

Aston Bay Holdings Ltd.
Condensed Interim Consolidated Financial Statements
Nine Months ended December 31, 2023 and 2022
(Expressed in Canadian Dollars)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed an audit or review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada.

Aston Bay Holdings Ltd.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

As at	December 31, 2023	March 31, 2023
ASSETS		
Current assets		
Cash	\$ 837,138	\$ 3,751
Accounts receivable	-	98,700
Sales tax recoverable	56,604	-
Prepaid expenses	206,724	17,930
Total current assets	1,100,466	120,381
Equipment	83,334	83,334
Total assets	\$ 1,183,800	\$ 203,715
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 4)	\$ 302,947	\$ 1,475,697
Sales taxes payable	-	11,992
Loan payable (note 4)	621,534	782,225
Total current liabilities	924,481	2,269,914
Shareholders' equity		
Share capital (note 5)	22,088,426	19,581,934
Contributed surplus	4,704,367	4,004,262
Accumulated other comprehensive income	(72,747)	(64,335)
Deficit	(26,460,727)	(25,588,060)
Total shareholders' equity	259,319	(2,066,199)
Total liabilities and shareholders' equity	\$ 1,183,800	\$ 203,715

Going concern (note 1)

The accompanying notes are an integral part of these consolidated financial statements.

Approved by the Board

Signed:

"Thomas Ullrich"

Director

"Jessie Liu-Ernsting"

Director

Aston Bay Holdings Ltd.

Condensed Interim Consolidated Statements of Changes in Equity

For the nine months ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Shares to be Issued	Accumulated Other Comprehensive Loss	Deficit	Total Shareholders' Equity
	Number of Shares	Amount					
Balance, March 31, 2022	177,448,594	\$ 19,527,334	\$ 3,988,012	\$ 30,300	\$ (3,949)	\$ (24,862,969)	\$ (1,321,272)
Issuance of units	1,005,000	60,300	-	(30,300)	-	-	30,000
Share issuance costs	-	(700)	-	-	-	-	(700)
Issuance of warrants	-	(5,000)	5,000	-	-	-	-
Stock-based compensation	-	-	10,125	-	-	-	10,125
Loss for the period	-	-	-	-	-	(573,337)	(573,337)
Currency translation adjustment	-	-	-	-	(60,729)	-	(60,729)
Balance, December 31, 2022	178,453,594	\$ 19,581,934	\$ 4,003,137	\$ -	\$ (64,678)	\$ (25,436,306)	\$ (1,915,913)
Balance, March 31, 2023	178,453,594	\$ 19,581,934	\$ 4,004,262	\$ -	\$ (64,335)	\$ (25,588,060)	\$ (2,066,199)
Issuance of units	31,297,375	2,503,790	-	-	-	-	2,503,790
Issuance of shares – option exercise	7,375,000	976,668	(421,168)	-	-	-	555,500
Issuance of shares – warrant exercise	4,376,000	555,842	(30,722)	-	-	-	525,120
Share issuance costs	-	(432,967)	55,154	-	-	-	(377,813)
Issuance of warrants	-	(1,096,841)	1,096,841	-	-	-	-
Loss for the period	-	-	-	-	-	(872,667)	(872,667)
Currency translation adjustment	-	-	-	-	(8,412)	-	(8,412)
Balance, December 31, 2023	221,501,969	\$ 22,088,426	\$ 4,704,367	\$ -	\$ (72,747)	\$ (26,460,727)	\$ 259,319

The accompanying notes are an integral part of these consolidated financial statements.

Aston Bay Holdings Ltd.

Condensed Interim Consolidated Statements of Comprehensive Profit (Loss)

For the nine months ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

	Three months		Nine Months	
	2023	2022	2023	2022
Expenses				
Salaries (<i>note 4</i>)	\$ 75,331	\$ 37,500	\$ 199,701	\$ 114,417
Consulting fees (<i>note 4</i>)	31,330	20,000	73,933	60,000
Professional fees	40,303	12,097	61,809	40,257
Marketing	181,902	50,721	303,928	121,371
Travel	5,000	5,800	14,000	16,286
Filing and agency fees	19,634	2,498	58,193	32,392
Office and administrative expenses	16,790	15,067	53,918	52,900
Foreign exchange	1,364	-	1,585	368
Stock-based compensation	-	3,375	-	10,125
Interest expense	27,169	49,450	109,325	132,568
	(398,823)	(196,508)	(876,392)	(580,684)
Exploration and evaluation expenses	9,026	31,389	(3,725)	(7,347)
Net Loss	(407,849)	(227,897)	(872,667)	(573,337)
Currency translation adjustment	(1,014)	(9,122)	8,412	60,729
Comprehensive loss	\$ (406,835)	\$ (218,775)	\$ (881,079)	\$ (634,066)
Loss per share				
- basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	219,801,025	178,453,594	194,094,494	178,424,358

The accompanying notes are an integral part of these consolidated financial statements.

