Our reputation for conducting only unreserved auctions and our widely recognized commitment to honesty and fair dealing.
- Our ability to transcend local market conditions and create a global marketplace for industrial assets by attracting diverse audiences of mainly end-user bidders from around the world to our auctions.
- Our size, our financial strength and access to capital, the international scope of our operations, our extensive network of auction sites, and our marketing skills.
- Our ability to enhance our live auctions with technology using our rbauctionBid-Live internet bidding service.
- Our in-depth experience in the marketplace, including our equipment valuation expertise and proprietary customer and equipment databases.
- Our dedicated and experienced workforce, which allows us to, among other things, enter new geographic markets, structure deals to meet our customers' needs and provide high quality and consistent service to consignors and bidders.

Strict adherence to the unreserved auction process is one of our founding principles and, we believe, one of our most significant competitive advantages. When we say "unreserved" we mean that there are no minimum bids or reserve prices on anything sold at a Ritchie Bros. auction – each item sells to the highest bidder on sale day, regardless of the price. In addition, consignors (or their agents) are not allowed to bid on or buy back or in any way influence the selling price of their own equipment. We maintain this commitment to the unreserved auction process because we believe that an unreserved auction is a fair auction.

We attract a broad base of bidders from around the world to our auctions. Our worldwide marketing efforts help to attract bidders, and they are willing to travel long distances or participate online in part because of our reputation for conducting fair auctions. These multinational bidding audiences provide a global marketplace that allows our auctions to transcend local market conditions, which we believe is a significant competitive advantage. Evidence of this is the fact that in 2008 an average of approximately 60% of the value of equipment sold at our auctions left the region of the sale.

We believe that our ability to consistently draw significant numbers of local and international bidders to our auctions, most of whom are end users rather than resellers, is appealing to sellers of used trucks and equipment and helps us to attract consignments to our auctions. Higher consignment volumes attract more bidders, which in turn attract more consignments, and so on in a self-reinforcing process that has helped us to achieve substantial momentum in our business. During 2008, we had over 277,000 bidder registrations at our industrial auctions, compared to approximately 254,000 in 2007. We received over 36,000 industrial asset consignments (typically comprised of multiple lots) in 2008, compared to nearly 35,000 in 2007.

In spite of the difficulties being faced by many companies as a result of the current economic environment, we believe our business remains strong. Financial and economic uncertainty acts as an incentive for equipment owners to turn their surplus assets into cash quickly, efficiently and for fair market value, which benefits our business by increasing consignments to our auctions. In addition, at our auctions in the fourth quarter of 2008 and to date in 2009, we have not experienced any meaningful decrease in the number of bidder registrations; our strategy (please see further discussion below) is designed in part to increase our share of the large and highly fragmented used equipment market, and market share gains tend not to be impacted by economic uncertainty. Also, there is still a significant amount of infrastructure and other construction projects being undertaken around the world, which means there are still many equipment owners buying and selling equipment, which benefits our business by generating activity at our auctions. In our experience over the last 50 years, when cash flow or credit is tight and there is uncertainty in the market, traditional buyers of new equipment are more likely to look for good quality, late model used

equipment, resulting in steady demand for equipment at our auctions. That being said, our customers so far do not appear to be having material difficulty accessing credit to fund their auction purchases, as most of the main participants in the equipment finance world are still offering credit to buyers of equipment. Although equipment prices generally trended down in the latter half of 2008, the decreases have not been dramatic; in past downward cycles we have generally seen price decreases more than offset by increased consignment volumes at our auctions. We have re-examined our growth strategy, including operating and capital plans, and overall we continue to believe our business model is well suited to current economic conditions. We also believe that designing and executing our strategy will continue to be a more significant determinant of our ability to grow our earnings than the macro economic environment, in part because our share of the world market for used trucks and equipment is so small, while the market continues to grow in good times and bad with the ongoing sale of new equipment.

Growth Strategies

Our long-term mission is to be the world's largest marketplace for commercial and industrial assets. Our principal goals are to grow our earnings per share at a manageable pace over the long term while maintaining a reasonable return on invested capital, and to maintain the Ritchie Bros. culture. Our preference is to pursue sustainable growth with a consistently high level of customer service, rather than targeting aggressive growth and risking erosion of the strong customer relationships and high level of customer service that we believe differentiate us from our competitors.

To grow our business, we are focusing simultaneously on three different fronts, and we believe these three key components of our strategy work in unison.

1. Our people

   People are a key driver of our growth, and one of our key strategies is to build the team that will help us achieve our goals. This includes recruiting, training and developing the right people, as well as enhancing the productivity of our sales force and our administrative support teams by giving them the tools and training they need to be effective. This component of our strategy also includes active succession planning and leadership development, with a focus on developing employees from within our company.

   Our ability to recruit, train and retain capable new members for our sales team has a significant influence on our rate of growth. Ours is a relationship business and our Territory Managers are the main point of contact with our customers. We look for bright, hard-working individuals with positive attitudes, and we are committed to providing our people with a great workplace and opportunities to grow with the company and become future leaders of our global team.

2. Our places

   We intend to continue to expand our presence in existing markets and enter new markets, and to expand our international auction site network to handle expected growth in our business. When we talk about markets, we are referring to geographic markets and industry sectors.

   Although we expect that most of our growth in the near future will come from expanding our business and increasing our penetration in regions where we already have a presence, such as the United States and Western Europe, we anticipate that emerging markets in developing countries will be important in the longer term. Our sales offices in many of these emerging markets have been established to position us to take advantage of these future growth opportunities and we will continue to invest in frontier markets in the future.

   We plan to expand our worldwide network of auction sites, opening an average of at least two new or replacement sites per year. Our shorter-term focus for this expansion is the United States and Western

Europe. In addition, we intend to continue to hold offsite auctions in new regions to expand the scope of our operations.

We also aim to increase our market share in our core markets of construction, transportation and agricultural equipment, and to sell more assets in categories that are complimentary to these core markets. Examples of these complimentary categories include mining, forestry and petroleum assets.

3. Our processes

We are committed to developing and continually refining the processes and systems that we use to conduct our business. We believe that this continuous improvement focus will allow us to grow our revenues faster than our operating costs in the future. We also intend to use technology to facilitate our growth and enhance the quality and service level of our auctions.

Over the past few years, we have made significant progress in developing business processes and systems that are efficient, consistent and scalable, including the successful implementation of a new enterprise resource planning (or ERP) system.

We believe that these three components work together because our people help us to achieve our growth objectives, our places give us focus areas for and the capacity to handle growth, and our processes help us to achieve that growth with efficiency and consistency and deliver value to our customers.

Operations

The majority of our industrial auctions are held at our permanent auction sites, where we own the land and facilities, or at regional auction units, where we lease the land and typically have more modest facilities. We also hold off-site auctions at temporary locations, often on land owned by one of the main consignors to the particular auction. Most of our agricultural auctions are off-site auctions that take place on the consignor's farm. During 2008, 89% of the gross auction proceeds from our auctions was attributable to auctions held at our permanent auction sites and regional auction units (2007 – 88%). Gross auction proceeds represent the total proceeds from all items sold at our auctions (please see "Sources of Revenue and Revenue Recognition" below).

During 2008, we conducted 193 unreserved industrial auctions at locations in North America, Europe, the Middle East, South East Asia and Australia (2007 – 183 auctions). We also held 147 unreserved agricultural auctions during the year, primarily in Canada and the United States (2007 – 177). Although our auctions have varied in size over the last 12 months, our average industrial auction in 2008 attracted over 1,400 bidder registrations (2007 – almost 1,400) and featured over 1,300 lots (2007 – over 1,400) consigned by 189 consignors (2007 – 191), generating average gross auction proceeds of approximately $17.7 million, compared to approximately $16.7 million in 2007. Our agricultural auctions in 2008 averaged approximately $0.9 million in size, compared to $0.7 million in 2007.

In 2008, approximately 54% of our auction revenues was earned from operations in the United States (2007 – 56%), 21% was earned in Canada (2007 – 23%) and the remaining 25% was earned from operations in countries other than the United States and Canada (primarily Europe, the Middle East, Australia, and Mexico) (2007 – 21%). We had 1,077 full-time employees at December 31, 2008, including 265 sales representatives and 29 trainee territory managers, compared to 943, 265 and 11, respectively, at the end of 2007.

We are a public company and our common shares are listed under the symbol "RBA" on the New York and Toronto Stock Exchanges. On February 23, 2009 we had 104,899,720 common shares issued and outstanding and stock options outstanding to purchase a total of 2,461,634 common shares. On April 24, 2008, our issued and outstanding common shares were split on a three-for-one basis. All share and per share amounts in this document reflect the stock split on a retroactive basis.

Sources of Revenue and Revenue Recognition

Gross auction proceeds represent the total proceeds from all items sold at our auctions. Our definition of gross auction proceeds may differ from those used by other participants in our industry. Gross auction proceeds is an important measure we use in comparing and assessing our operating performance. It is not a measure of our financial performance, liquidity or revenue and is not presented in our consolidated financial statements. We believe that auction revenues, which is the most directly comparable measure in our Statements of Operations, and certain other line items, are best understood by considering their relationship to gross auction proceeds. Auction revenues represent the revenues we earn in the course of conducting our auctions. The portion of gross auction proceeds that we do not retain is remitted to our customers who consign the items we sell at our auctions.

Auction revenues are comprised of auction commissions earned from consignors through straight commission and guarantee contracts, net profits or losses on the sale of inventory items, administrative and documentation fees on the sale of certain lots, auction advertising fees, and the fees applicable to purchases made through our internet and proxy bidding systems. All revenue is recognized when the auction sale is complete and we have determined that the auction proceeds are collectible.

Effective January 1, 2008, we made certain reclassifications in our Statements of Operations that affected our reported auction revenues. Interest income, which was previously included as part of auction revenues, is now recorded in “other income”. Auction advertising fees and documentation fees, which were previously recorded as an offset to direct expenses, are now included in auction revenues. These changes were made to improve the presentation in our financial statements and had no impact on our net earnings. Our comparative historical quarterly financial results have been reclassified to conform with the presentation adopted in 2008.

Straight commissions are our most common type of auction revenues and are generated when we act as agent for consignors and earn a pre-negotiated, fixed commission rate on the gross sales price of the consigned equipment at auction. In 2008, straight commission sales represented approximately 75% of gross auction proceeds volume, which is consistent with the annual straight commission proportion in recent years.

