Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

ASTON BAY HOLDINGS LTD. (the "Company")
400 E. Evergreen Blvd., Suite 222
Vancouver, WA 98660, USA

Item 2 Date of Material Change

November 8, 2013

Item 3 News Release

The news release was disseminated on November 8, 2013 by way of The Newswire.

Item 4 Summary of Material Change

The Company has closed the first tranche of its previously announced non-brokered private placement and has issued a total of 52 non flow-through units for gross proceeds of $156,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Pursuant to the close of this first tranche of the offering (the "Offering"), the Company has issued a total of 52 non flow-through units (the "NFT Units"). The NFT Units were priced at $3,000 per NFT Unit, for gross proceeds of $156,000. Each NFT Unit consists of 20,000 non-flow-through common shares of the Company (the "NFT Shares") priced at $0.15 per NFT Share and 10,000 warrants. Each warrant entitles the holder to acquire an additional NFT Share at a price of $0.30 per NFT Share until November 8, 2015, subject to accelerated expiry in certain circumstances. No finder's fees were paid in connection with closing of this first tranche of the Offering.

Certain directors, officers and other insiders of the Company participated in the first tranche of the Offering, having purchased 36 NFT Units, constituting related party transactions pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction insofar as the transaction involved interested parties did not exceed 25% of the Company's market capitalization.

All shares acquired by the placees in the first tranche of the Offering, and shares which may be acquired upon the exercise of the warrants are, and will be, subject to a hold period until March 9, 2014, in accordance with applicable Canadian securities legislation. Funds raised by this private placement will be used for advancing the Storm Copper and Seal Zinc Projects and for general corporate purposes.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer who is knowledgeable about the material change and this Report

Benjamin Cox, Chief Executive Officer

Business Telephone: (360) 262-6969
Facsimile: (604) 266-1840

Item 9 Date of Report

November 8, 2013