

Aston Bay Holdings Ltd.
Condensed Interim Consolidated Financial Statements
Nine Months ended December 31, 2017 and 2016
(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.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

As at	December 31, 2017	March 31, 2017
ASSETS		
Current Assets		
Cash and cash equivalents (<i>note 3</i>)	\$ 1,158,809	\$ 836,505
Receivable from project	-	586,820
Sales tax recoverable	16,774	138,318
Accounts receivable	3,116	39,168
Prepaid expenses	26,144	18,413
Total current assets	1,204,843	1,619,224
Mineral properties and deferred exploration expenditures (<i>note 4</i>)	7,483,245	5,137,323
Total assets	\$ 8,688,088	\$ 6,756,547
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (<i>note 5</i>)	\$ 61,036	\$ 127,034
Deferred premium on flow-through shares (<i>note 6</i>)	190,800	-
Total liabilities	251,836	127,034
Shareholders' equity		
Share capital (<i>note 7</i>)	11,475,500	9,752,340
Shares to be issued	30,000	-
Contributed surplus	1,897,924	1,477,413
Deficit	(4,967,172)	(4,600,240)
Total shareholders' equity	8,436,252	6,629,513
Total liabilities and shareholders' equity	\$ 8,688,088	\$ 6,756,547

Going concern (*note 1*)

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

Approved by the Board

Signed:

“Thomas Ullrich”

Director

“Jan-Erik Back”

Director

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Equity

For the nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

	Share Capital		Shares to be issued	Contributed Surplus	Deficit	Total Shareholders' Equity
	Number of Shares	Amount				
Balance, March 31, 2016	54,772,589	\$ 7,781,380	\$ -	\$ 1,080,091	\$ (3,092,040)	\$ 5,769,431
Issuance of common shares	4,000,000	1,800,000	-	-	-	1,800,000
Exercise of stock options	560,000	166,390	-	(54,390)	-	112,000
Exercise of warrants	190,000	62,768	-	(13,268)	-	49,500
Share issuance costs	-	(87,418)	-	-	-	(87,418)
Stock-based compensation	-	-	-	481,900	-	481,900
Loss and comprehensive loss for the period	-	-	-	-	(1,317,049)	(1,317,049)
Balance, December 31, 2016	59,522,589	\$ 9,723,120	\$ -	\$ 1,494,333	\$ (4,409,089)	\$ 6,808,364
Exercise of stock options	-	29,220	-	(29,220)	-	-
Stock-based compensation	-	-	-	12,300	-	12,300
Loss and comprehensive loss for the period	-	-	-	-	(191,151)	(191,151)
Balance, March 31, 2017	59,522,589	\$ 9,752,340	\$ -	\$ 1,477,413	\$ (4,600,240)	\$ 6,629,513
Issuance of non-flow-through shares	10,014,200	1,301,846	-	-	-	1,301,846
Issuance of flow-through shares	9,762,500	1,562,000	-	-	-	1,562,000
Premium on flow-through shares	-	(533,784)	-	-	-	(533,784)
Share issuance costs	-	(252,591)	-	-	-	(252,591)
Issuance of warrants	-	(354,311)	-	354,311	-	-
Proceeds from share subscriptions	-	-	30,000	-	-	30,000
Stock-based compensation	-	-	-	66,200	-	66,200
Loss and comprehensive loss for the period	-	-	-	-	(366,932)	(366,932)
Balance, December 31, 2017	79,299,289	\$ 11,475,500	\$ 30,000	\$ 1,897,924	\$ (4,967,172)	\$ 8,436,252

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

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Comprehensive Loss

For the three and nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

	Three Months		Nine Months	
	2017	2016	2017	2016
Expenses				
Salaries (<i>note 5</i>)	\$ 75,194	\$ 35,847	\$ 222,794	\$ 52,389
Consulting fees (<i>note 5</i>)	38,729	65,533	105,205	249,352
Professional fees (<i>note 5</i>)	15,038	19,344	47,046	135,746
Marketing	100,568	83,504	125,980	119,798
Travel	44,605	43,978	74,950	79,190
Filing and agency fees	7,979	7,267	18,576	26,124
General and administrative expenses	16,964	24,644	52,965	60,050
Stock-based compensation (<i>note 7</i>)	29,000	-	66,200	481,900
Field equipment standby charge (<i>note 5</i>)	-	-	-	112,500
Loss before other items	(328,077)	(280,117)	(713,716)	(1,317,049)
Other items				
Interest income	(1,200)	-	(3,800)	-
Premium on flow-through shares (<i>note 6</i>)	-	-	(342,984)	-
	(1,200)	-	(346,784)	-
Loss and comprehensive loss	\$ (326,877)	\$ (280,117)	\$ (366,932)	\$ (1,317,049)
Loss per share				
- basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)
Weighted average number of common shares outstanding	75,497,115	59,512,806	69,774,780	58,086,353
-basic and diluted				