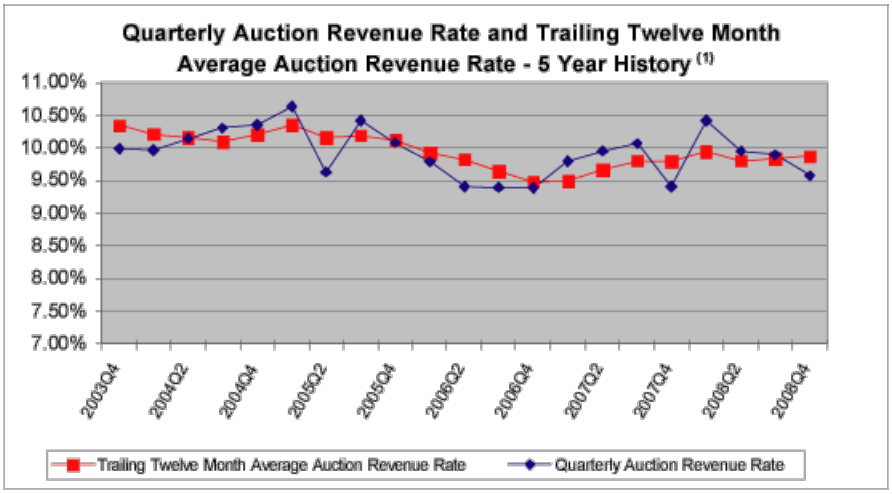
In some situations, we guarantee minimum sales proceeds to the consignor and earn a commission based on the actual results of the auction, typically including a pre-negotiated percentage of any sales proceeds in excess of the guaranteed amount. The consigned equipment is sold on an unreserved basis in the same manner as other consignments. If the actual auction proceeds are less than the guaranteed amount, our commission is reduced, and if proceeds are sufficiently less, we can incur a loss on the sale.

Our financial exposure from guarantee contracts fluctuates over time, but our industrial and agricultural auction guarantees have had an average period of exposure (days remaining until date of auction as at quarter-end) of approximately 30 days and 90 days, respectively. The combined exposure at any time from all outstanding guarantee contracts can fluctuate significantly from period to period, but the quarter-end balances averaged approximately $54 million over the last 12 months. As at December 31, 2008, outstanding guarantee contracts totaled approximately $18 million (2007 — $56 million). Losses, if any, resulting from guarantee contracts are recorded in the period in which the relevant auction is completed, unless the loss is incurred after the period end but before the financial reporting date, in which case the loss is accrued in the financial statements for the period end. In 2008, guarantee contracts represented approximately 15% of gross auction proceeds, which is consistent with the annual guarantee proportion in recent years.

Auction revenues also include the net profit or loss on the sale of inventory in cases where we acquire ownership of equipment for a short time prior to an auction sale. We purchase equipment for specific auctions and sell it at those auctions in the same manner as consigned equipment. During the period that we retain ownership, the cost of the equipment is recorded as inventory on our balance sheet. The net gain or loss on the sale is recorded as auction revenues. In 2008, inventory contracts represented approximately 10% of our gross auction proceeds, which is consistent with the annual inventory sales proportion in recent

years. We generally refer to our guarantee and outright purchase business as our underwritten or at-risk business.

The choice by consignors between straight commission, guarantee, or outright purchase arrangements depends on many factors, including the consignor's risk tolerance and sale objectives. In addition, we do not have a target for the relative mix of contracts. As a result, the mix of contracts in a particular quarter or year fluctuates and is not necessarily indicative of the mix in future periods. The composition of our auction revenues and our auction revenue rate (i.e. auction revenues as a percentage of gross auction proceeds) are affected by the mix and performance of contracts entered into with consignors in the particular period and fluctuate from period to period. Our auction revenue rate performance is presented in the table below.



(1) Historical auction revenue rates have been restated to conform with the presentation adopted in 2008. The revised presentation had an insignificant impact on auction revenue rates for the periods 2003 through 2007. On an annual basis, the impact on auction revenue rates during this period was between one to 12 basis points.

In 2003, our expected average annual auction revenue rate was 9.50%, and at the end of 2003 we increased our expected average annual auction revenue rate to the range of 9.50% to 10.00%. At the beginning of 2008, we made changes to certain of our existing fees charged to our customers, including the minimum commission rate applicable to low value lots and the consignor document and administration fees. These fees were increased slightly to reflect increased costs of conducting auctions. In addition, effective January 2008, we reclassified our interest income to "other income" and made certain other revenue classifications, as discussed above under "Sources of Revenue and Revenue Recognition." As a result of these fee changes and reclassifications, we increased our expected annual average auction revenue rate to be in the range of 9.75% to 10.25%. However, our past experience has shown that our auction revenue rate is difficult to estimate precisely, meaning our actual auction revenue rate in future periods may be above or below our expected range. For 2008, we achieved an auction revenue rate of 9.95% (2007 – 9.79%).

The largest contributor to the variability in our auction revenue rate is the performance, rather than the amount, of our underwritten business. In a period when our underwritten business performs better than average, our auction revenue rate typically exceeds the expected average rate. Conversely, if our underwritten business performs below average, our auction revenue rate will typically be below the expected average rate.

Our gross auction proceeds and auction revenues are influenced by the seasonal nature of the auction business, which is determined mainly by the seasonal nature of the construction and natural resource industries. Gross auction proceeds and auction revenues tend to be higher during the second and fourth calendar quarters, during which time we generally conduct more business than in the first and third calendar quarters. This seasonality contributes to quarterly variability in our net earnings because a significant portion of our operating costs is relatively fixed.

Gross auction proceeds and auction revenues are also affected on a period-to-period basis by the timing of major auctions. In newer markets where we are developing operations, the number and size of auctions and, as a result, the level of gross auction proceeds and auction revenues, are likely to vary more dramatically from period to period than in our established markets where the number, size and frequency of our auctions are more consistent. In addition, economies of scale are achieved as our operations in a region evolve from conducting intermittent auctions, to establishing a regional auction unit, and ultimately to developing a permanent auction site. Economies of scale are also achieved when our auctions increase in size.

Because of these seasonal and period-to-period variations, we believe that gross auction proceeds and auction revenues are best compared on an annual basis, rather than on a quarterly basis.

Developments in 2008

Highlights of the year ended December 31, 2008, our 50 th anniversary year, included:

People

- On April 25, 2008, our Board of Directors appointed Robert S. Armstrong Chief Operating Officer (formerly Chief Financial Officer and Chief Operating Officer) and Robert A. McLeod Chief Financial Officer (formerly Director, Global Accounting).
- In addition to Mr. Armstrong and Mr. McLeod, our other executive officers with effect from January 1, 2008 are as follows:
  - Peter Blake, Chief Executive Officer;
  - Robert Mackay, President (formerly President — United States, Asia and Australia);
  - Robert Whitsit, Senior Vice-President (formerly Senior Vice-President — Southeast and Northeast Divisions);
  - David Nicholson, Senior Vice-President — Central United States, Mexico and South America (formerly Senior Vice-President — South Central United States, Mexico and South America Divisions);
  - Guylain Turgeon, Senior Vice-President — Managing Director Europe, Middle East and Asia (formerly Senior Vice-President — Managing Director European Operations).
  - Steven Simpson, Senior Vice-President — Western United States (formerly Vice-President, South West and North West Divisions);
  - Curtis Hinkelman, Senior Vice-President — Eastern United States (formerly Vice-President, Great Lakes Division);
  - Kevin Tink, Senior Vice-President — Canada and Agriculture (formerly Vice-President, Western Canada and Agricultural Divisions);

- Victor Pospiech, Senior Vice-President — Administration and Human Resources (formerly Vice-President, Administration and Human Resources); and
- Jeremy Black, Corporate Secretary and Director, Business Development (formerly Director, Finance).

- At our annual meeting on April 11, 2008, our shareholders elected Christopher Zimmerman to our Board of Directors. Our Board appointed Robert W. Murdoch as Chairman, replacing Charles E. Croft who retired as a director in April 2008. In addition, C. Russell Cmolik retired from our Board in April 2008. With the retirement of Mr. Croft, Mr. Murdoch replaced Mr. Croft as a member of the Nominating and Corporate Governance Committee of our Board of Directors. Mr. Zimmerman was also appointed a member of the Compensation Committee of our Board of Directors.
- Our Board of Directors increased the size of our Board from six to seven directors, and on April 25, 2008, they appointed a new independent director, James M. Micali, to our Board. Mr. Micali replaced Edward B. Pitoniak on the Audit Committee of our Board of Directors and is also a member of the Compensation Committee of our Board of Directors. Mr. Pitoniak was appointed chair of the Compensation Committee of our Board of Directors.

Places

- We held the largest auction in our history, at our permanent auction site in Orlando, Florida, with gross auction proceeds of $190 million.
- We broke regional gross auction proceeds records in Fort Worth, Texas; Las Vegas, Nevada; North East, Maryland; Atlanta, Georgia; Albuquerque, New Mexico; Toluca, Mexico; Paris, France; Caorso, Italy; Moncofa, Spain; Brisbane, Australia; and Melbourne, Australia.
- Our cumulative gross auction proceeds to online bidders since the launch of our rbauctionBid-Live internet bidding service in 2002 surpassed the $2 billion mark during the year.
- We held our first auctions at our new permanent auction sites in Kansas City, Missouri and Paris, France, which replaced our regional auction units in these areas.
- We held our first auction in Eastern Europe in Poland.
- We moved to a new regional auction unit in Moncofa, Spain, which replaced our regional auction unit in Valencia, Spain, and conducted our largest ever auction in Spain at the new location.
- We moved to a new regional auction unit in Geelong, Australia, which replaced our regional auction unit in Melbourne, Australia.
- We established a new regional auction unit in Las Vegas, Nevada.
- We completed the purchase of approximately 25 acres of land in Chilliwack, British Columbia, on which we are building a new permanent auction site to replace our current permanent facility in that region.
- We completed the purchase of approximately 74 acres of land adjoining our permanent auction site in Orlando, Florida, on which we have expanded our current facility.

- We completed the purchase of approximately 16 acres of land near Tokyo, Japan, on which we are building a new permanent auction site, an important step in our strategy to expand our presence in the Asian market.
- We completed the sale of our headquarters property located in Richmond, British Columbia, and entered into a leaseback arrangement with the purchaser. This sale transaction resulted in a pre-tax gain of approximately $8.3 million.
- We entered into a sale-leaseback arrangement for our new headquarters building under construction in Burnaby, British Columbia, and committed to a long-term lease of the property with the purchaser upon construction completion, which is expected to occur in the later half of 2009.

Processes

- We introduced our Electronic Auction Clerking software, which relays auction information instantly between the auctioneer, clerk and administrative offices. The system has resulted in significant efficiency gains at our auctions.
- We continued to roll out our Virtual Ramp technology to auction sites around the world. The Virtual Ramp, which projects photos of items being auctioned onto a large screen, is used to increase speed, efficiency and bidder comfort when selling stationary equipment items at our auctions.
- We began accepting credit card payments from on-site and online bidders in the United States, Canada, Australia, the Middle East and most countries in Europe.
- We entered into a partnership with uShip to provide real-time shipping estimates and competitive shipping quotes through our web site, rbauction.com, for our auctions in the United States and Canada.

