

Aston Bay Holdings Ltd.

Management's Discussion and Analysis
Year Ended March 31, 2018

Introduction

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of operations for the reader to assess material changes in the financial condition and results of operations as at and for the year ended March 31, 2018. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of Aston Bay Holdings Ltd. ("Aston Bay" or the "Company") for the years ended March 31, 2018 and 2017 and the notes thereto (the "Statements"). Readers are encouraged to review the Statements in conjunction with this document. All reported amounts are stated in Canadian Dollars unless otherwise indicated. The information contained herein is presented as at July 25, 2018, unless otherwise indicated.

Description of Business

Aston Bay is a mineral exploration and development company involved in the acquisition and exploration of resource properties located in North America. Other than a royalty in favour of Commander Resources Ltd. ("Commander") on a portion of the Aston Bay Property (see *Statements*), the Company owns a 100% interest in certain mining claims and prospecting permits covering an area of approximately 414,537.9 hectares on Somerset Island, Nunavut, Canada (the "Aston Bay Property"), which comprises the Storm Copper project and the Seal Zinc deposit as well as surrounding mineral claims and prospecting permits. The Company is engaged in exploring copper and zinc prospects on the Aston Bay Property. The Company does not have any resource properties in production at this time.

The Company was incorporated in British Columbia, Canada. Its registered address is #530, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8 and the head office is located at Suite 303, 80 Richmond Street West, Toronto, Ontario, M5H 2A4.

Discussion of Operations

During the fiscal year, the Company raised a net total of \$5,864,257 in its financing activities. The Company continued its focus on advancing the Aston Bay Property, spending cash totaling \$2,468,581 on exploration activities.

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Exploration Expenditures

The following table sets forth a breakdown of the material components of the Company's exploration expenditures for the years ended March 31, 2018 and 2017, and cumulatively for its work on the Aston Bay Property.

	Year Ended March 31,		Cumulative
	2018	2017	
Aston Bay Property			
Geological	\$ 32,540	\$ 261,491	\$ 664,352
Geophysical	1,893,202	2,400	2,969,113
Drilling	-	554,207	964,291
Analytical	-	100,467	100,792
Supplies, equipment, rental	129,752	714,544	936,633
Accommodation and food	7,412	289,117	328,131
Aviation, transportation and travel	266,591	2,905,095	3,541,742
Reports	48,605	3,750	52,355
Contractors	10,285	256,385	273,495
Project management	49,436	98,070	310,873
Commander payment	-	-	35,408
Other	1,975	1,938	226,363
Claim staking	-	22,776	90,699
Property maintenance	<u>28,783</u>	<u>76,721</u>	<u>105,504</u>
	2,468,581	5,286,961	10,599,751
Less partner funding and fees earned	-	<u>(5,752,886)</u>	<u>(5,931,347)</u>
	<u>\$ 2,468,581</u>	<u>\$ (465,925)</u>	<u>\$ 4,668,404</u>

Mineral Property

Property Description

The Aston Bay Property is located 112 kilometres (km) south of the community of Resolute Bay, Nunavut on western Somerset Island and centred geographically at approximately 73°39' North latitude and 94°20' West longitude. The property is adjacent to tidewater on Aston Bay and consists of 12 prospecting permits and 134 contiguous mineral claims, covering an area of approximately 414,537.9 hectares.

Historical exploration around the Aston Bay Property has defined two distinct styles of mineralization, each associated with its own specific stratigraphic horizon. The stratabound Seal Zinc (Zn) deposit occurs in Early to Middle Ordovician Ship Point Formation rocks. The stratigraphic and structurally controlled Storm Copper (Cu) showings occur at least 800 metres (m) higher in the stratigraphic column in the Late Ordovician to Late Silurian Allen Bay Formation (Cook and Moreton, 2000).

Mineralization at the Seal Zn deposit is primarily hosted within a quartz arenite unit with interbedded dolostone and sandy dolostone of the Ordovician Ship Point Formation. Mineralization at the Storm Cu showings is epigenetic, carbonate-hosted and lies within an intracratonic rift basin that has been modified by folding and faulting. The mineralization is spatially associated with the north and south boundary faults of the Central Graben. This structure is interpreted as a pull-apart basin developed as a result of translational movement along basement-rooted faults. The basal Aston Formation red beds are thought to be a plausible source of metals for the mineralization at both the Seal Zn and Storm Cu showings.

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The area has been an exploration target since 1960 when mineralization was first discovered while conducting oil and gas exploration in the region. From early 1964 until 2007, Teck Resources Ltd., formerly Cominco Ltd. ("Teck"), was actively conducting exploration within Aston Bay's property. Commander Resources Ltd. acquired prospecting permits in the area after the land package held by Teck lapsed in 2007.

Historical Work

For details of the historical work done on the property as well as Aston Bay's prior work please see the summaries in the Company's MD&A for the year ended March 31, 2017.

Activities in the Fiscal Year ended March 31, 2017

During the year ended March 31, 2017, the Company completed its 2016 summer field exploration program at the Aston Bay Property. The program, which included drilling, was designed to identify additional targets for future exploration programs and to gather information that would strengthen the understanding of the processes and controls on existing mineralization. Aston Bay was the Operator of the 2016 exploration program, which was conducted in conjunction with a subsidiary of BHP Billiton ("BHP Billiton").