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

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

For the nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

	2017	2016
Cash flow generated by (used in) operating activities		
Loss for the period	\$ (366,932)	\$ (1,317,049)
Items not affecting cash:		
Stock-based compensation	66,200	481,900
Premium on flow-through shares	(342,984)	-
	(643,716)	(835,149)
Non-cash working capital items (note 8)	670,687	(679,476)
	26,971	(1,514,625)
Cash flow used in investment activities		
Mineral properties and deferred exploration expenditures	(2,345,922)	(5,193,114)
	(2,345,922)	(5,193,114)
Cash flow from financing activities		
Proceeds from issuance of units	1,301,846	-
Proceeds from issuance flow-through shares	1,562,000	-
Proceeds from issuance of common stock	-	1,800,000
Proceeds from exercise of stock options	-	112,000
Proceeds from exercise of warrants	-	49,500
Share issuance costs	(252,591)	(87,418)
Proceeds from subscription for shares to be issued	30,000	-
Project funding by BHP Billiton	-	5,053,842
Operator's fees	-	374,084
Payment received on signing of Option Agreement with BHP Billiton	-	325,000
	2,641,255	7,627,008
Increase in cash and cash equivalents	322,304	919,269
Cash and cash equivalents, beginning of year	836,505	302,937
Cash and cash equivalents, end of period	\$ 1,158,809	\$ 1,222,206

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

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(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 303, 80 Richmond Street West, Toronto, Ontario, M5H 2A4. The Company is engaged in copper and zinc exploration and development and is currently focused on advancing its Storm Copper and Seal Zinc project on Somerset Island, Nunavut, Canada.

For the nine months ended December 31, 2017, the Company incurred a loss of \$366,932 and had an accumulated deficit of \$4,967,172 at December 31, 2017, and has yet to achieve revenue from operations. 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 and cover administrative costs, the Company may 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.

The recoverability of the amounts shown for mineral properties and deferred exploration expenditures is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in mineral properties, the ability of the Company to secure continued financial support to develop its mineral properties, and the attainment of future profitable production.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on February 25, 2018.

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 2017 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 2017 audited annual consolidated financial statements.

3. Cash and Cash Equivalents

The December 31, 2017 balance of cash and cash equivalents includes \$500,000 invested in a redeemable short-term investment certificate with a Canadian subsidiary of a major Canadian bank. The principal is guaranteed by the major Canadian bank and earns interest at 0.8% per annum, payable on redemption. The principal is redeemable upon request.

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

4. Mineral Properties and Deferred Exploration Expenditures

Mineral properties and deferred exploration expenditures consist of:

Storm Copper and Seal Zinc Project

Balance, March 31, 2016	\$ 5,603,248
Exploration and evaluation expenditures	5,286,961
Project funding under Option Agreement with BHP Billiton	(5,053,802)
Operator's fees earned	(374,084)
Payment received from BHP Billiton on closing of Option Agreement	(325,000)
Balance, March 31, 2017	\$ 5,137,323
Exploration and evaluation expenses	2,345,922
Balance, December 31, 2017	\$ 7,483,245

The Storm Copper and Seal Zinc Project (the "Project") consists of 133 contiguous mining claims and 12 prospecting permits covering an area of approximately 374,000 hectares on Somerset Island, Nunavut, Canada. The Company has a 100% ownership interest in the property, subject to a 0.875% Gross Overriding Royalty held by Commander Resources Ltd. on a portion of the property.

During the prior year, the Company advanced the Project in conjunction with a Canadian subsidiary of BHP Billiton ("BHP Billiton") under the terms of an option agreement (the "Option Agreement") signed on May 27, 2016. The Option Agreement was terminated on January 19, 2017.

The Company continues to actively advance the Project. The 2017 summer exploration program, which began in July, included a two-week field exploration program and a property-wide geophysical program comprised of a property-wide Falcon Plus Airborne Gravity Gradiometry survey conducted by CGG Multi-Physics.

