Introduction

This Interim Management Discussion and Analysis – Quarterly Highlights ("MD&A") has been prepared to provide material updates to the business operations and financial condition of Aston Bay Holdings Ltd. ("Aston Bay" or the "Company") since its last annual management discussion and analysis, being the Management Discussion & Analysis (the "Annual MD&A") for the fiscal year ended March 31, 2016. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, the audited annual consolidated financial statements of the Company for the years ended March 31, 2016 and 2015, and the unaudited condensed interim consolidated financial statements for the three months ended June 30, 2016 and the related notes thereto. All reported amounts are stated in Canadian dollars unless otherwise indicated. The information contained herein is presented as at August 26, 2016, unless otherwise indicated.

Description of Business

Aston Bay is a mineral exploration and development company involved in the acquisition and exploration of mineral properties located in North America. The Company's sole project is currently the Storm Copper Project located on Somerset Island, Nunavut, Canada. The Company is exploring copper and zinc prospects on the property.

Discussion of Operations

BHP Billiton Ltd. Option Agreement

On May 27, 2016, the Company signed a definitive Option Agreement (the "Option Agreement"), with a Canadian Subsidiary of BHP Billiton Ltd. ("BHP Billiton"), to cooperatively advance the Storm Copper Project. The terms of the Option Agreement govern the relationship between the Company and BHP Billiton.

Under the terms of the Option Agreement, BHP Billiton may earn a 75% interest in Storm by spending a minimum of $40,000,000 on qualifying exploration expenditures over a period of up to nine years, with minimum expenditures of $2,500,000 in the first two years. Aston Bay has no required exploration expenses for four years from the closing. Commander Resources Ltd. retains a 0.875% Gross Overriding Royalty over a portion of the property and Aston Bay holds a 0.3% Gross Overriding Royalty on a portion of the property.

2016 Field Season

During the three month period ended June 30, 2016, the Company completed an early works program in preparation for and began mobilizing for the 2016 summer field season at the Storm Property. Drilling and other planned activities commenced in early July 2016. The planned program includes drilling, as well as activities planned to identify additional targets for future exploration programs and to strengthen the understanding of the processes and controls on existing mineralization. Aston Bay is the Operator of the 2016 program, which is budgeted at approximately $4,000,000.

Work planned to be done as part of the 2016 exploration program, which has been completed subsequent to the period end but prior to the date of this MD&A, included:

- Approximately 2,000 metres of drilling;

- Re-logging of existing drill core;
- Surface mapping and regional soil sampling over a 105 kilometre strike length to develop new targets for future seasons; and
- Prospecting to investigate promising contacts and structures.

Following the completion of the 2016 exploration program and in conjunction with BHP Billiton, the Company continues to aggregate data and perform assays and other technical analysis on an ongoing basis as of the date of this MD&A.

Liquidity and Capital Resources

At June 30, 2016 the Company had cash of $218,488 and working capital deficit of $74,201. Segregated cash of $2,508,341 was held for use in committed exploration activities. The Company generates cash primarily through financing activities. Subsequent to the period end, on July 11, 2016 the Company raised an additional $1,800,000 in gross proceeds through the issuance of 4,000,000 common shares in a private placement. On July 28, 2016, the Company received $325,000 from BHP Billiton Ltd., an amount that was due as a result of the closing of the Option Agreement. Subsequent to the period end, funds received from the private placement financing and the contractual payment from BHP Billiton are available for general corporate purposes.

For the balance of the current fiscal year, the Company expects that all of its planned exploration activities will be funded by BHP Billiton as it fulfills its obligations under the Option Agreement. Aston Bay, as the operator of the Storm Project, ensures that it has a sufficient level of working capital available to run the exploration programs and meet its overhead costs.

As at the date of this MD&A, the Company has outstanding commitments related to its summer exploration program which will be met by BHP Billiton pursuant to the terms of the Option Agreement.

Under existing plans, the Company believes that it currently has sufficient capital resources available to meet its working capital needs for the balance of the fiscal year. The Company is involved in early stage exploration and data analysis. It has no current sources of revenue and does not anticipate receiving revenue in the foreseeable future. It is highly likely that it will continue to depend on equity financings in the future. The availability of future funding will depend on factors that include market conditions and the Company's exploration results.

Related Party Transactions

Related party transactions are detailed in note 4 to the condensed interim consolidated financial statements for the three months ended June 30, 2016. These transactions are for the provision of services to the Company by officers and directors of the Company, or parties related to those individuals through which services were provided. The transactions were in the normal course of business and were measured at the exchange value. With the exception of turnover in the parties holding certain offices, there were no changes in the arrangements for provision of services.

Risks and Uncertainties

The Company's principal activity is mineral exploration. Companies in this industry are subject to many and varied kinds of risks, including but not limited to discovery, partner, environmental, metal prices, political and economic. The Company's exploration budget is controlled by BHP Billiton in accordance with the Option Agreement, which affects exploration timelines on the Storm Copper Project.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures will be required to be made by the Company in order to establish ore reserves, which is not a guaranteed outcome.

The property interests owned by the Company are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of the Company's mineral exploration may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company may be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

The Company currently has limited working capital and incurs significant expenses on an on-going basis by virtue of being a public company, and this represents a significant risk factor. The Company will therefore require additional financing to carry on its business, and such financing may not be available when it is needed.

Forward Looking Statements & Cautionary Factors that may Affect Future Results

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Additional Information

Additional information relating to the Company is available on the SEDAR website, www.sedar.com.