During the 2016 field program, the Company drilled 1,951.1 m of core in 12 drill holes. Exploration drilling was conducted at a number of specific geophysical and structural targets in the vicinity of the 4100N Zone, the 2750N Zone, and at the Tornado and Hurricane target areas.

The Company encountered visual copper mineralization in three of the 12 holes, the results for which are provided in Table 1 below. All three of these holes intersected copper mineralization, potentially extending the 4100N Zone up to 225 m east and 100 m north of its known extent, with a best intersection of 16 m of 3.07% Cu and 12.26 grams per tonne (g/t) silver (Ag) in hole STOR1601D, starting at a downhole depth of 93 m. The drill hole intersection contains a higher grade zone of 8 m of 5.45% Cu and 22.73 g/t Ag (Table 1). The true widths of the intersected zones are unknown but are estimated to be approximately 75% to 100% of the core width intersected.

Table 1. Results from the 2016 Drilling Program

Hole ID	Prospect	From (m)	To (m)	Length (m)	Ag (g/t)	Cu (%)
STOR1601D	4100N Zone East	93.00	109.00	16.00	12.26	3.07
	<i>Includes</i>	<i>93.00</i>	<i>101.00</i>	<i>8.00</i>	<i>22.73</i>	<i>5.45</i>
STOR1602D	4100N Zone East	72.00	76.00	4.00	4.04	1.17
STOR1608D	4100N Zone East	86.00	106.00	20.00	1.69	0.44
	<i>Includes</i>	<i>104.00</i>	<i>106.00</i>	<i>2.00</i>	<i>3.94</i>	<i>0.97</i>

Borehole electromagnetic surveys were conducted on several of the holes, and 60 core samples from the current program and historic core were taken for geophysical properties measurements.

In addition to drilling, 2,005 soil samples were taken on a grid approximately 120 km north-south by 20 to 40 km east-west. Several new copper and zinc anomalies were delineated. Analytical results of multi-element geochemistry performed on the soil samples by ALS Minerals of Vancouver B.C. are presented in Figure 1 for copper and Figure 2 for zinc.

Figure 1. Copper in soil results and drill collar location map for 2016 exploration program, Aston Bay Property, Nunavut