Aston Bay Holdings Ltd.

Condensed Interim Consolidated Statements of Cash Flows

For the nine months ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

	2023	2022
Cash flow used in operating activities		
Loss for the period	\$ (872,667)	\$ (573,337)
Items not affecting cash:		
Stock-based compensation	-	10,125
Depreciation	-	83,333
Loan interest	89,309	38,507
	(783,358)	(441,372)
Non-cash working capital items (note 6)	(1,331,440)	250,910
	(2,114,798)	(190,462)
Cash flow from financing activities		
Proceeds from the issuance of units	2,503,790	30,000
Proceeds from the exercise of options and warrants	1,080,620	-
Share issuance costs	(377,813)	(700)
Loan proceeds (repayment) (note 4)	(250,000)	200,000
	2,956,597	229,300
Effects of changes in foreign exchange	(8,412)	(60,729)
Increase in cash	833,387	(21,891)
Cash, beginning of year	3,751	56,389
Cash, end of period	\$ 837,138	\$ 34,498

The accompanying notes are an integral part of these consolidated financial statements.

Aston Bay Holdings Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

Six months ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

1. Nature of the Company and Going Concern

Aston Bay Holdings Ltd. ("Aston Bay" or the "Company") is a publicly listed company incorporated in British Columbia, Canada. The Company's registered address is #530, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8 and the head office is located at Suite 204, 80 Richmond Street West, Toronto, Ontario, M5H 2A4. The Company is engaged in the acquisition, exploration and development of mineral properties.

For the nine months ended December 31, 2023, the Company recorded a comprehensive loss of \$881,079 and had an accumulated deficit of \$26,460,727 at December 31, 2023 and has yet to achieve revenue from operations. At December 31, 2023, the Company had working capital of \$175,985. These factors indicate the existence of material uncertainties that may cast significant doubt regarding the Company's ability to continue as a going concern. In order to meet future expenditures, cover administrative costs and replenish its working capital, the Company will need to raise additional financing. These consolidated financial statements have been prepared on the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2024.

2. Basis of Presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standard ("IFRS") IAS 34 Interim Financial Reporting. As such these statements do not contain all the explanatory notes, descriptions or accounting policies or other disclosures that can be found in the Company's 2023 audited annual consolidated financial statements and thus should be read in conjunction with the audited annual consolidated financial statements. The accounting policies used in the preparation of these condensed interim financial statements are consistent with the 2023 audited annual consolidated financial statements.

Aston Bay Holdings Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

Six months ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

3. Exploration and Evaluation Expenses

The following is a summary of accumulated exploration and evaluation expenses:

	Storm Copper and Seal Zinc	Virginia Projects Buckingham	Total
March 31, 2023	\$ 11,527,223	\$ 1,702,101	\$ 13,229,324
Expenditures	-	76,784	76,784
Expense recovery	(80,500)	-	(80,500)
Option exercise	(10)	-	(10)
December 31, 2023	\$ 11,446,713	\$ 1,778,885	\$ 13,225,598

Storm Copper and Seal Zinc Project

During the period, the Company's joint venture partner American West Metals Limited ("American West") carried out their 2023 exploration program and arranged to utilize certain supplies that the Company had on hand at site in Nunavut. In connection with that, the Company billed American West a total of \$80,500 representing a recovery of prior expenditures.

During the period, American West completed their obligation under the earn-in agreement to spend \$10 million and exercised their option to acquire an 80% interest in the Storm project. Aston Bay now holds a 20% interest in the project which is carried for all expenditures to the completion of a feasibility study and production decision. If the Company chooses not to participate and is diluted below 10% ownership, the ownership converts to a 2% Net Smelter Royalty, half of which is purchasable by American West for \$5 million at first production.

4. Related-Party Transactions and Balances

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operating decisions or by virtue of common ownership. Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. In accordance with IAS 24 - Related Party Disclosure, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executives and non-executive) of the Company.

Aston Bay Holdings Ltd.

Notes to the Condensed Interim Consolidated Financial Statements
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4. Related-Party Transactions and Balances -continued

Key management personnel receive compensation in the form of short-term employee benefits. The remuneration of key management personnel during the period is as follows:

	For the three months ended December 31,		For the nine months ended December 31,	
	2023	2022	2023	2022
Management fees	\$ 92,500	\$ 57,500	\$ 207,500	\$ 172,500
Share-based payments	-	-	-	-
	\$ 92,500	\$ 57,500	\$ 207,500	\$ 172,500

As at March 31, 2023, Mr. Ullrich had advanced \$670,000 to the Company. During the nine months ended December 31, 2023 the company repaid \$250,000 of the advances leaving a balance at December 31, 2023 of \$420,000. The loan is unsecured and repayable on demand. Interest is payable quarterly at 15% per annum and \$89,309 of quarterly interest payable was credited to the loan balance during the period. A further \$7,152 of interest was accrued at December 31, 2023 (March 31, 2023 - \$9,001). The total amount of advances and quarterly interest credits was at December 31, 2023 was \$621,534 (March 31, 2023 - \$782,225).