Other

- On April 24, 2008, our issued and outstanding common shares split on a three-for-one basis. All share and per share information in this document gives effect to the stock split on a retroactive basis, unless indicated otherwise.
- We entered into a new five-year committed credit facility and a new three-year uncommitted credit facility, increasing our available credit facilities to approximately $550 million. We have entered into these credit facilities to give us long-term flexibility and access to capital to support future growth initiatives.
- Our common stock was added to the S&P/TSX Composite Index for the first time.

Subsequent to year end, we completed the construction of and relocated to our new permanent auction facilities in Houston, Texas and Minneapolis, Minnesota, and will be holding our first auctions at the new sites in the first quarter of 2009. In addition, we closed our regional auction unit in Singapore as we were unable to renew the lease at that location.

Overall Performance

For the year ended December 31 2008, we recorded auction revenues of $354.8 million and net earnings of $101.4 million, or $0.96 per diluted common share. This compares to auction revenues of $311.9 million and net earnings of $76.0 million, or $0.72 per diluted share for the year ended December 31, 2007. We ended 2008 with working capital of $47.1 million, compared to $58.2 million at December 31, 2007.

Adjusted net earnings for the year ended December 31, 2008 were $85.5 million, or $0.81 per diluted share, which compares to adjusted net earnings of $71.9 million, or $0.68 per diluted share for the year ended December 31, 2007. We define adjusted net earnings as financial statement net earnings excluding the after-tax effects of sales of excess properties and significant foreign exchange gains or losses resulting from financing activities that we do not expect to recur in the future (please see our reconciliation below).

Adjusted net earnings is a non-GAAP financial measure that does not have a standardized meaning, and is therefore unlikely to be comparable to similar measures presented by other companies. We believe that comparing adjusted net earnings as defined above for different financial periods provides more useful information about the growth or decline of net earnings for the relevant financial period, and isolates the impact of items which we do not consider to be part of our normal operating results.

Our adjusted net earnings in 2008 grew by approximately 19% compared to 2007 primarily as a result of increased gross auction proceeds and a stronger auction revenue rate, partially offset by higher operating costs.

A reconciliation of our net earnings under Canadian GAAP to adjusted net earnings is as follows:

	Year ended December 31,	
	2008	2007
Net earnings under Canadian GAAP	$ 101,400	$ 75,983
Gain on sale of excess property (1)	(8,304)	—
Net foreign exchange impact on financing transactions (2)	(9,188)	(4,789)
Tax relating to reconciling items	1,571	696
Adjusted net earnings	$ 85,479	$ 71,890

(1) In 2008, we recorded a gain of $8,304 ($7,295, or $0.07 per diluted share, after tax) on the sale of our headquarters property located in Richmond, British Columbia.

(2) During the year ended December 31, 2008, we reclassified to net earnings foreign currency translation gains reported in the cumulated translation adjustment account of $15,023 ($13,615, or $0.13 per diluted share, after tax) as a result of the settlement of a number of foreign currency denominated intercompany loans that were considered long-term in nature. We did not settle any intercompany loans in 2007. In addition, during the year ended December 31, 2008, we recorded a foreign exchange loss of $5,835 ($4,989, or $0.05 per diluted share, after tax) on U.S. dollar denominated bank debt held by a subsidiary that has the Canadian dollar as its functional currency. The equivalent amount in 2007 was a foreign exchange gain of $4,789 ($4,093, or $0.04 per diluted share, after tax). We have highlighted this amount because subsequent to December 31, 2008, the Canadian subsidiary assigned the bank debt to an affiliate whose functional currency is the U.S. dollar to eliminate the impact of these currency fluctuations in the future. As such, we do not expect such foreign exchange gains or losses to recur in future periods.

Selected Annual Information

The following selected consolidated financial information as at December 31, 2008, 2007 and 2006 and for each of the years in the three-year period ended December 31, 2008 has been derived from our audited consolidated financial statements. This data should be read together with those financial statements and the risk factors described below.

Our consolidated financial statements are prepared in United States dollars in accordance with Canadian GAAP. These principles conform in all material respects with U.S. GAAP, except as disclosed in note 13 of our consolidated financial statements for the year ended December 31, 2008.

	Year Ended December 31,		
	2008	2007	2006
Statement of Operations Data:			
Auction revenues (1)	$ 354,818	$ 311,906	$ 257,857
Direct expenses (2)	(49,750)	(46,481)	(40,457)
	305,068	265,425	217,400
Operating expenses (3)	(189,320)	(164,233)	(132,731)
Other income (4)	23,536	10,703	7,397
Earnings before income taxes	139,284	111,895	92,066
Income taxes	37,884	35,912	34,848
Net earnings	$ 101,400	$ 75,983	$ 57,218
Net earnings per share — basic	$ 0.97	$ 0.73	$ 0.55
Net earnings per share — diluted	0.96	0.72	0.55
Cash dividends declared per share (5)	$ 0.34	$ 0.30	$ 0.26
Balance Sheet Data (year end):			
Working capital (including cash)	$ 47,109	$ 58,207	$ 94,369
Capital assets	453,642	390,044	285,091
Total assets	689,488	672,887	554,227
Long-term liabilities	77,495	58,793	51,892
Statement of Cash Flows Data:			
Capital asset additions	$ 145,024	$ 113,219	$ 51,239

(1) Auction revenues are comprised of commissions earned from consignors through straight commission and guarantee contracts, the net profit or loss on the sale of inventory items, internet and proxy purchase fees, administrative and documentation fees on the sale of certain lots, and auction advertising fees. Auction revenues for 2007 and 2006 have been reclassified to conform with the presentation adopted in 2008. Please see further discussion in “Sources of Revenue and Revenue Recognition.”

(2) Direct expenses for 2007 and 2006 have been reclassified to conform with the presentation adopted in 2008. Please see further discussion in “Sources of Revenue and Revenue Recognition.”

(3) Operating expenses include depreciation and amortization and general and administrative expenses.

(4) Other income in 2008 included an $8,304 ($7,295, or $0.07 per diluted share, after tax) gain recorded on the sale of our headquarters property located in Richmond, British Columbia; and in 2006 included the $1,589 ($953, or $0.01 per diluted share, after tax) net effect of a gain recorded on the sale of excess property in Florida and a write-down of land held for sale in Texas. In addition, other income in 2008 included the reclassification of $15,023 ($13,615, or $0.13 per diluted share, after tax) of foreign currency translation gains relating to the settlement of foreign currency denominated intercompany loans, partially offset by a $5,835 million ($4,989, $0.05 per diluted share, after tax) foreign exchange loss relating to U.S. dollar denominated bank debt held by a Canadian subsidiary. The impact of foreign exchange on the bank debt in 2007 was a gain of $4,789 ($4,093, or $0.04 per diluted share, after tax) and in 2006 was a loss of $68 ($59, or less than $0.1 per diluted share, after tax). We have highlighted these amounts because we do not expect them to recur in future periods. Please see further discussion above in “Overall Performance.”

(5) In addition to the cash dividends declared and paid in 2008, we declared a cash dividend of $0.09 per common share on January 23, 2009 relating to the quarter ended December 31, 2008, which is not included in this amount.

Results of Operations

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

We conduct operations around the world in a number of different currencies, but our reporting currency is the United States dollar. In 2008, approximately 40% of our revenues and approximately 50% of our operating costs were denominated in currencies other than the United States dollar.

The main currencies other than the United States dollar in which our revenues and operating costs are denominated are the Canadian dollar and the Euro. In recent periods there have been significant fluctuations in the value of the Canadian dollar and Euro relative to the United States dollar. These fluctuations affect our reported auction revenues and operating expenses when non-United States dollar amounts are converted into United States dollars for financial statement reporting purposes. It is difficult, if not impossible, to quantify how foreign exchange rate movements affect such variables as supply and demand for the assets we sell. However, excluding these impacts, the effect of foreign exchange fluctuations on our translated auction revenues and operating expenses in our consolidated financial statements has largely offset, making the net effect of foreign exchange on our annual net earnings insignificant in 2008. Excluding the foreign exchange impacts on financing transactions discussed in "Overall Performance" above, our 2008 adjusted net earnings included a $2.5 million pre-tax gain (2007 — $2.0 million pre-tax loss) resulting from the revaluation and settlement of our foreign currency denominated monetary assets and liabilities.

United States Dollar Exchange Rate Comparison

Years ended December 31,	2008	% Change	2007	% Change	2006
Value of one U.S. dollar:					
Year-end exchange rate:					
Canadian dollar	$1.2168	22.5%	$0.9937	-14.8%	$1.1660
Euro	€0.7159	4.5%	€ 0.685	-9.6%	€0.7575
Average exchange rate:					
Canadian dollar	$1.0671	-0.6%	$1.0740	-5.3%	$1.1344
Euro	€0.6839	-6.4%	€0.7305	-8.3%	€0.7969

Auction Revenues

Years ended December 31,	2008	2007	% Change
Auction revenues – United States (1)	$ 191,459	$ 173,983	10%
Auction revenues – Canada (1)	75,683	71,271	6%
Auction revenues – Europe (1)	54,635	38,771	41%
Auction revenues – Other (1)	33,041	27,881	19%
Total auction revenues	$ 354,818	$ 311,906	14%
Gross auction proceeds	$3,567,160	$3,186,483	12%
Auction revenue rate	9.95%	9.79%	

(1) Information by geographic segment is based on auction location. Auction revenues have been reclassified to conform with the presentation adopted in 2008.

Our auction revenues increased in 2008 compared to 2007 primarily as a result of higher gross auction proceeds in most of our markets around the world, a higher auction revenue rate and currency fluctuations. Our underwritten business (guarantee and inventory contracts) represented 24% of our total gross auction proceeds in 2008 (25% in 2007), which is in a similar range to the proportions experienced in recent periods. Our agricultural division generated gross auction proceeds of $132.5 million in 2008, compared to $131.9 million in 2007.

Our auction revenue rate was 9.95% for 2008, which was within our expected range of 9.75% to 10.25%. The increase compared to our experience in 2007 related primarily to the performance of our underwritten business, which performed better in 2008 than in 2007, as well as the increase in fees discussed above under “Sources of Revenue and Revenue Recognition.” We continue to believe our sustainable average auction revenue rate will be in the range of 9.75% to 10.25%, although our experience has shown that our auction revenue rate is difficult to estimate precisely. Our actual auction revenue rate in future periods may be above or below our expected range.