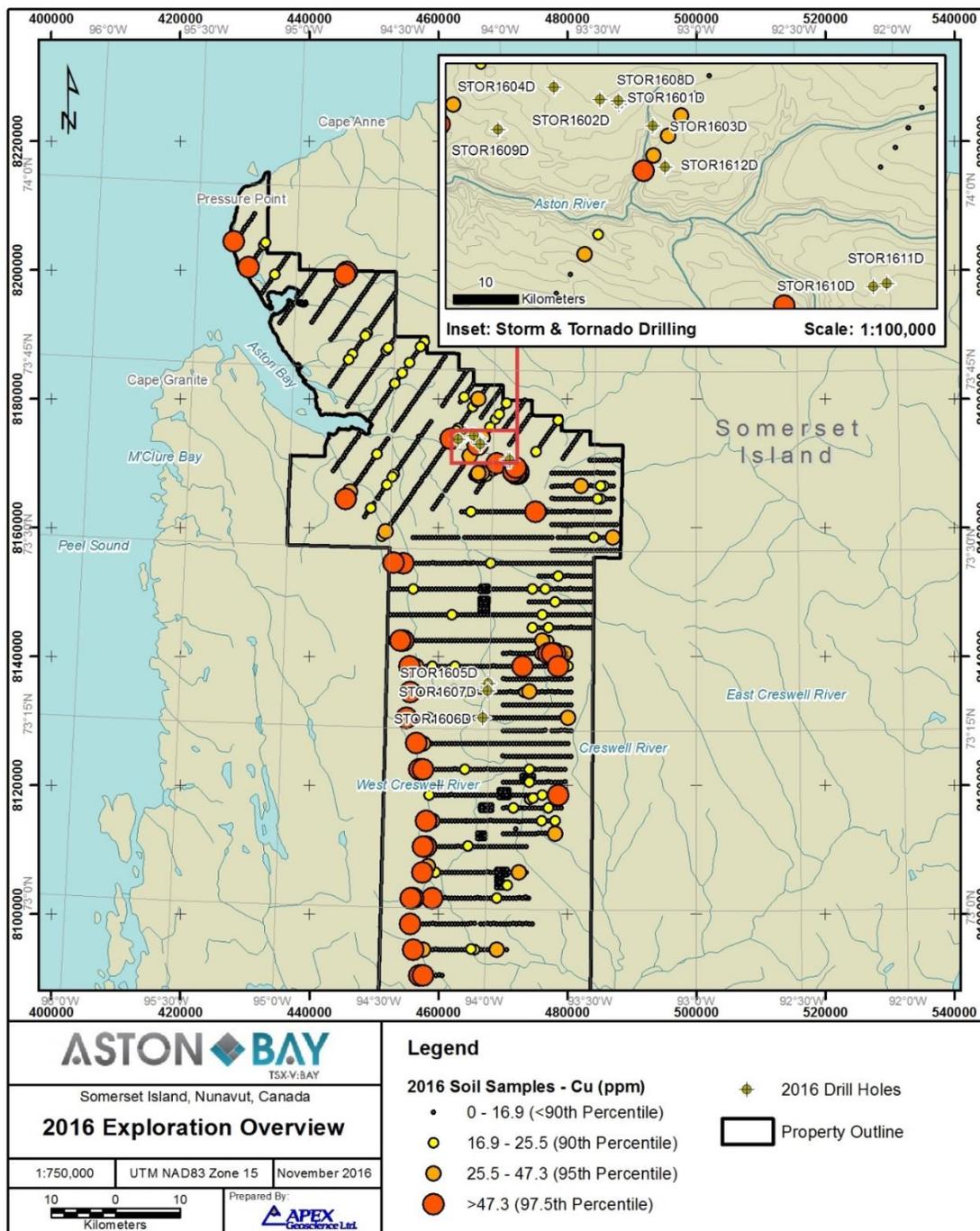
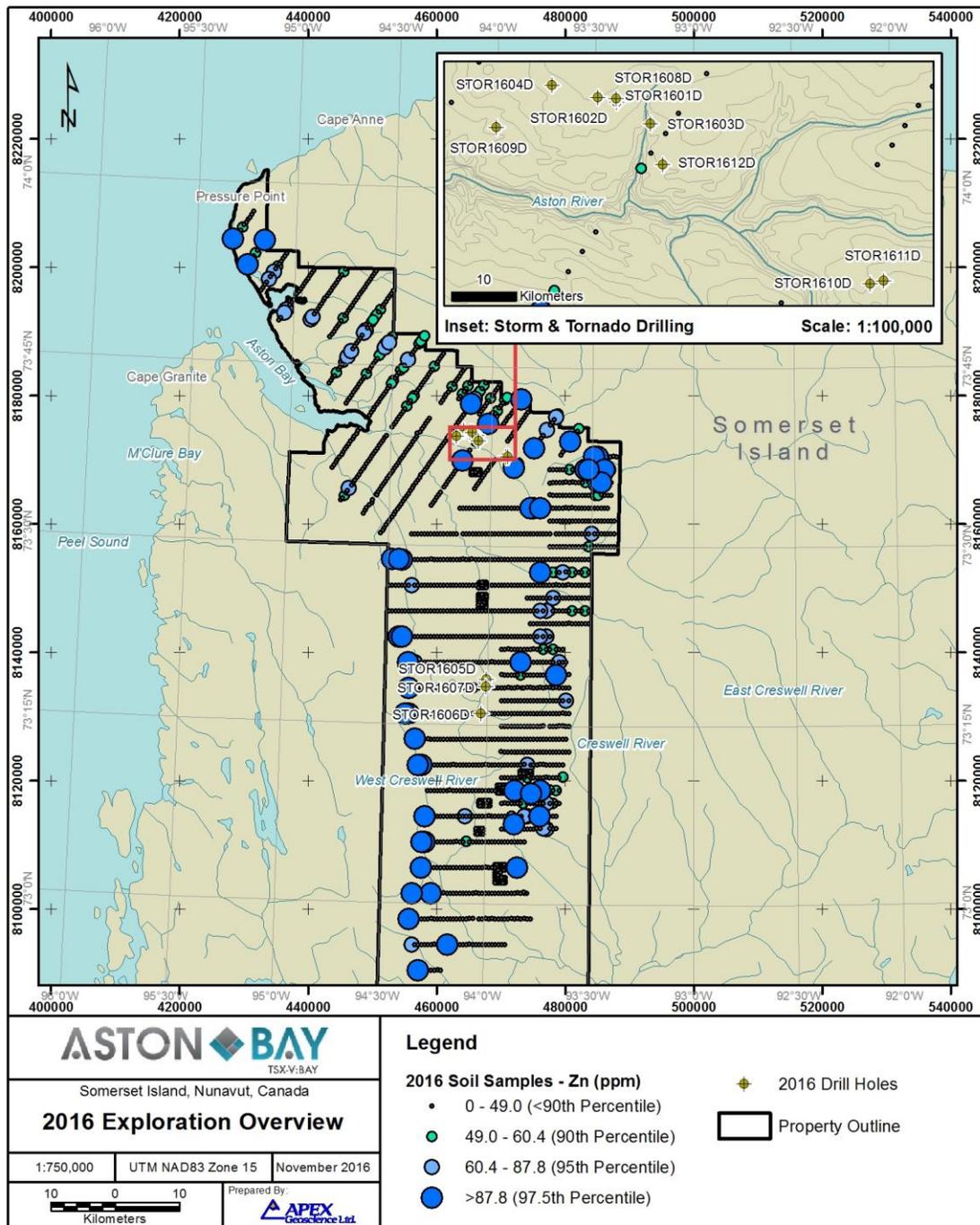


Figure 2. Zinc in soil results and drill collar location map for 2016 exploration program, Aston Bay Property, Nunavut



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Activities in the Fiscal Year ended March 31, 2018

In July 2017, the Company completed a two-week field exploration program at the Storm Copper project and the Seal Zinc deposit, and in August through September 2017, Aston Bay conducted a property-wide geophysical program.

The field program consisted of a prospecting and geological examination of the surface and core review to familiarize Dr. David Broughton, the Company's Chief Geologist, with the project. While on site, efforts were also directed to improve the camp facilities in preparation for the 2018 drill program.

