

**MARCH 2016  
ASTON BAY HOLDINGS LTD.**

## **WHISTLEBLOWER POLICY**

### **1.0 INTRODUCTION**

Aston Bay Holdings Ltd. (the “**Company**”) is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Accounting Concerns**”).

Pursuant to its charter, the Audit Committee (the “**Committee**”) of the Board of Directors of the Company is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Accounting Concerns relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “**Policy**”).

For the purposes of this Policy, “Accounting Concerns” is intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper. Examples would include:

- (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- (b) violation of the Company’s Code of Business Conduct and Ethics;
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) deficiencies in or noncompliance with the Company or any of its subsidiaries’ internal policies and controls;

- (f) misrepresentation or a false statement by or to a director, officer or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) deviation from full and fair reporting of the Company's consolidated financial condition.

## **2.0 COMMUNICATION OF THE POLICY**

To ensure that all directors, officers, employees, consultants and contractors of the Company are aware of the Policy, a copy of the Policy will be distributed to all directors, officers, employees, consultants and contractors or alternatively they will be advised if the Policy is available on the Company's website for their review. All directors, officers, employees, consultants and contractors will be informed whenever significant changes are made. New directors, officers, employees, consultants and contractors will be provided with a copy of this Policy and will be educated about its importance.

## **3.0 REPORTING ALLEGED VIOLATIONS OR COMPLAINTS**

### **3.1 Reporting Concerns**

Any person with an Accounting Concern relating to the Company or any subsidiary of the Company may submit his or her concern to the Chairman of the Audit Committee (the "**Chairman**") of the Company in writing, by telephone, facsimile or e-mail as follows:

In Writing: Joseph Chiummiento  
The Chairman of the Audit Committee  
Aston Bay Holdings Ltd.  
c/o Suite B – 1701 E. Evergreen Blvd  
Vancouver, WA, USA 98661

By Phone: (360) 262-6969 (office)

*or*

By Fax: (360) 334-6283

*or*

By E-Mail: [joseph.chiummiento@astonbayholdings.com](mailto:joseph.chiummiento@astonbayholdings.com)

### **3.2 Anonymity and Confidentiality**

All submissions to the Chairman of the Audit Committee may be made and will be treated on a confidential and anonymous basis, save and except that all submissions regarding Accounting Concerns referred to in Section 1.0 (a) and (b) must identify the person making the submission.

### **4.0 NO ADVERSE CONSEQUENCES**

A submission regarding an Accounting Concern may be made by an officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an Accounting Concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Concern.

### **5.0 TREATMENT OF ACCOUNTING CONCERN SUBMISSIONS**

Accounting Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee thinks appropriate, including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the Accounting Concern.

Where possible and when determined to be appropriate by the Audit Committee, notice of any such corrective measures will be given to the person who submitted the Accounting Concern.

### **6.0 RETENTION OF RECORDS**

The Audit Committee will retain all records relating to any Accounting Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee will include records of all steps taken in connection with the investigation and the results of any such investigation.

## **7.0 REVIEW OF POLICY**

The Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Accounting Concerns.

## **8.0 QUERIES**

If you have any questions about how this Policy should be followed in a particular case, please contact the Chairman of the Audit Committee or the General Counsel of the Company.