Our auction revenues and our net earnings are influenced to a great extent by small changes in our auction revenue rate. For example, a 10 basis point (0.1%) increase or decrease in our auction revenue rate would have impacted auction revenues by approximately $3.7 million in 2008, of which approximately $2.4 million or $0.02 per share would have flowed through to net earnings after tax in our statement of operations, assuming no other changes. This factor is important to consider when evaluating our current and past performance, as well as when judging future prospects.

Direct Expenses

Years ended December 31,	2008	2007	% Change
Direct expenses	$49,750	$46,481	7%
Direct expenses as a percentage of gross auction proceeds	1.39%	1.46%	

Direct expenses are the costs we incur specifically to conduct an auction. Direct expenses include the costs of hiring temporary personnel to work at the auction, advertising costs directly related to the auction, travel costs for employees to attend and work at the auction, security hired to safeguard equipment at the auction site and rental expenses for temporary auction sites. During 2008, direct expenses were also affected by fee reclassifications, as discussed above under “Sources of Revenue and Revenue Recognition” and our comparative direct expenses for 2007 have been reclassified to conform with the presentation adopted in 2008. At each quarter end, we estimate the direct expenses incurred with respect to auctions completed near the end of the period. In the subsequent quarter, these accruals are adjusted, to the extent necessary, to reflect actual costs incurred.

Our direct expense rate, which represents direct expenses as a percentage of gross auction proceeds, fluctuates from period to period based in part on the size and location of the auctions we hold during a particular period. The direct expense rate generally decreases as the average size of our auctions increases. In addition, we usually experience lower direct expense rates for auctions held at our permanent auction sites compared to auctions held at offsite locations, mainly as a result of the economies of scale and other efficiencies that we typically experience at permanent auction sites. Our direct expense rate for 2008 decreased compared to 2007 mostly due to the increase in the average size of our auctions.

Depreciation and Amortization Expense

Years ended December 31,	2008	2007	% Change
Depreciation and amortization expense	$24,764	$19,417	28%

Depreciation is calculated on either a straight line or a declining balance basis on capital assets employed in our business, including buildings, computer hardware and software, automobiles and yard equipment. Depreciation increased in 2008 compared to 2007 as a result of depreciation relating to new assets put into service in recent periods, such as our new permanent auction sites in Kansas City, Missouri and Paris, France, and new computer hardware and software. We expect our depreciation in future periods to increase in line with our on-going capital expenditures.

General and Administrative Expenses

Years ended December 31,	2008	2007	% Change
General and administrative expenses	$164,556	$144,816	14%
G&A as a percentage of gross auction proceeds	4.61%	4.54%	

The major categories of general and administrative expenses, or G&A, in order of magnitude in 2008 were as follows:

- personnel (salaries, wages, bonuses and benefits) – approximately 60% of total G&A;
- information technology and telecommunications;
- non-auction related travel;
- repairs and maintenance;
- leases and rentals;
- utilities;
- property taxes;
- office supplies;
- advertising; and
- dues and fees.

During 2008, G&A was affected by the reclassification of foreign exchange gain to other income, and our comparative G&A for 2007 has been reclassified to conform with the presentation adopted in 2008. Our infrastructure and workforce have continued to expand in order to support our growth objectives, and this, combined with other factors including currency fluctuations and the costs associated with our business process improvement initiatives, has resulted in an increase in our G&A. During 2008, the ongoing growth in many aspects of our business, including personnel, facilities, and infrastructure, was the main reason for the increase in G&A.

Gross auction proceeds continued to increase during 2008, which has necessitated significant investments in our people, places and processes. Our rapid growth has resulted in additions to our workforce, which is one of the key components of our strategy. Our future success is dependent upon adding people to grow our business, building the places required to handle our anticipated future growth, and developing and implementing processes to help gain efficiencies and improve consistency. Our sales force and administrative support teams are instrumental in carrying out these building and development programs and are necessary to facilitate and accommodate that growth. Personnel costs are the largest component of our G&A, and our workforce increased 14% between 2007 and 2008. In addition, in order to support our workforce and expanding network of auction sites, IT infrastructure and communications costs, as well as facility-related expenses, increased in 2008 compared to 2007. Our ongoing expansion will continue to influence future levels of G&A.

The impact of foreign currency fluctuations on our G&A expenses was an increase of approximately $2.0 million when our foreign operations' expenses were translated into our reporting currency, the U.S. dollar.

Interest Expense

Years ended December 31,	2008	2007	% Change
Interest expense	$859	$1,206	-29%

Interest expense is comprised mainly of interest paid on long-term debt and operating credit lines. Interest expense decreased in 2008 compared to 2007 primarily because of an increase in the amount of interest we capitalized to property under development, partially offset by an increase in interest costs due to an increased level of borrowings.

Interest Income

Years ended December 31,	2008	2007	% Change
Interest income	$4,994	$7,393	-32%

Interest income, which is earned on our invested excess cash balances in conservative and liquid investments, is mostly affected by market interest rates. In recent periods, market interest rates in Canada and the United States have decreased significantly, which resulted in a decrease in our interest income. In addition, our interest income can fluctuate from period to period depending on our cash position, which is affected by the timing, size and number of auctions held during the period, as well as the timing of the receipt of auction proceeds from buyers and payments to consignors.

Foreign exchange gain

Years ended December 31,	2008	2007	% Change
Foreign exchange gain	$11,656	$2,802	N/A

Foreign exchange gains or losses arise when foreign currency denominated monetary items are revalued to the exchange rates in effect at the end of the period. The amount of gain or loss recognized in any given period is affected by changes in foreign exchange rates as well as the composition of our foreign currency denominated assets and liabilities. In 2008, foreign exchange included the reclassification of foreign exchange translation gains of $15.0 million from the cumulative translation adjustment account as a result of the settlement of a number of foreign currency denominated intercompany loans that were considered long-term. We did not settle any intercompany loans in 2007. Partially offsetting the gain in 2008 was a $5.8 million foreign exchange loss on U.S. dollar denominated bank debt held by a subsidiary that has the Canadian dollar as its functional currency. The equivalent amount recorded in 2007 was a foreign exchange gain of $4.8 million. We do not expect the items related to foreign exchange on internal and external financing transactions to recur in future periods (please refer to discussion above under “Overall Performance”).

Gain on Disposition of Capital Assets

Years ended December 31,	2008	2007	% Change
Gain on disposition of capital assets	$6,370	$243	N/A

The gain on disposition of capital assets in 2008 included an $8.3 million gain recorded on the sale of our headquarters property located in Richmond, British Columbia, partially offset by write offs of costs incurred on property and software development projects that were no longer considered viable.

Income Taxes

Years ended December 31,	2008	2007	% Change
Income taxes	$37,884	$35,912	5%
Effective income tax rate	27.2%	32.1%	

Income taxes have been calculated using the tax rates in effect in each of the tax jurisdictions in which we earn our income. The effective tax rate for the year ended December 31, 2008 was lower than the rate we experienced in 2007 as a result of adjustments recorded in 2008 to reflect our actual cash tax expenses arising from our 2007 income tax filings, and a lower proportion of our earnings being earned in higher tax rate jurisdictions in 2008. In addition, the gain recorded on the sale of the headquarters property, as well as the foreign exchange gains on financing transactions, were subject to a lower tax rate. Income tax rates in future periods will fluctuate depending upon the impact of unusual items and the level of earnings in the different tax jurisdictions in which we earn our income.

Net Earnings

Years ended December 31,	2008	2007	% Change
Net earnings before income taxes	$139,284	$111,895	24%
Net earnings	101,400	75,983	33%
Net earnings per share – basic	0.97	0.73	33%
Net earnings per share – diluted	0.96	0.72	33%

Our net earnings increased in 2008 compared to 2007 as a result of higher gross auction proceeds and a higher auction revenue rate, partially offset by higher operating costs. In addition, net earnings in 2008 included a $7.3 million after-tax gain on the sale of excess property, and a net after-tax foreign exchange gain on financing transactions of $8.6 million, which we do not expect to recur in future periods. Adjusted net earnings for 2008 were $85.5 million, or $0.81 per diluted share, compared to adjusted net earnings of $71.9 million, or $0.68 per diluted share in 2007, representing a 19% increase. Adjusted net earnings in 2008 were higher compared to 2007 primarily due to increased gross auction proceeds and a higher auction revenue rate, partially offset by higher operating costs.

Summary of Fourth Quarter Results

We earned auction revenues of $81.7 million and net earnings of $27.1 million, or $0.26 per diluted share, during the fourth quarter of 2008. Adjusted net earnings for the fourth quarter of 2008 were $19.2 million, or $0.18 per diluted share. This compares to auction revenues of $82.1 million and net earnings and adjusted net earnings of $16.9 million, or $0.16 per diluted share, in the fourth quarter of 2007.

	Quarter ended December 31,	
	2008	2007
Net earnings under Canadian GAAP	$ 27,140	$ 16,966
Net foreign exchange impact on financing transactions (1)	(8,476)	(24)
Tax relating to reconciling items	558	3
Adjusted net earnings	$ 19,222	$ 16,945

(1) During the quarter ended December 31, 2008, we reclassified to net earnings foreign currency translation gains reported in the cumulative translation adjustment account of $12,254 ($11,148, or $0.11 per diluted share, after tax) as a result of the settlement of a foreign currency denominated intercompany loans that was considered long-term in nature. We did not settle any intercompany loans in 2007. In addition, during the

quarter ended December 31, 2008, we recorded a foreign exchange loss of $3,778 ($3,230, or $0.03 per diluted share, after tax) on U.S. dollar denominated bank debt held by a subsidiary that has the Canadian dollar as its functional currency. The equivalent amount in 2007 was a foreign exchange gain of $24 ($21, or less than $0.01 per diluted share, after tax). We have highlighted this amount because subsequent to December 31, 2008, the Canadian subsidiary assigned the bank debt to an affiliate whose functional currency is the U.S. dollar to eliminate the impact of these currency fluctuations in the future. As such, we do not expect such foreign exchange gains or losses to recur in future periods.

Our gross auction proceeds were $853.9 million for the quarter ended December 31, 2008, which is a decrease of 2% compared to the comparable period in 2007. This decrease in our gross auction proceeds was mainly attributable to foreign exchange fluctuations in 2008. It is difficult to isolate the effects of currency fluctuations on our customers' buying and selling patterns and therefore, our gross auction proceeds. However, had the foreign exchange rates in effect in the fourth quarter of 2007 been applied to the gross auction proceeds achieved in the fourth quarter of 2008, our reported gross auction proceeds would have increased by approximately 7%.

Our auction revenue rate increased to 9.57% in the fourth quarter of 2008 from 9.40% in the comparable period in 2007, mainly as a result of the stronger performance of our underwritten business in the fourth quarter of 2008. Our direct expense rate in the fourth quarter of 2008 was lower compared to 2007 because a higher proportion of gross auction proceeds was earned from auctions conducted at our permanent auction sites and regional auction units.