5. Share Capital

Common Stock

Authorized share capital

The company is authorized to issue an unlimited number of common shares without par value.

Issued - The continuity of issued and outstanding shares is as follows:

	Number of Shares	Amount
Balance, March 31, 2023	178,453,594	\$ 19,581,934
Private placement – October 5, 2023	31,297,375	1,406,949
Share issuance costs	-	(432,967)
Issuance of shares on exercise of options	7,375,000	976,668
Issuance of shares on exercise of warrants	4,376,000	555,842
Balance, December 31, 2023	221,501,969	\$ 22,088,426

On October 5, 2023, the Company issued 31,297,375 units (comprised of one common share and one purchase warrant) at a price of \$0.08 per unit for gross proceeds of \$2,503,790. The brokered private placement included the issuance of 31,297,375 warrants (the “Warrants”) exercisable at \$0.12 per share valued at \$1,096,841 and exercisable until October 5, 2025. In connection with the financing, the Company paid aggregate cash brokers’ fees of \$120,227, issued 1,502,843 finders’ warrants valued at \$55,154 exercisable at \$0.08 per share until October 5, 2025, and paid legal and regulatory fees of \$257,586.

Aston Bay Holdings Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

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5. Share Capital - continued

Stock Options

The continuity of share purchase options is as follows:

	Number of Options	Weighted average exercise price
Outstanding, March 31, 2023	13,052,500	\$ 0.11
Options expired	(1,027,500)	0.40
Options exercised	(7,375,000)	0.08
Outstanding, December 31, 2023	4,650,000	\$ 0.09

As at December 31, 2023, the following options were outstanding and exercisable:

Expiry Date	Average Remaining Contractual Life (in years)	Number of Options Outstanding	Number of Options Exercisable	Outstanding or Exercisable Exercise Price
January 27, 2024	0.1	500,000	500,000	\$ 0.20
January 31, 2024	0.1	350,000	350,000	0.06
December 8, 2024	0.9	400,000	400,000	0.15
January 22, 2026	2.1	1,425,000	1,425,000	0.10
March 10, 2027	3.2	725,000	725,000	0.06
March 10, 2028	4.2	1,250,000	1,250,000	0.05
	2.4	4,650,000	4,650,000	

The Company recognized \$nil (2022 - \$10,125) in stock-based compensation.

Aston Bay Holdings Ltd.

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(Expressed in Canadian Dollars)

5. Share Capital - continued

Warrants

The continuity of share purchase warrants is as follows:

	Number of Warrants	Weighted average exercise price
Outstanding, March 31, 2023	14,960,600	\$ 0.12
Warrants issued	13,297,375	0.12
Broker warrants issued	1,502,843	0.08
Warrants exercised	(4,376,000)	0.12
Outstanding, December 31, 2023	25,384,818	\$ 0.12

On October 5, 2023, the Company issued private placement warrants to acquire 13,297,375 common shares of the Company at an exercise price of \$0.12 per common share, and broker warrants to acquire 1,502,843 common shares of the Company at an exercise price of \$0.08 per common share. Both warrant series are exercisable until October 5, 2025. The aggregate fair value for the private placement warrants of \$1,096,841 and the broker warrants of \$55,154, were determined using the Black Scholes pricing model with the following assumptions: volatility of 205.7%; an expected life of 2 years, a dividend yield of 0%, and a risk-free interest rate of 4.82%. The share price at the time of the issuance was \$0.065.

As at December 31, 2023, the following warrants were outstanding and exercisable:

Expiry Date	Number of Warrants	Exercise Price
December 21, 2023	10,414,600	\$ 0.12
April 8, 2024	170,000	0.12
October 5, 2025	13,297,375	0.12
October 5, 2025	1,502,843	0.08
	25,384,818	

Aston Bay Holdings Ltd.

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6. Additional Cash Flow Information

The net change in non-cash working capital consists of the following:

	December 31, 2023	December 31, 2022
Accounts receivable	\$ 98,700	\$ -
Sales tax payable/recoverable	(68,596)	13,300
Prepaid expenses	(188,794)	(5,185)
Accounts payable and accrued liabilities	(1,172,750)	242,795
	\$ (1,331,400)	\$ 250,910