The Company's 2017 geophysical program was a property-wide Falcon Plus Airborne Gravity Gradiometry survey conducted by CGG Multi-Physics. The new high-resolution survey was completed over two large blocks within the Aston Bay Property area and acquired a total of 15,327 line-kilometres of data at a line spacing of 200 m (Figure 3). The Property is underlain mainly by very shallow-dipping Paleozoic carbonate strata. The survey was designed to detect horst-graben features indicative of potentially favourable "structural plumbing" for stratiform base metal mineralization, as well as detection of blind, sub-surface mineralization within the carbonate strata.

Key areas covered by the survey include the Storm Copper prospect and Seal Zinc deposit in the northern block, and the Typhoon Zinc prospect and nearby target areas in the south. All three areas returned strong gravity responses that were evaluated in detail by the Company's geological and geophysical team prior to selection of diamond drill targets for the 2018 summer field program currently underway.

The Storm Copper prospect and Seal Zinc deposit occur with the northern survey block, characterized by a mainly east-west structural-stratigraphic grain. The Storm prospect comprises four high-grade, dominantly chalcocite occurrences associated with an east-west graben, partially delineated by prior diamond drilling (Figure 4). Copper-silver mineralization occurs both in close association with steeply dipping graben-bounding faults and as broadly stratiform mineralization lateral to the faults. The gravity survey returned strong responses along and within the graben, including three anomalies spatially associated with the 4100N, 2750N and 2200N occurrences; these anomalies extend well beyond the current drilling and are potential drill targets.

A fourth composite gravity anomaly occurs along the eastern extension of the Storm graben and is spatially associated with the Tornado copper occurrence, which to date has seen only two diamond drill holes. The gravity data suggest the presence of a second-order graben on the northern flank of the main structure, to date untested. A fifth gravity anomaly occurs along the northern flank of the Storm graben, west along strike from the large 4100N occurrence, and is also poorly tested to date.

Figure 3 Regional overview of the 2017 CGG Falcon Plus Airborne Gravity Gradiometry Survey, Aston Bay Property, Nunavut

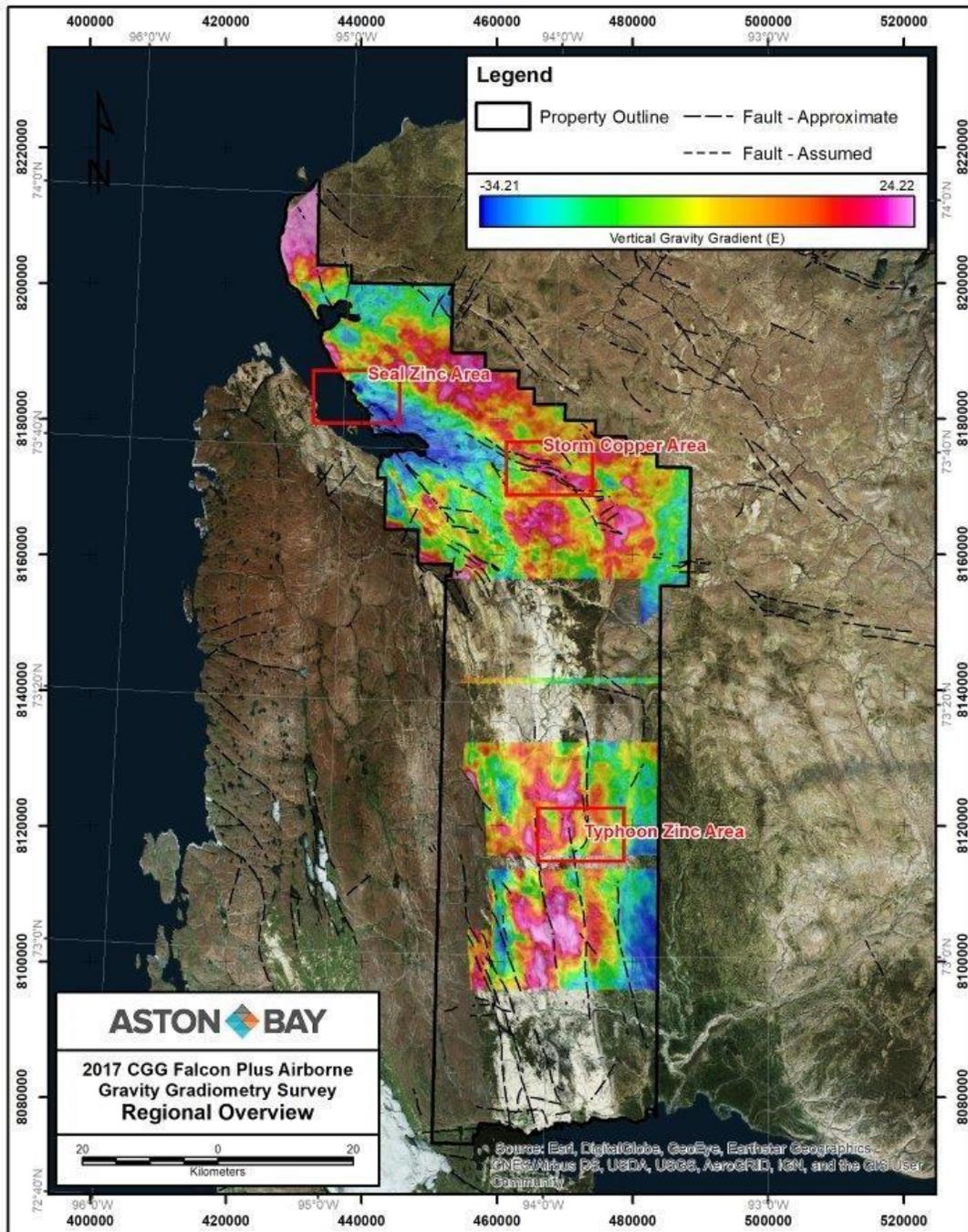
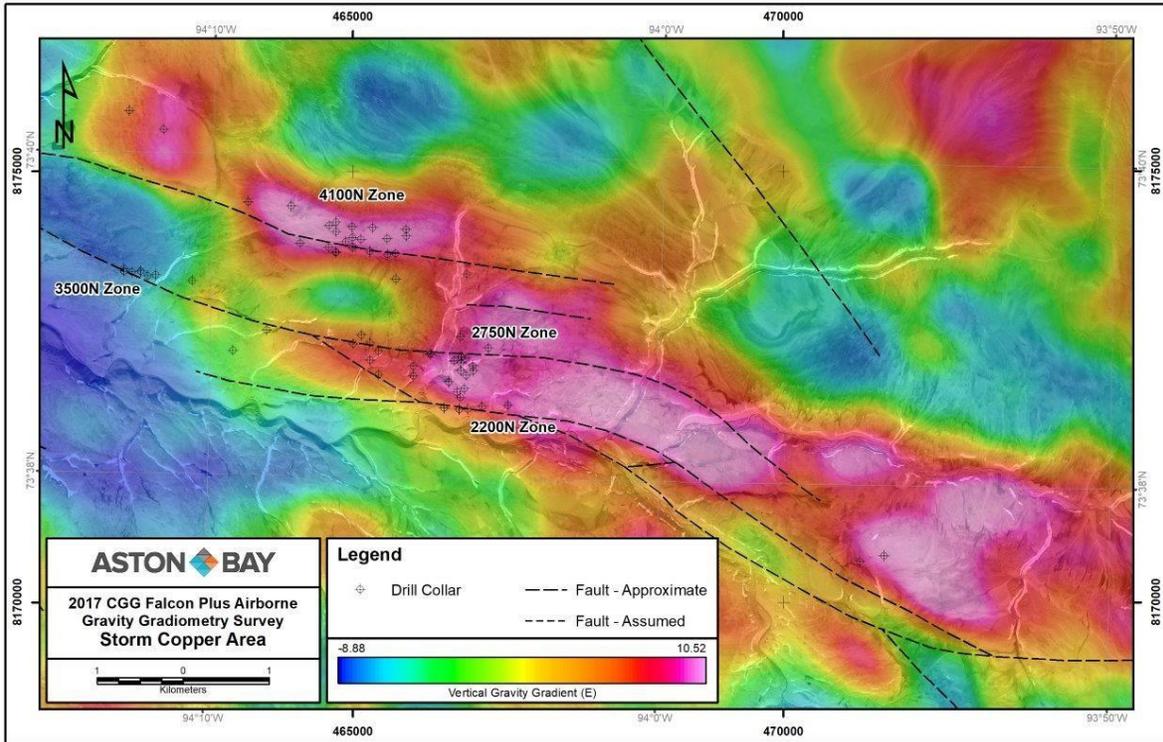