Our G&A expenses decreased to $38.3 million in the fourth quarter of 2008, compared to $41.7 million in the comparable 2007 period. During the fourth quarter of 2008, due to foreign currency fluctuations, the translation into U.S. dollar of our foreign operations' G&A expenses resulted in a decrease in G&A expenses of approximately $4.0 million. Excluding the foreign exchange impact noted above, G&A in 2008 was roughly consistent with 2007, despite a 14% increase in workforce and increases in other facility-related expenses resulting from the ongoing expansion of our auction site network and other infrastructure. This was mostly due to a decrease in the number of IT initiatives in the fourth quarter of 2008, which resulted in lower support costs.

We experienced a 60% increase in our earnings in the fourth quarter of 2008 compared to the equivalent period in the prior year primarily due to the non-recurring foreign exchange gain recorded on financing-related transactions. Adjusted net earnings in the fourth quarter of 2008 increased by 13% compared to 2007, mostly due to lower operating costs in 2008.

Capital asset additions were $47.2 million for the fourth quarter of 2008, compared to $55.9 million in the fourth quarter of 2007. Our capital expenditures in the fourth quarter of 2008 related primarily to construction of our new permanent auction sites in Houston, Texas; Minneapolis, Minnesota; Grande Prairie, Alberta; Mexico City, Mexico; the expansion of our existing permanent auction site at Orlando, Florida; and the acquisition of land near Tokyo, Japan. In addition, we invested in computer software and hardware as part of our process improvement initiatives. Exchange rate changes relating to capital assets held in currencies other than the United States dollar resulted in a decrease in our reported capital assets on our consolidated balance sheet of $14.8 million in the fourth quarter of 2008 compared to an increase of $0.9 million in the equivalent period in 2007.

Summary of Quarterly Results

The following tables present our unaudited consolidated quarterly results of operations for each of our last eight fiscal quarters. This data has been derived from our unaudited consolidated financial statements, which were prepared on the same basis as our annual audited consolidated financial statements and, in our opinion, include all normal recurring adjustments necessary for the fair presentation of such information. These unaudited quarterly results should be read in conjunction with our audited consolidated financial statements for the years ended December 31, 2008 and 2007, and our discussion above about the seasonality of our business.

	Q4 2008	Q3 2008	Q2 2008	Q1 2008
Gross auction proceeds (1)	$853,927	$767,718	$1,163,546	$781,969
Auction revenues	$ 81,693	$ 75,909	$ 115,822	$ 81,394
Net earnings	27,140(2)(3)	11,934(2)	45,919(2)(3)(4)	16,407(2)(3)
Net earnings per share — basic (6)	$ 0.26	$ 0.11	$ 0.44	$ 0.16
Net earnings per share — diluted (6)	0.26	0.11	0.43	0.16

	Q4 2007	Q3 2007	Q2 2007	Q1 2007
Gross auction proceeds (1)	$873,306	$667,553	$ 945,256	$700,368
Auction revenues (5)	$ 82,129	$ 67,174	$ 94,054	$ 68,549
Net earnings	16,966(2)	14,903(2)	26,555(2)	17,559(2)
Net earnings per share — basic (6)	$ 0.16	$ 0.14	$ 0.25	$ 0.17
Net earnings per share — diluted (6)	0.16	0.14	0.25	0.17

(1) Gross auction proceeds represents the total proceeds from all items sold at our auctions. Gross auction proceeds is not a measure of revenue and is not presented in our consolidated financial statements. See further discussion above under “Sources of Revenue and Revenue Recognition.”

(2) Net earnings included the foreign exchange impact of the U.S. dollar denominated bank debt held by a Canadian subsidiary, which is not expected to recur in future periods. See further discussion above under “Overall Performance.” The foreign exchange impact of this bank debt in the fourth, third, second and first quarters of 2008 was a $3,778 loss ($3,230, or $0.03 per diluted share, after tax), $1,276 loss ($1,091, or $0.01 per diluted share, after tax), $205 gain ($175, or less than $0.01 per diluted share, after tax), and $986 loss ($843, or $0.01 per diluted share, after tax), respectively. The impact in the fourth, third, second and first quarters of 2007 was $24 gain ($21, or less than $0.01 per diluted share, after tax), $2,039 gain ($1,742, or $0.02 per diluted share, after tax), $2,434 gain ($2,080, or $0.02 per diluted share, after tax), and $292 gain ($250, or less than $0.01 per diluted share, after tax), respectively.

(3) Net earnings in the fourth quarter of 2008 included the reclassification of foreign currency translation gain of $12,254 ($11,148, or $0.11 per diluted share, after tax) relating to the settlement of foreign currency denominated intercompany loans. Amounts included in the second and first quarters of 2008 were $2,089 ($1,960, or $0.02 per diluted share, after tax) and $680 ($507, or less than $0.01 per diluted share, after tax), respectively. We have highlighted these amounts as we do not expect these items to recur in future periods.

(4) Net earnings in the second quarter of 2008 included a gain of $8,304 recorded on the sale of our headquarters property in Richmond, British Columbia ($7,295, or $0.07 per basic and diluted share, after tax). Excluding this amount, net earnings would have been $38,624, or $0.37 per basic and diluted share.

(5) Auction revenues have been reclassified to conform with the presentation adopted in 2008.

(6) Net earnings per share amounts have been adjusted on a retroactive basis to reflect the April 24, 2008 three-for-one stock split.

Liquidity and Capital Resources

December 31,	2008	2007	% Change
Working capital	$47,109	$58,207	-19%

Our cash position can fluctuate significantly from period to period, largely as a result of differences in the timing, size and number of auctions, the timing of the receipt of auction proceeds from buyers, and the timing of the payment of net amounts due to consignors. We generally collect auction proceeds from

buyers within seven days of the auction and pay out auction proceeds to consignors approximately 21 days following an auction. If auctions are conducted near a period end, we may hold cash in respect of those auctions that will not be paid to consignors until after the period end. Accordingly, we believe that working capital, including cash, is a more meaningful measure of our liquidity than cash alone.

There are a number of factors that could potentially impact our working capital, such as current global economic conditions, which may affect the financial stability of our buyers and their ability to pay. However, we have substantial borrowing capacity in the event of any temporary working capital requirements. As at December 31, 2008, we have $512 million of unused credit facilities, of which $170 million is a five-year committed credit facility expiring in January 2014, and $250 million is a three-year uncommitted credit facility expiring in November 2011. We believe our existing working capital and established credit facilities are sufficient to satisfy our present operating requirements, as well as to fund future growth initiatives, such as property acquisitions and development. Our access to capital resources has not been impacted by the current credit environment, and we do not expect that the current economic environment will have a material adverse impact on our capital resources or our business in the near future. However, there can be no assurance that the cost or availability of future borrowings under our credit facilities will not be affected should there be a prolonged capital market disruption.

Contractual Obligations

	Payments Due by Year				
	Total	In 2009	In 2010 and 2011	In 2012 and 2013	After 2013
Long-term debt obligations	$ 67,803	$ –	$42,327	$ –	$ 25,476
Operating leases obligations	114,910	4,967	13,853	10,126	85,964
Other long-term obligations	60	–	60	–	–
Total contractual obligations	$182,773	$ 4,967	$56,240	$10,126	$111,440

Our long-term debt included in the table above is comprised mainly of term loans put in place in 2005 with original terms to maturity of five years, as well as a revolving loan drawn under a credit facility that is available until January 2014. Our operating leases relate primarily to land on which we operate regional auction units and administrative offices. These properties are located in Canada, the United States, Mexico, Italy, Spain, the Netherlands, the United Arab Emirates, Australia, Singapore, India, Japan and China.

In the normal course of our business, we will sometimes guarantee to a consignor a minimum level of proceeds in connection with the sale at auction of that consignor's equipment. Our total exposure at December 31, 2008 from these guarantee contracts was $17.9 million (compared to $55.7 million at December 31, 2007), which will be offset by the proceeds that we will receive from the sale at auction of the related equipment. We do not record any liability in our financial statements in respect of these guarantee contracts, and they are not reflected in the contractual obligations table above.

Cash Flows

December 31,	2008	2007	% Change
Cash provided by (used in):			
Operations	$ 90,688	$ 101,269	-10%
Investing	(110,211)	(105,725)	-4%
Financing	(6,194)	(27,765)	78%

Similar to the discussion above about our cash position, our cash provided by operations can fluctuate significantly from period to period, largely as a result of differences in the timing, size and number of auctions during the period, the timing of the receipt of auction proceeds from buyers, and the timing of the

payment of net amounts due to consignors. During 2008, cash used for the investment in capital assets exceeded our cash provided by operations. As we continue to execute our strategy to expand our presence in existing and new markets in the near term, cash used in investing activities may continue to exceed cash provided by our operations. Depending on the timing of capital expenditures, we may be required to take on additional debt to fund these investments.

Capital asset additions were $145.0 million for 2008 compared to $113.2 million in 2007. Our capital expenditures in 2008 included construction of our new permanent auction sites in Houston, Texas; Kansas City, Missouri; Minneapolis, Minnesota; Paris, France; Mexico City, Mexico; and Grande Prairie, Alberta. They also included the acquisition of land in Chilliwack, British Columbia; Orlando, Florida and Tokyo, Japan; and investments in computer software and hardware as part of our process improvement initiatives. Exchange rate changes relating to capital assets held in currencies other than the United States dollar, which are not reflected as capital asset additions on the consolidated statements of cash flows, resulted in a decrease of $26.0 million in the capital assets reported on our consolidated balance sheet as at December 31, 2008, compared to an $18.2 million increase in 2007.

We intend to enhance our network of auction sites by adding facilities in selected locations around the world as appropriate opportunities arise, either to replace existing auction facilities or to establish new sites. Our actual expenditure levels in future periods will depend largely on our ability to identify, acquire and develop suitable auction sites. We intend to add or replace at least two auction sites per year.

For the next several years, we expect that our average annual capital expenditures will be in the range of $150 million per year, as we continue to invest in the expansion of our network of auction facilities and fund our process improvement initiatives. Actual capital expenditures will vary, depending on the availability and cost of suitable expansion opportunities and prevailing business and economic conditions. Depending on the scope of the required system improvements, the process improvement expenditures will likely be primarily for hardware, the development, purchase and implementation of software, and related systems. We expect to fund future capital expenditures primarily from operating cash flows and credit facilities.

We paid regular cash dividends of $0.09 per share during the each of the quarters ended December 31 and September 30, 2008, and $0.08 per share during each of the quarters ended June 30 and March 31, 2008. Total dividend payments were $35.6 million for 2008, compared to $31.3 million in 2007. On January 23, 2009, our Board of Directors declared a quarterly cash dividend of $0.09 per common share relating to the quarter ended December 31, 2008. The dividend will be payable on March 13, 2009 to shareholders of record on February 23, 2009 in the aggregate amount of approximately $9.4 million. All dividends we pay are “eligible dividends” for Canadian income tax purposes unless indicated otherwise.