5. Related-Party Transactions and Balances

The Company's related parties include the following:

Thomas Ullrich	Director and Officer
Jan-Erik Back	Director
Clifford Boychuk	Director
Michael Dufresne	Director and Consultant
Ian McPherson	Director
Dwight Walker	Officer
Benjamin Cox	Director and Officer until October 10, 2017
Iris Cox	Employee and spouse of Benjamin Cox (related party until October 10, 2017)

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

5. Related-Party Transactions and Balances - continued

The Company entered into the following related-party transactions during the period:

- a) Salaries in the amount of \$112,500 (2016 - \$109,333) were paid to Thomas Ullrich, the Company's Chief Executive Officer. The salaries were recorded as follows: \$31,536 - deferred exploration expenditures; \$80,964 – salaries expense.
- b) Fees in the amount of \$36,125 (2016 – \$346,994) were charged by APEX Geoscience Ltd., a mining and engineering firm controlled by Michael Dufresne. \$27,982 of these fees have been capitalized in mineral properties and deferred exploration expenditures and \$8,143 have been expensed. Amounts payable as at December 31, 2017 were \$12,295 (March 31, 2017 - \$430).
- c) Fees in the amount of \$37,500 (2016 - \$31,250) 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. The amounts payable to Target Financial Services Inc. at December 31, 2017 were \$nil (March 31, 2017 - \$nil).
- d) Salaries in the amount of \$34,306 (2016 - \$nil) 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. In the prior nine-month period ended December 31, 2016, Ms. Cox charged legal fees in the amount of \$38,553, which were reflected in professional fees.
- e) Salaries in the amount of \$55,417 (2016 - \$nil) were paid to Benjamin Cox, the Company's Executive Chairman until October 10, 2017. The Company agreed to continue to pay Mr. Cox's salary until January 31, 2018. The balance of accrued salaries earned to March 31, 2017 of \$35,000 was also paid in the period. In the prior nine-month period ended December 31, 2016, Mr. Cox served as the Company's Chief Executive Officer and, pursuant to an executive services agreement with Benjamin Cox and Associates, the Company was charged \$83,857 for consulting services provided by Benjamin Cox.
- f) In the prior nine-month period ended December 31, 2016, the Company was charged \$95,374 in fees for consulting services provided by Oren Inc., a company majority owned by Benjamin Cox. The agreement with Oren Inc. was terminated on October 31, 2017 and amounts payable at March 31, 2017 were \$nil.
- g) During the prior period, the Company finalized an agreement with and paid \$112,500 to Lone Peak Drilling (0820603 B.C. Ltd.), a company owned by Clifford Boychuk. The charge was in connection with Lone Peak's provision of drilling equipment on-site at the Storm Copper Project during the fifteen-month period following conclusion of the year prior's exploration program.

These transactions were in the normal course of business and were measured at the exchange amount. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment.

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

6. Deferred Premium on Flow-Through Shares

The premium paid for flow-through shares in excess of the market value of the shares without the flow-through features is initially recognized as a liability. The liability is subsequently reduced and recorded in the consolidated statements of comprehensive loss on a pro-rata basis based on the corresponding eligible expenditures that have been incurred when it is the Company's intention to file the appropriate renunciation forms with the Canadian taxation authorities.

Total premium liability of \$342,984 was recognized in respect of the July 7 and July 17, 2017 flow-through financings, and during the period ended December 31, 2017, \$342,984 of the deferred premium liability was recognized as income in the consolidated statements of comprehensive loss.

Total premium liability of \$190,800 was recognized in respect of the December 28, 2017 flow-through financing, and none of the deferred premium liability has yet been recognized as income in the consolidated statements of comprehensive loss.

As of December 31, 2017, the remaining deferred premium is \$190,800.

7. Share Capital

Authorized - 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, 2017	59,522,589	\$ 9,752,340
Private placement – July 7, 2017 (i)	14,876,700	1,500,132
Private placement – July 17, 2017 (ii)	925,000	91,839
Private placement – December 28, 2017 (iv)	3,975,000	445,200
Share issuance costs (iii), (iv)	-	(314,011)
Balance, December 31, 2017	79,299,289	\$ 11,475,500

- (i) On July 7, 2017, the Company issued 9,464,200 non-flow-through units at a price of \$0.13 per unit and 5,412,500 flow-through shares at a price of \$0.16 per share for gross proceeds of \$2,096,346. The brokered and non-brokered private placement included the issuance of 4,732,100 warrants exercisable at \$0.18 per share valued at \$275,998 and exercisable until January 7, 2019. The premium on the flow-through shares was \$320,216.
- (ii) On July 17, 2017, the Company issued 550,000 non-flow-through units at a price of \$0.13 per unit and 375,000 flow-through shares at a price of \$0.16 per share for gross proceeds of \$131,500. The brokered and non-brokered private placement included the issuance of 275,000 warrants exercisable at \$0.18 per share valued at \$16,893 and exercisable until January 17, 2019. The premium on the flow-through shares was \$22,768.
- (iii) In connection with the July financings, the Company paid broker's and finders' fees totalling \$119,751, issued 845,352 brokers' and finder's warrants exercisable for 18 months at \$0.18 and valued at \$61,420, paid legal fees of \$90,729, and paid regulatory and other costs of \$18,532.