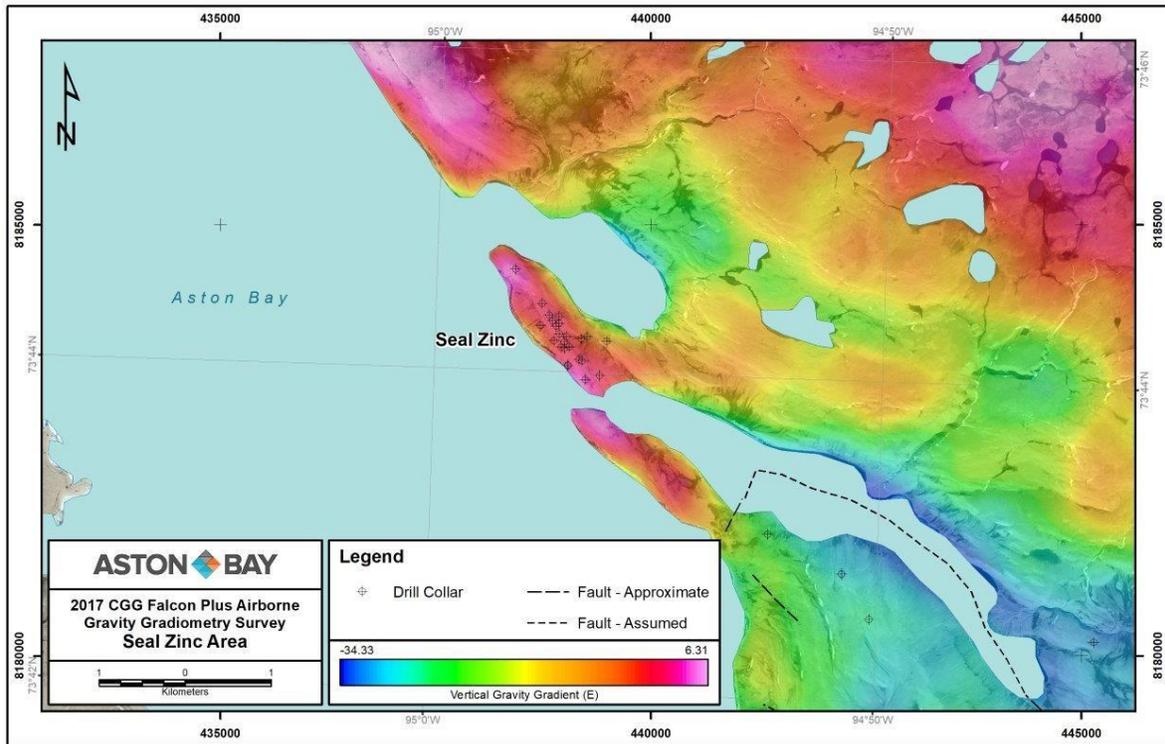
Figure 4. Storm Copper prospect area. Detailed view from the 2017 CGG Falcon Plus Airborne Gravity Gradiometry Survey, Aston Bay Property, Nunavut