Long-term Debt and Credit Facilities

Our long-term debt and available credit facilities at December 31, 2008 and December 31, 2007 were as follows:

	December 31, 2008	December 31, 2007	% Change
Long-term debt (including current portion of long-term debt)	$ 67,411	$ 45,085	50%
Revolving credit facilities – total available:	$ 287,792	$ 132,039	
Revolving credit facilities – total unused:	$ 262,316	$ 122,819	
Non-revolving credit facilities – total available and unused:	$ 250,000	$ —	
Total unused credit facilities	$ 512,316	$ 122,819	

Our credit facilities are with financial institutions in the United States, Canada, The Netherlands and The United Kingdom. Certain of the facilities include commitment fees applicable to the unused credit amount. During 2008, we increased our revolving credit facilities in Canada by C$20 million and in Europe by approximately €8 million. In addition, we increased our global credit facilities by $385 million in 2008. As at December 31, 2008, we had fixed rate and floating rate long-term debt with interest rates ranging from 2.27% to 5.61%. We were in compliance with all financial covenants applicable to our debt at December 31, 2008.

Future scheduled interest expenses over the next five years under our existing term debt are as follows:

	In 2009	In 2010	In 2011	In 2012	In 2013
Interest expense on long-term debt	$2,808	$2,555	$ 657	$ 579	$ 579

Quantitative and Qualitative Disclosure about Market Risk

Although we cannot accurately anticipate the future effect of inflation on our financial condition or results of operations, inflation historically has not had a material impact on our operations.

Because we conduct operations in local currencies in countries around the world, yet have the United States dollar as our reporting currency, we are exposed to currency fluctuations and exchange rate risk on all operations conducted in currencies other than the United States dollar. We cannot accurately predict the future effects of foreign currency fluctuations on our financial condition or results of operations, or quantify their effects on the macroeconomic environment. For 2008, approximately 40% of our revenues were earned in currencies other than the United States dollar and approximately 50% of our operating costs were denominated in currencies other than the United States dollar. The proportion of revenues denominated in currencies other than the United States dollar in a given period will differ from the annual proportion depending on the size and location of auctions held during the period. We have not adopted a long-term hedging strategy to protect against foreign currency fluctuations associated with our operations denominated in currencies other than the United States dollar, but we will consider hedging specific transactions if we deem them appropriate.

During the year ended December 31, 2008, excluding the impact of the reclassification to net earnings of foreign currency translation gains $14.9 million, we recorded a decrease in our foreign currency translation adjustment balance of $26.9 million, compared to an increase of $15.4 million in 2007. Our foreign currency translation adjustment arises from the translation at the end of each reporting period of our net assets denominated in currencies other than the United States dollar into our reporting currency. Changes in this balance arise primarily from the strengthening or weakening of non-United States currencies against the United States dollar.

We have not experienced significant interest rate exposure historically, as our term debts generally bear fixed rates of interest. However, borrowings under our new five-year global revolving credit facility are only available at floating rates of interest. If our portfolio of floating rate debts increases, we will consider the use of interest rate swaps to mitigate our exposure to interest rate fluctuations. As at December 31, 2008, we have a $25 million revolving loan that bears interest at bankers' acceptance rate plus a margin.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Legal and Other Proceedings

From time to time we have been, and expect to continue to be, subject to legal proceedings and claims in the ordinary course of our business. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. We are not aware of any legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on us or on our financial condition or results of operation or that involve a claim for damages, excluding interest and costs, in excess of 10% of our current assets.

Critical Accounting Policies and Estimates

In preparing our consolidated financial statements in conformity with Canadian GAAP, we must make decisions that impact the reported amounts and related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgments based on our understanding and analysis of the relevant circumstances and historical experience. On an ongoing basis, we evaluate these judgments and estimates, including consideration of uncertainties relating to revenue recognition criteria, valuation of consignors' equipment and other assets subject to guarantee contracts, recoverability of capital assets, goodwill and future income tax assets, and the assessment of possible contingent assets or liabilities that should be recognized or disclosed in our consolidated financial statements. Actual amounts could differ materially from those estimated by us at the time our consolidated financial statements are prepared.

The following discussion of critical accounting policies and estimates is intended to supplement the significant accounting policies presented as note 1 to our consolidated financial statements, which summarizes the accounting policies and methods used in the preparation of those consolidated financial statements. The policies and the estimates discussed below are included here because they require more significant judgments and estimates in the preparation and presentation of our consolidated financial statements than other policies and estimates.

Accounting for Income Taxes

We record income taxes relating to our business in each of the jurisdictions in which we operate. We estimate our actual current tax exposure and the temporary differences resulting from differing treatment of items for tax and book accounting purposes. These differences result in future income tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our future income tax assets will be recovered from future taxable income. If recovery of these future tax assets is considered unlikely, we must establish a valuation allowance. To the extent we either establish or increase a valuation allowance in a period, we must include an expense within the tax provision in the consolidated statement of operations. Significant management judgment is required in determining our provision for income taxes, our measurement of future tax assets and liabilities, and any valuation allowance recorded against our net future tax assets. If actual results differ from these estimates or we adjust these estimates in future periods, we may need to establish a valuation allowance that could materially impact the presentation of our financial position and results of operations.

Valuation of Goodwill

We assess the possible impairment of goodwill in accordance with standards issued by the Canadian Institute of Chartered Accountants in Canada (known as the CICA) and the Financial Accounting Standards Board in the United States. The standards stipulate that reporting entities test the carrying value of goodwill for impairment annually at the reporting unit level using a two-step impairment test; if events or changes in circumstances indicate that the asset might be impaired, the test is conducted more frequently.

In the first step of the impairment test, the net book value of each reporting unit is compared with its fair value. We operate as a single reporting unit, which is the consolidated public company. As a result, we are able to refer to the stock market for a third party indicator of our company's fair value. As long as the fair

value of the reporting unit exceeds its net book value, goodwill is considered not to be impaired and the subsequent step of the impairment test is unnecessary. Changes in the market value of our common shares may impact our assessment as to whether goodwill has been impaired. These changes may result from changes in our business plans or other factors, including those that are outside our control. We perform the goodwill test each year as at September 30, or more frequently if events or changes in circumstances indicate that goodwill might be impaired. We performed the test as at September 30, 2008 and again at December 31, 2008 as a result of the significant adverse changes in the global economy and capital markets, and determined that no impairment had occurred.

Changes in Accounting Policies

On January 1, 2008, we adopted CICA Handbook Section 1535, “Capital Disclosures”, Section 3862, “Financial Instruments – Disclosures” and Section 3863, “Financial Instruments – Presentation.” Section 1535 requires the disclosure of both qualitative and quantitative information that enables users of financial statements to evaluate the entity’s objectives, policies and processes for managing capital. Sections 3862 and 3863 replace Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward its presentation requirements. Additional disclosure requirements pertaining to these sections have been addressed in the notes to our consolidated financial statements. The adoption of section 3863 had no impact on our presentation of financial instruments.

Recent Accounting Pronouncements

In February 2008, the CICA issued Section 3064, Goodwill and Intangible Assets, which is effective for the Company on January 1, 2009. This section establishes new standards for the recognition and measurement of intangible assets, but does not affect the accounting for goodwill. We are currently assessing the impact of these new accounting standards on our financial statements but we do not expect them to have a material impact on the presentation of our financial condition or results of operations.

International Financial Reporting Standards

In February 2008, the CICA’s Accounting Standards Board confirmed its strategy of replacing Canadian GAAP with International Financial Reporting Standards (or IFRS) for Canadian publicly accountable enterprises. IFRS will be effective for our interim and annual financial statements effective January 1, 2011. We have established a conversion plan and an IFRS project team, and have commenced our review of the accounting policy differences between Canadian GAAP and IFRS, as well as policy choices and elections allowed under IFRS, to ensure we adequately address all the key elements of the conversion. At this time, the impact on our future financial position or results of operations is not reasonably determinable, as the International Accounting Standard Board will continue to issue new accounting standards during the period leading up to the changeover date. We do anticipate a significant increase in disclosure resulting from the adoption of IFRS and are continuing to assess the level of disclosure required as well as any systems changes that may be necessary to gather and process the required information.

Disclosure Controls and Procedures

We have established and maintained disclosure controls and procedures in order to provide reasonable assurance that material information relating to our company is made known to the appropriate level of management in a timely manner.

Based on current securities legislation in Canada and the United States, our Chief Executive Officer and Chief Financial Officer are required to certify that they have assessed the effectiveness of our disclosure controls and procedures as at December 31, 2008.

We performed an evaluation under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as at

December 31, 2008. Based on that evaluation, we concluded that our disclosure controls and procedures were effective as of that date to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Internal Controls over Financial Reporting

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal controls over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control – Integrated Framework, management concluded that our internal controls over financial reporting were effective as of December 31, 2008.

The effectiveness of our internal controls over financial reporting as of December 31, 2008 has been audited by KPMG LLP, the independent registered public accounting firm that audited our December 31, 2008 consolidated annual financial statements, as stated in their report which is included in our consolidated financial statements.

Changes in Internal Controls Over Financial Reporting

There has been no change in our internal control over financial reporting during 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Forward-Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. These statements are based on current expectations and estimates about our business, and include, among others, statements relating to:

- our future performance;
- growth of our operations;
- growth of the world market for used trucks and equipment;
- increases in the number of consignors and bidders participating in our auctions;
- the impact of the current economic environment on our operations and our customers, including the number of bidders and buyers attending our auctions and consignment volumes at those auctions; the demand for equipment at our auctions; our bidders' ability to access credit to fund their purchases; the impact of the economic environment on equipment prices and our business model;
- our principal operating strengths, our competitive advantages, and the appeal of our auctions to buyers and sellers of industrial assets;
- our ability to draw consistently significant numbers of local and international end-user bidders to our auctions;
- our long-term mission to be the world's largest marketplace for commercial and industrial assets;
- our people, including our ability to recruit, train, retain and develop the right people to help us achieve our goals;
- our places, including our ability to add the capacity necessary to accommodate our growth; our ability to increase our market share in our core markets and regions and our ability to expand into complimentary market sectors and new geographic markets, including our ability to take

advantage of growth opportunities in emerging markets; the acquisition and development of auction facilities and the related impact on our capital expenditures;

- our processes, including our process improvement initiatives and their effect on our business, results of operations and capital expenditures, particularly our ability to grow revenues faster than operating costs;
- the relative percentage of gross auction proceeds represented by straight commission, guarantee and inventory contracts;
- our auction revenue rates, the sustainability of those rates, and the impact of our commission rate and fee changes implemented in 2008, as well as the seasonality of gross auction proceeds and auction revenues;
- the performance of our agricultural division, and the variability on our agricultural sales from period to period;
- our direct expense and income tax rates, depreciation expenses and general and administrative expenses;
- our future capital expenditures;
- our internet initiatives and the level of participation in our auctions by internet bidders;
- the proportion of our revenues and operating costs denominated in currencies other than the U.S. dollar or the effect of any currency exchange and interest rate fluctuations on our results of operations; and
- financing available to us and the sufficiency of our working capital to meet our financial needs.

