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

May 26, 2014

Item 3 News Release

The news release was disseminated on May 26, 2014 by way of The Newswire.

Item 4 Summary of Material Change

The Company has entered into an agreement (the "Exclusivity Agreement") for a period of exclusivity (the "Exclusivity Period") with a major mining company with a public market capitalization in excess of US$10 billion (the "Major"). The Exclusivity Period will last until the execution of an earn-in agreement and/or a Memorandum of Understanding ("MOU") or June 30, 2014, whichever is earlier. The Exclusivity Agreement is an initial step towards the proposed MOU to form a joint venture on the Storm Copper and Seal Zinc projects ("Storm").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has announced that it has entered into the Exclusivity Agreement for the Exclusivity Period with a Major mining company with a public market capitalization in excess of US$10 billion. The Exclusivity Period will last until the execution of an earn-in agreement and/or a MOU or June 30, 2014, whichever is earlier. The Exclusivity Agreement is an initial step towards the proposed MOU to form a joint venture on the Storm project.

Under the terms of the Exclusivity Agreement, the Company will provide to the Major all information relevant to the Storm project, and arrange for a site visit and tour of Storm. Aston Bay also agrees not to invite or facilitate any discussions with third parties with respect to Storm and Aston Bay's assets and shares in general, with certain exceptions. In consideration of Aston Bay entering into the Exclusivity Agreement, the Major will pay to the Company a non-refundable fee of $50,000 for the Exclusivity Agreement, an amount that will be counted towards the Major's exploration expenditures should an MOU be completed.

The complete terms and conditions of the potential MOU are still being negotiated and are subject to the approval of the Boards of Directors of the Company and the Major as well as the applicable regulatory authorities. There is no assurance that the MOU will be successfully concluded.

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: (360) 334-6283

Item 9 Date of Report

May 26, 2014