The Seal Zinc deposit occurs on tidewater west of the Storm prospect, and comprises disseminated to massive sphalerite-pyrite-marcasite mineralization primarily in arenaceous sandstone at the base of dolostones of the Ship Point Formation. Previous drilling by Teck outlined a small but high-grade historic zinc-silver resource that was constructed prior to the implementation of NI 43-101 standards and that should not be relied upon. The historic resource was the subject of an independent NI 43-101 resource estimation (see the section that follows). Newly acquired gravity data over both the Seal Zinc deposit area and the rocks along stratigraphic trend to the NW and SE delineate a strong gravity response coincident with the mineralization and the trend. The anomalous areas to the NW and SE have not previously been tested by diamond drilling. The Polaris zinc-lead deposit was discovered by drilling a blind gravity target in the vicinity of small surface showings, and the Company is encouraged by the potential for blind mineralization associated with these targets.

The southern, relatively poorly known, part of the Aston Bay Property is underlain by north-south trending Paleozoic carbonate and Precambrian basement strata, with several base metal showings and areas of geological complexity of interest to Aston Bay. The central part of this area was covered by the new survey, which outlined a strong north-south pattern of alternating gravity highs and lows, possibly indicative of favourable horst-and-graben structures. Further refinement of the geology and survey results will be completed to guide ongoing exploration.

Figure 5. Seal Zinc deposit area detailed view from the 2017 CGG Falcon Plus Airborne Gravity Gradiometry Survey, Aston Bay Property, Nunavut.



Technical Report on Seal Zinc Deposit

During the year, the Company completed an initial mineral resource on its 100% owned Seal Zinc deposit. The deposit is a stratabound body hosted in sandy dolostone and sandstone within a thick section of Paleozoic dolostones, and was discovered by Teck in the mid-1990s. The Seal Zinc deposit is approximately 30 km to the west of the high-grade Storm Copper prospect.

The Seal Zinc deposit is estimated to contain 1.006 million tonnes (“Mt”) at a grade of 10.24% zinc and 46.5 grams per tonne (“g/t”) silver, using a cutoff of 4.0% zinc equivalent. The estimate is based on diamond drilling conducted by Teck in 1995-96 and Noranda in 2001.

Known mineralization has a thickness of up to 20 m, extends for over 400 m along strike and 50 to 100 m down-dip, and is partially fault-bound. Seal Zinc is interpreted to be a Mississippi Valley–type (“MVT”) deposit, with geological similarities to the Polaris deposit located to the north in the same Paleozoic dolostone succession. A large hydrothermal “pseudobreccia” alteration zone in the footwall of the deposit contains minor zinc mineralization and probably represents the feeder zone. MVT deposits are known to occur in clusters, and Aston Bay believes there is exploration potential along strike for discovery of additional mineralization.

The report titled “Initial Mineral Resource Estimate and Technical Report for the Seal Zinc Deposit, Aston Bay Property, Somerset Island, Nunavut” is effective as of October 6, 2017 and signed January 17, 2018

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(the "Technical Report"). The Technical Report was authored by independent Qualified Persons at P&E Mining Consultants Inc., and is in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects. The Technical Report is available at www.sedar.com under the Company's profile, as well as on the Company's website at www.astonbayholdings.com.

HIGHLIGHTS OF INFERRED MINERAL RESOURCE ESTIMATE @ 4.0%ZNEQ CUT-OFF⁽¹⁻⁵⁾					
Tonnage Mt	Zn %	Contained Zn kt	Ag g/t	Contained Ag koz	ZnEq%
1.006	10.24	103	46.5	1,505	11.44

- (1) This Mineral Resource Estimate is reported in accordance with the Canadian Securities Administrators National Instrument 43-101 and has been estimated using the CIM "Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines" and the CIM "Definition Standards for Mineral Resources and Mineral Reserves".
- (2) An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources in this estimate could be upgraded to Indicated Mineral Resources with continued exploration.
- (3) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing or other relevant issues.
- (4) $ZnEq\% = Zn\% + (Ag\ g/t/39)$
- (5) Underground Mineral Resource Estimate cut-off of 4.0% ZnEq is based on approx. Sep 30/17 two year trailing average metal prices of US\$1/lb Zn and US\$17 /oz Ag, US\$ exchange rate of \$0.76, estimated mining cost C\$50/t process cost C\$25/t, G&A cost C\$10/t, process recovery 90%, concentration ratio 8:1, smelter payables 95%, concentrate freight C\$60/t and smelter treatment charges C\$100/t.