In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “could,” “continue,” “estimate,” “expect,” “intend,” “may,” “might,” “ongoing,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would,” or the negative of these terms, and similar expressions intended to identify forward-looking statements. Our forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. While we have not described all potential risks related to our business and owning our common shares, the important factors listed under “Risk Factors” are among those that may affect our performance and could cause our actual financial and operational results to differ significantly from our predictions. Except as required by applicable securities law and regulations of relevant exchanges, we do not intend to update publicly any forward-looking statements, even if our predictions have been affected by new information, future events or other developments. You should consider our forward-looking statements in light of these and other relevant factors.

Risk Factors

Our business is subject to a number of risks and uncertainties, and our past performance is no guarantee of our performance in future periods. Some of the more important risks that we face are outlined below and holders of our common shares should consider these risks. The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks and uncertainties not currently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business, results of operations and financial condition would suffer.

We may incur losses as a result of our guarantee and outright purchase contracts and advances to consignors.

Approximately 75% of our business is conducted on a straight commission basis. In certain other situations we will either offer to:

- guarantee a minimum level of sale proceeds to the consignor, regardless of the ultimate selling price of the consignment at the auction; or

- purchase the equipment outright from the consignor for sale in a particular auction.

The level of guaranteed proceeds or inventory purchase price is based on appraisals performed on equipment by our internal personnel. Inaccurate appraisals could result in guarantees or inventory values that exceed the realizable auction proceeds. If auction proceeds are less than the guaranteed amount, our commission will be reduced or, if sufficiently lower, we will incur a loss. If auction proceeds are less than the purchase price we paid for equipment that we take into inventory temporarily, we will incur a loss. Because all of our auctions are unreserved, there is no way for us to protect against these types of losses by bidding on or acquiring any of the items at the auction. In recent periods, guarantee and inventory contracts have generally represented approximately 25% of our annual gross auction proceeds.

Occasionally we advance to consignors a portion of the estimated auction proceeds prior to the auction. We generally make these advances only after taking possession of the assets to be auctioned and upon receipt of a security interest in the assets to secure the obligation. If we were unable to auction the assets or if auction proceeds were less than amounts advanced, we could incur a loss.

We may incur losses if we are required to make payments to buyers and lienholders because we are unable to deliver clear title on the assets sold at our auctions.

In jurisdictions where title registries are commercially available, we guarantee to our buyers that each item purchased at our auctions is free of liens and other encumbrances, up to the purchase price paid at our auction. If we are unable to deliver clear title, we provide the buyer with a full refund of the purchase price. While we exercise considerable effort to ensure that all liens have been identified and, if necessary, discharged prior to the auction, we occasionally do not properly identify or discharge liens and have had to make payments to the relevant lienholders or purchasers. We will incur a loss if we are unable to recover sufficient funds from the consignors to offset these payments, and aggregate losses from these payments could be material.

We may have difficulties sustaining and managing our growth.

One of the main elements of our strategy is to continue to grow our business, primarily by increasing our presence in markets in which we already operate and by expanding into new geographic markets and market segments in which we have not had a significant presence in the past. As part of this strategy, we may from time to time acquire additional assets or businesses from third parties. We may not be successful in growing our business or in managing this growth. For us to grow our business successfully, we need to accomplish a number of objectives, including:

- recruiting and retaining suitable sales and managerial personnel;
- identifying and developing new geographic markets and market sectors;
- identifying and acquiring, on terms favourable to us, suitable land on which to build new auction facilities and, potentially, businesses that might be appropriate acquisition targets;
- managing expansion successfully;
- obtaining necessary financing on terms favourable to us, and securing the availability of our credit facilities to fund our growth initiatives;
- receiving necessary authorizations and approvals from governments for proposed development or expansion;
- integrating successfully new facilities and any acquired businesses into our existing operations;
- achieving acceptance of the auction process in general by potential consignors, bidders and buyers;
- establishing and maintaining favourable relationships with consignors, bidders and buyers in new markets and market sectors, and maintaining these relationships in our existing markets;

- succeeding against local and regional competitors in new geographic markets;
- capitalizing on changes in the supply of and demand for industrial assets, in our existing and new markets; and
- designing, developing and implementing business processes and operating systems that are able to support profitable growth.

We will likely need to hire additional employees to manage our growth. In addition, growth may increase the geographic scope of our operations and increase demands on both our operating and financial systems. These factors will increase our operating complexity and the level of responsibility of existing and new management personnel. It may be difficult for us to attract and retain qualified sales personnel, managers and employees, and our existing operating and financial systems and controls may not be adequate to support our growth. We may not be able to improve our systems and controls as a result of increased costs, technological challenges, or lack of qualified employees. Our past results and growth may not be indicative of our future prospects or our ability to expand into new markets, many of which may have different competitive conditions and demographic characteristics than our existing markets.

In addition, we continue to pursue our strategy of investing in our people, places and processes to give us the capacity to handle expected future growth, including investments in frontier markets that may not generate profitable growth in the near term. Planning for future growth requires investments to be made now in anticipation of growth that may not materialize, and if we are not successful growing our gross auction proceeds our earnings may be impacted. A large component of our G&A is considered fixed costs that we will incur regardless of gross auction proceeds growth. There can be no assurances that our gross auction proceeds and auction revenues will grow at a more rapid rate than our fixed costs, especially in the event of a deep and prolonged recession, which would have a negative impact on our margins and earnings per share.

Disruptions to credit and financial markets, economic uncertainty and a sustained economic downturn could harm our operations.

The current global economic and financial market crisis has caused, among other things, a general tightening in credit markets, lower levels of liquidity, and increases in default and bankruptcy rates, all of which may have a negative impact on our operations, financial condition and liquidity and ability to grow our business. Our operations and access to our cash balances are dependent upon the economic viability of our key suppliers and the various financial institutions we utilize. Our operations may be disrupted if we cannot obtain products and services necessary for our auction operations from our key suppliers, or if we lose access to our cash balances. In addition, our auction revenues may decrease if our consignors chose not to sell their assets as a result of current economic conditions, or if our buyers are unable to obtain financing for assets purchases, or if our customers are in financial distress. In addition, our lenders may be unable to advance funds to us under existing credit facilities, which could harm our liquidity and ability to operate or grow our business. The timing and nature of any recovery in credit and financial markets remain uncertain, and there can be no assurance that market conditions will improve in the near future and that our results of operations will not be adversely affected.

Decreases in the supply of, demand for, or market values of industrial assets, primarily used industrial equipment, could harm our business.

Our auction revenues could be reduced if there was significant erosion in the supply of, demand for, or market values of used industrial equipment, which would affect our financial condition and results of operations. We have no control over any of the factors that affect the supply of, and demand for, used industrial equipment, and the circumstances that cause market values for industrial equipment to fluctuate including but not limited to economic uncertainty, disruptions to credit and financial markets, a sustained economic recession, lower commodity prices, and our customers' restricted access to capital, are beyond our control. Any increase in the volume of equipment at our auctions may not be sufficient to offset declines in the market value for that equipment as a result of the current economic environment. In

addition, price competition and availability of industrial equipment directly affect the supply of, demand for, and market value of used industrial equipment. Climate change initiatives, including significant changes to engine emission standards applicable to industrial equipment, may also impact the supply of, demand for or market values of industrial equipment.

Damage to our reputation for fairness, integrity and conducting only unreserved auctions could harm our business.

Strict adherence to the unreserved auction process is one of our founding principles and, we believe, one of our most significant competitive advantages. Closely related to this is our reputation for fairness and honesty in our dealings with our customers. Our ability to attract new customers and continue to do business with existing customers could be harmed if our reputation for fairness, integrity and conducting only unreserved auctions was damaged. If we are unable to maintain our reputation and police and enforce our policy of conducting unreserved auctions, we could lose business and our results of operations would suffer.

Competition in our core markets could result in reductions in our revenues and profitability.

The used truck and equipment sectors of the global industrial equipment market, and the auction segment of those markets, are highly fragmented. We compete directly for potential purchasers of industrial equipment with other auction companies. Our indirect competitors include equipment manufacturers, distributors and dealers that sell new or used equipment, and equipment rental companies. When sourcing equipment to sell at our auctions, we compete with other auction companies, equipment dealers and brokers, and equipment owners that have traditionally disposed of equipment in private sales.

Our direct competitors are primarily regional auction companies. Some of our indirect competitors have significantly greater financial and marketing resources and name recognition than we do. New competitors with greater financial and other resources may enter the industrial equipment auction market in the future. Additionally, existing or future competitors may succeed in entering and establishing successful operations in new geographic markets prior to our entry into those markets. They may also compete against us through internet-based services. If existing or future competitors seek to gain or retain market share by reducing commission rates, we may also be required to reduce commission rates, which may reduce our revenue and harm our operating results and financial condition, or we may lose market share.

Our substantial international operations expose us to foreign exchange rate fluctuations and political and economic instability that could harm our results of operations.

We conduct business in many countries around the world and intend to continue to expand our presence in international markets, including emerging markets. Fluctuating currency exchange rates, acts of terrorism or war, and changing social, economic and political conditions and regulations, including income tax and accounting regulations, and political interference, may negatively affect our business in international markets and our related results of operations. Currency exchange rate fluctuations between the different countries in which we conduct our operations impact the purchasing power of buyers, the motivation of consignors, asset values and asset flows between various countries, including those in which we do not have operations. These factors and other global economic conditions may harm our business and our operating results.

Although we report our financial results in United States dollars, a significant portion of our auction revenues is generated at auctions held outside the United States, mostly in currencies other than the United States dollar. Currency exchange rate changes against the United States dollar, particularly for the Canadian dollar and the Euro, could affect the presentation of our results in our financial statements and cause our earnings to fluctuate.

We may incur losses as a result of legal and other claims.

We are subject to legal and other claims that arise in the ordinary course of our business. While the results of these claims have not historically had a material effect on our business, financial condition or results of operations, we may not be able to defend ourselves adequately against these claims in the future and we may incur losses. Aggregate losses from and the legal fees associated with these claims could be material.

Our operating results are subject to quarterly variations.