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

7. Share Capital - continued

- (iv) On December 28, 2017, the Company issued 3,975,000 flow-through shares at a price of \$0.16 per share for gross proceeds of \$636,000 in a non-brokered private placement. The premium on the flow-through shares was \$190,800. In connection with the financing, the Company paid finders' fees of \$12,960 and legal and other costs of \$10,619.

Stock Options

The continuity of share purchase options is as follows:

	Number of Options	Weighted average exercise price
Outstanding, March 31, 2017	4,960,000	\$ 0.26
Options granted (i)	1,050,000	0.15
Outstanding, December 31, 2017	4,960,000	\$ 0.24

- (i) On December 8, 2017, the Company granted 1,050,000 options exercisable until December 8, 2024 at an exercise price of \$0.15 per share to Directors, Officers, Advisors and Consultants of the Company. The stock options were valued at \$124,800 using the Black-Scholes option-pricing model with the following assumptions: expected life of seven years, risk-free rate of 1.77%, expected dividend yield of 0%, and expected volatility of 150%. The share price at the time of the grant was \$0.125. The options vest on December 8, 2018. and the fair value amount of \$124,800 will be recognized over the twelve-month period to the vesting date. \$10,400 was included in stock-based compensation for the period.

As at December 31, 2017, the following options were outstanding and exercisable:

Expiry Date	Average Remaining Contractual Life (in years)	Number of Options Outstanding	Number of Options Exercisable	Exercise Price
August 30, 2020	2.7	1,420,000	1,420,000	\$ 0.20
October 20, 2020	2.8	125,000	125,000	0.15
October 27, 2021	3.8	475,000	475,000	0.20
February 1, 2023	5.1	1,040,000	1,040,000	0.20
May 18, 2023	5.4	1,400,000	1,400,000	0.40
January 27, 2024	6.1	500,000	-	0.20
December 8, 2024	6.9	1,050,000	-	0.15
	4.8	6,010,000	4,460,000	

The Company recognized \$66,200 (2016 - \$481,900) in stock-based compensation.

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

7. Share Capital - continued

Warrants

The continuity of share purchase warrants is as follows:

	Number of Warrants	Weighted average exercise price
Outstanding, March 31, 2017	2,507,500	\$ 0.15
Warrants issued - July 7, 2017 private placement (i)	4,732,100	0.18
Broker/finder warrants issued - July 7, 2017 private placement (i)	832,602	0.18
Warrants issued - July 17, 2017 private placement (ii)	275,000	0.18
Broker/finder warrants issued - July 17, 2017 private placement (ii)	12,750	0.18
Outstanding, December 31, 2017	8,359,952	\$ 0.17

- (i) On July 7, 2017, the Company issued warrants to acquire a total of 5,564,702 common shares of the Company at an exercise price of \$0.18 per common share, exercisable until January 7, 2019 in connection with the private placement. The fair value for these warrants of \$336,195 was determined using the Black-Scholes pricing model with the following assumptions: exercise price of \$0.18, volatility of 150%; an expected life of 1.5 years, a dividend yield of 0%, and a risk-free interest rate of 1.18%.
- (ii) On July 17, 2017, the Company issued warrants to acquire a total of 287,750 common shares of the Company at an exercise price of \$0.18 per common share, exercisable until January 17, 2019 in connection with the private placement. The fair value for these warrants of \$18,116 was determined using the Black-Scholes pricing model with the following assumptions: exercise price of \$0.18, volatility of 150%; an expected life of 1.5 years, a dividend yield of 0%, and a risk-free interest rate of 1.18%.

As at December 31, 2017, the following warrants were outstanding and exercisable:

Expiry Date	Number of Warrants	Exercise Price
January 13, 2018	2,507,500	\$ 0.15
January 7, 2019	5,564,702	0.18
January 17, 2019	287,750	0.18
	8,359,952	

Aston Bay Holdings Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Nine months ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

8. Additional Cash Flow Information

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

	December 31, 2017	December 31, 2016
Receivable from project	\$ 586,820	\$ (586,045)
Sales tax recoverable	121,544	(133,224)
Accounts receivable	36,052	6,794
Prepaid expenses	(7,731)	200,680
Accounts payable and accrued liabilities	(65,998)	(167,681)
	\$ 670,687	\$ (679,476)