Highlights of the Technical Report include:

- P&E considers that the zinc and silver mineralization of the Seal Zinc deposit is potentially amenable to underground extraction;
- Recent geochronology on the nearby Storm Copper mineralization produced an age of 378.1 ± 1.3 Ma (Stein, 2016), within the range of uncertainty for the age of zinc mineralization at the nearby past-producing (20.1 Mt @ 13.4% Zn) Polaris mine at 374 ± 9 Ma (Selby et al., 2005; Dewing et al., 2007), and hence linking the Cu and Zn-Ag mineralization to the same regional metalliferous fluid flow event; and
- The Aston Bay Property hosts a geological environment that is very favourable for additional base metal discovery, and further regional exploration is warranted to identify new areas of mineralization.

Highlights of the recommendations include:

- Evaluate data from the 2017 property-wide Falcon Plus airborne gravity gradiometry survey conducted by CGG Multi-Physics to further inform target definition;
- Further investigate the numerous copper and zinc anomalies along the 144 km structural trend; and
- Identify and prioritize future drilling targets.

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Outlook

As of the date of this MD&A, the Company has commenced its 2018 field exploration program at the Aston Bay Property, which is budgeted at approximately \$5,000,000. Approximately 6,000 m of drilling is planned. See "Subsequent Events" for additional details regarding the 2018 field exploration season.

Selected Annual Information

The following selected annual financial data has been obtained from the Company's annual consolidated financial statements, which were prepared in accordance with IFRS.

	Year Ended March 31,		
	2018	2017	2016
Revenue	\$0	\$0	\$0
Loss	\$793,346	\$1,508,200	\$788,440
Loss per share, basic and diluted	\$0.01	\$0.03	\$0.02

	As at March 31,		
	2018	2017	2016
Mineral properties	\$7,605,904	\$5,137,323	\$5,603,248
Total assets	\$12,184,287	\$6,756,547	\$6,177,101
Current liabilities	\$227,026	\$127,034	\$407,670

For the year ended March 31, 2018, the Company reported a loss of \$793,346 (2017 - \$1,508,200), comprised primarily of salaries and wages of \$306,938 (2017 - \$126,951), consulting fees of \$145,181 (2017 - \$274,664), marketing expenses of \$190,324 (2017 - \$140,133), stock-based compensation of \$103,600 (2017 - \$494,200), professional fees of \$58,871 (2017 - \$150,840), and premium on flow-through shares income of \$192,857 (2017 - \$nil). The decrease in stock-based compensation is driven by the vesting period of the options and by the variables used in the Black-Scholes option-pricing model, mainly the change in stock price at the time of issue. The increase in premium on flow-through shares income reflects the issuance of flow-through shares in the current year and not in the prior year. The increase in salaries and wages together with the decreases in both consulting fees and professional fees reflects mainly the hiring of two individuals who previously acted as consultants to the Company. The company continued to increase its marketing activities during the year.

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Summary of Quarterly Results

The selected quarterly financial information for the past eight financial quarters is outlined below. The information has been prepared in accordance with IFRS.

	Three Months Ended			
	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017
Profit (loss)	(\$426,412)	(\$324,277)	\$167,179	(\$209,836)
Profit (loss) per share, basic and diluted	(\$0.01)	(\$0.00)	\$0.00	(\$0.00)

	Three Months Ended			
	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016
Profit (loss)	(\$191,152)	(\$280,117)	(\$274,152)	(\$762,779)
Profit (loss) per share, basic and diluted	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.01)

Discussion of Quarterly Variations

The timing of stock-based compensation expense and premium on flow-through shares impacts the variation of quarterly results. For the full fiscal year ended March 31, 2018, stock-based compensation was \$103,600, compared to \$494,200 in 2017. The quarterly amount of the expense is tied to the timing of the award and the vesting period, among other factors. Premium on flow-through shares income was reported as income of \$342,984 in Q2. That amount was adjusted downward in Q4 by \$150,127

Excluding stock-based compensation and premium on flow-through shares, the quarterly losses for 2018 were: Q4 \$238,885, Q3 \$295,277, Q2 \$157,205, and Q1 \$191,236. Marketing activity occurred mainly in Q4 \$64,344 and Q3 \$100,568, compared to Q2 \$15,838 and Q1 \$9,574.

Excluding stock-based compensation and premium on flow-through shares, the quarterly losses for 2017 were: Q4 \$178,852, Q3 \$280,117, Q2 \$274,152, and Q1 \$280,879. The third quarter included a significant amount of the year's marketing activity, increasing the quarterly marketing expense \$93,644 higher than the usual level. The second quarter included a field equipment standby charge of \$112,500. The first quarter included approximately \$82,211 higher than usual amount of legal fees in connection with legal work to finalize agreements with BHP Billiton.

Fourth Quarter 2018 Financial Review

During the fourth quarter, the Company generated cash of \$3,223,002 in its financing activities and used \$180,001 in operating activities and \$122,659 in exploration activities, increasing the cash position by \$2,920,342 to \$4,079,151 at March 31, 2018.

The Company's active field exploration is principally conducted in the summer.

Liquidity and Capital Resources

The Company generates cash primarily through financing activities. It was successful during the year at raising the amount of cash it required. At March 31, 2018 it reported cash of \$4,079,151 and working

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capital of \$4,351,357. Subsequent to year end, in April 2018, the Company raised an additional \$2,041,000 in gross proceeds through the issuance of flow-through shares (see "Subsequent Events").