Historically, our revenues and operating results have fluctuated from quarter to quarter. We expect to continue to experience these fluctuations as a result of the following factors, among others:

- the size, timing and frequency of our auctions;
- the seasonal nature of the auction business in general, with peak activity typically occurring in the second and fourth calendar quarters, mainly as a result of the seasonal nature of the construction and natural resources industries;
- the performance of our underwritten business (guarantee and outright purchase contracts);
- general economic conditions in our markets; and
- the timing of acquisitions and development of auction facilities and related costs.

In addition, we usually incur substantial costs when entering new markets, and the profitability of operations at new locations is uncertain as a result of the increased variability in the number and size of auctions at new sites. These and other factors may cause our future results to fall short of investor expectations or not to compare favourably to our past results.

We do not currently have a formal business continuity plan, which exposes our business to risks.

We depend on our information and other systems for the continuity and effective operation of our business. In the event of a significant interruption to our business, or the loss of key systems as a result of a natural or other disaster, we do not currently have plans in place to ensure that our business continues to operate in an effective manner. Although we are in the process of implementing a formal business continuity plan, our business, results of operations and financial conditions could be materially affected in the event of a significant interruption of our business.

We are in the process of implementing a formal disaster recovery plan, including a data center co-location plan. However, these plans are not yet complete. If we were subject to a disaster, serious security breach or threat to business continuity, it could materially damage our business, results of operations and financial condition.

Our internet-related initiatives are subject to technological obsolescence and potential service interruptions and may not contribute to improved operating results over the long-term; in addition, we may not be able to compete with technologies implemented by our competitors.

We have invested significant resources in the development of our internet platform, including our rbauctionBid-Live internet bidding service. We use and rely on intellectual property owned by third parties, which we license for use in providing our rbauctionBid-Live service. Our internet technologies may not result in any material long-term improvement in our results of operations or financial condition and may require further significant investment to avoid obsolescence. We may also not be able to continue to adapt our business to internet commerce and we may not be able to compete effectively against internet auction services offered by our competitors.

The success of our rbauctionBid-Live service and other services that we offer over the internet, including equipment-searching capabilities and historical price information, will continue to depend largely on the

performance and reliability of the hardware and software we utilize, our ability to use suitable intellectual property licensed from third parties, further development and maintenance of our infrastructure and the internet in general. Our ability to offer online services depends on the performance of the internet, as well as some of our internal hardware and software systems.

“Viruses”, “worms” and other similar programs, which have in the past caused periodic outages and other internet access delays, may in the future interfere with the performance of the internet and some of our internal systems. These outages and delays could reduce the level of service we are able to offer over the internet. We could lose customers and our reputation could be harmed if we were unable to provide services over the internet at an acceptable level of performance or reliability.

The availability and performance of our internal technology infrastructure, are critical to our business.

The satisfactory performance, reliability and availability of our website, enterprise resource planning system, processing systems and network infrastructure are important to our reputation and our business. We will need to continue to expand and upgrade our technology, transaction processing systems and network infrastructure both to meet increased usage of our rbauctionBid-Live service and other services offered on our website and to implement new features and functions. Our business and results of operations could be harmed if we were unable to expand and upgrade in a timely manner our systems and infrastructure to accommodate any increases in the use of our internet services, or if we were to lose access to or the functionality of our internet systems for any reason.

We use both internally developed and licensed systems for transaction processing and accounting, including billings and collections processing. We have recently improved these systems to accommodate growth in our business. If we are unsuccessful in continuing to upgrade our technology, transaction processing systems or network infrastructure to accommodate increased transaction volumes, it could harm our operations and interfere with our ability to expand our business.

Our business could be harmed if we lost the services of one or more key personnel.

The growth and performance of our business depends to a significant extent on the efforts and abilities of our executive officers and senior managers. Our business could be harmed if we lost the services of some of these individuals. We do not maintain key man insurance on the lives of any of our executive officers. Our future success largely depends on our ability to attract, develop and retain skilled employees in all areas of our business, and to plan effectively for succession.

Our expenses may increase significantly or our operations and ability to expand may be limited as a result of environmental and other regulations.

A variety of federal, provincial, state and local laws, rules and regulations, including local tax and accounting rules, apply to our business. These relate to, among other things, the auction business, imports and exports of equipment, worker safety, privacy of customer information, and the use, storage, discharge and disposal of environmentally sensitive materials. Complying with revisions to laws, rules and regulations could result in an increase in expenses and a deterioration of our financial performance. Failure to comply with applicable laws, rules and regulations could result in substantial liability to us, suspension or cessation of some or all of our operations, restrictions on our ability to expand at present locations or into new locations, requirements for the acquisition of additional equipment or other significant expenses or restrictions.

The development or expansion of auction sites depends upon receipt of required licenses, permits and other governmental authorizations. Our inability to obtain these required items could harm our business. Additionally, changes or concessions required by regulatory authorities could result in significant delays in, or prevent completion of, such development or expansion.

Under some environmental laws, an owner or lessee of, or other person involved in, real estate may be liable for the costs of removal or remediation of hazardous or toxic substances located on or in, or emanating from, the real estate, and related costs of investigation and property damage. These laws often impose liability without regard to whether the owner, lessee or other person knew of, or was responsible for, the presence of the hazardous or toxic substances. Environmental contamination may exist at our owned or leased auction sites, or at other sites on which we may conduct auctions, or properties that we may be selling by auction, from prior activities at these locations or from neighbouring properties. In addition, auction sites that we acquire or lease in the future may be contaminated, and future use of or conditions on any of our properties or sites could result in contamination. The costs related to claims arising from environmental contamination of any of these properties could harm our financial condition and results of operations.

There are restrictions in the United States and Europe that may affect the ability of equipment owners to transport certain equipment between specified jurisdictions. One example of these restrictions is environmental certification requirements in the United States, which prevent non-certified equipment from entering into commerce in the United States. If these restrictions, or changes to environmental laws, were to inhibit materially the ability of customers to ship equipment to or from our auction sites, they could reduce gross auction proceeds and harm our business.

International bidders and consignors could be deterred from participating in our auctions if governmental bodies impose additional export or import regulations or additional duties, taxes or other charges on exports or imports. Reduced participation by international bidders and consignors could reduce gross auction proceeds and harm our business, financial condition and results of operations.

Our insurance may be insufficient to cover losses that may occur as a result of our operations.

We maintain property and general liability insurance. This insurance may not remain available to us at commercially reasonable rates, and the amount of our coverage may not be adequate to cover all liability that we may incur. Our auctions generally involve the operation of large equipment close to a large number of people, and despite our focus on safe work practices, an accident could damage our facilities or injure auction attendees. Any major accident could harm our reputation and our business. In addition, if we were held liable for amounts exceeding the limits of our insurance coverage or for claims outside the scope of our coverage, the resulting costs could harm our results of operations and financial condition.

Our business is subject to risks relating to our ability to safeguard the security and privacy of our customers' confidential information.

We maintain proprietary databases containing confidential personal information about our customers and the results of our auctions, and we must safeguard the security and privacy of this information. Despite our efforts to protect this information, we face the risk of inadvertent disclosure of this sensitive information or an intentional breach of our security measures.

Security breaches could damage our reputation and expose us to a risk of loss or litigation and possible liability. We may be required to make significant expenditures to protect against security breaches or to alleviate problems caused by any breaches. Our insurance policies may not be adequate to reimburse us for losses caused by security breaches.

We may not continue to pay regular cash dividends.

We declared and paid total quarterly cash dividends of $0.34 per outstanding common share in 2008. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors, after taking into account our operating results, financial condition, cash requirements, financing agreement restrictions and other factors our Board may deem relevant. We may be unable or may elect not to continue to declare and pay dividends, even if necessary financial conditions are met and sufficient cash is available for distribution.

Certain global conditions may affect our ability to conduct successful auctions.

Like most businesses with global operations, we are subject to the risk of certain global conditions, such as pandemics or other disease outbreaks, that could restrict our customers' travel patterns. If this situation were to occur, we may not be able to generate sufficient equipment consignments to sustain our business or to attract enough bidders to our auctions to achieve world fair market values for the items we sell. This could harm our results of operations and financial condition.

The impact of the adoption of International Financial Reporting Standards IFRS in 2011 is uncertain.

We, as a publicly accountable Canadian enterprise, are required by the Canadian Accounting Standards Board to adopt IFRS beginning January 2011. We have not yet completely determined the impact of the adoption of IFRS on our consolidated financial statements, or how our reported financial results will differ from those reported under current Canadian GAAP.

Exhibit No. 4

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Ritchie Bros. Auctioneers Incorporated

We consent to the inclusion in this annual report on Form 40-F of:

– our auditors' report dated February 23, 2009 on the consolidated balance sheets of Ritchie Bros. Auctioneers Incorporated (the "Company") as at December 31, 2008 and 2007, and the consolidated statements of operations, shareholders' equity, comprehensive income and cash flows for each of the years in the three-year period ended December 31, 2008.

– our Report of Independent Registered Public Accounting Firm dated February 23, 2009 on the effectiveness of internal control over financial reporting as of December 31, 2008.

each of which is included in this annual report on Form 40-F of the Company for the fiscal year ended December 31, 2008.

We also consent to the incorporation by reference of such reports in the Registration Statements (Nos. 333 — 65533 and 333 — 71577) on Form S-8 of Ritchie Bros. Auctioneers Incorporated.

/s/ KPMG LLP

Chartered Accountants

Vancouver, Canada

February 24, 2009

Exhibit No. 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Peter J. Blake, certify that:

1. I have reviewed this annual report on Form 40-F of Ritchie Bros. Auctioneers Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors:

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 26, 2009

/s/ Peter J. Blake
Peter J. Blake
Chief Executive Officer

Exhibit No. 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert A. McLeod, certify that:

1. I have reviewed this annual report on Form 40-F of Ritchie Bros. Auctioneers Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors:

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: February 26, 2009

/s/ Robert A. McLeod
Robert A. McLeod
Chief Financial Officer

Exhibit No. 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this annual report on Form 40-F of Ritchie Bros. Auctioneers Incorporated for the period ended December 31, 2008, I, Peter J. Blake, Chief Executive Officer of the issuer, certify that:

1. The annual report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: February 26, 2009

/s/ Peter J. Blake
Peter J. Blake
Chief Executive Officer

This certification accompanies the annual report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the issuer for purposes of Section 18 of the Securities Exchange Act of 1934.

Exhibit No. 32.2

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this annual report on Form 40-F of Ritchie Bros. Auctioneers Incorporated for the period ended December 31, 2008, I, Robert A. McLeod, Chief Financial Officer of the issuer, certify that:

1. The annual report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: February 26, 2009

/s/ Robert A. McLeod
Robert A. McLeod
Chief Financial Officer

This certification accompanies the annual report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the issuer for purposes of Section 18 of the Securities Exchange Act of 1934.