As at the date of this MD&A, the Company has outstanding commitments related to its summer exploration program for most of the budgeted expenditure of \$5,000,000.

Under existing plans, the Company believes that it currently has sufficient capital resources available to meet its working capital needs for the coming fiscal year. The Company is involved in early stage exploration and data analysis. It has no current sources of revenue and does not anticipate receiving revenue in the foreseeable future. It is highly likely that it will continue to depend on equity financings in the future. The availability of future funding will depend on factors that include market conditions and the Company's exploration results.

Off-Balance Sheet Arrangements

The Company does not have any material off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

Related Party Transactions

Following is a discussion of the transactions entered into during the year with related parties:

- (i) Salaries in the amount of \$150,000 (2017 - \$143,500) were paid to Thomas Ullrich, the Company's Chief Executive Officer. The salaries were recorded as follows: \$37,186 - deferred exploration expenditures; \$112,814 - salaries expense.
- (ii) Fees in the amount of \$44,281 (2017 - \$352,366) were charged by APEX Geoscience Ltd., a mining and engineering firm controlled by Michael Dufresne. \$36,138 of these fees have been capitalized in mineral properties and deferred exploration expenditures and \$8,143 have been expensed.
- (iii) Fees in the amount of \$50,000 (2017 - \$43,750) were charged by Target Financial Services Inc., a company controlled by Dwight Walker, for the services of Mr. Walker, who acts as Chief Financial Officer of the Company. The fees are reflected in consulting fees.
- (iv) Salaries in the amount of \$34,306 (2017 - \$18,958) were paid to Iris Cox, the Company's in-house legal counsel, up until October 10, 2017, at which time Ms. Cox was no longer considered to be a related party.
- (v) Salaries in the amount of \$54,417 were paid (2017 - \$35,000 accrued) to Benjamin Cox, the Company's Executive Chairman until October 10, 2017. The Company continued to pay Mr. Cox's salary until January 31, 2018.

These transactions were in the normal course of business and were measured at the exchange amount. All transactions with related parties are non-interest-bearing and payable on demand.

Proposed Transactions

As of the date of this MD&A, there have been no transactions of a material nature proposed.

New Accounting Policies

There were no accounting policies adopted during the year ended March 31, 2018.

Future Accounting Pronouncements

The following standards have been issued but not yet adopted by the Company.

- (i) IFRS 9 - Financial Instruments

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9

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replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company currently intends to adopt the standard on its effective date and does not expect the adoption to have significant impact on the financial statements.

(ii) IFRS 16 - Leases

IFRS 16, Leases ("IFRS 16") was issued in January 2016 and specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. This standard becomes effective for annual periods beginning on or after January 1, 2019 and management does not currently anticipate the early adoption of the standard.

Financial Instruments

At March 31, 2018, the Company's financial instruments consist of cash, sales tax recoverable, share subscriptions receivable and accounts payable and accrued liabilities.

Fair Values - The carrying amounts of cash, sales tax recoverable, share subscriptions receivable, and accounts payable and accrued liabilities approximate their fair value because of the short-term maturity of these instruments.

Credit Risk - Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Interest Rate Risk - The Company is not exposed to any significant interest rate risk.

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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Subsequent Events

2018 Field Season

Subsequent to year end, the Company commenced its 2018 drill program, which is planned to consist of approximately 6,000 metres of drilling, targeting high-grade copper mineralization in the vicinity of Storm Copper and adjacent prospects, as well as targeting Polaris-type zinc mineralization at the Seal Zinc deposit and the Seal South prospect. The Company released detailed targeting information generated from review of the data provided by last year's gravity gradiometry survey. The drill program is ongoing and expected to be concluded in August. The expected cost for the drill program is approximately \$5,000,000.

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Financing Activities

On April 26, 2018, the Company issued 12,756,250 flow-through shares at a price of \$0.16 per share, raising gross proceeds of \$2,041,000. In connection with the financing, the Company paid aggregate cash finder's fees of \$120,960. The gross proceeds are planned to be used in connection with the 2018 drill program at the Aston Bay Property.

Disclosure of Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. On July 25, 2018, there were 117,570,861 common shares issued and outstanding, 5,907,500 stock options outstanding with a weighted average exercise price of \$0.23, expiring between 2020 and 2024, and 17,935,648 warrants with a weighted average exercise price of \$0.19, expiring January 2019 and March 2020.

Risks and Uncertainties

The Company's principal activity is mineral exploration. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, discovery, environmental, metal prices, political and economic.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures will be required to be made by the Company in order to establish ore reserves, which is not a guaranteed outcome.

The property interests owned by the Company are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of the Company's mineral exploration may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company may be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

The Company currently has limited working capital and incurs significant expenses on an on-going basis by virtue of being a public company, and this represents a significant risk factor. The Company will therefore require additional financing to carry on its business, and such financing may not be available when it is needed.

Forward-Looking Statements & Cautionary Factors that may Affect Future Results

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such

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as “anticipate,” “believe,” “estimate,” “expect” and similar expressions. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Qualified Person

The content of the section of this MD&A entitled “Mineral Property” has been approved by Michael Dufresne, M.Sc., P.Geo., who is a Qualified Person as defined by NI 43-101 and a Director of and Consultant to Aston Bay.

Additional Information

Additional information relating to the Company is available on the SEDAR website, www.sedar.com.