



NOTICE OF ANNUAL GENERAL MEETING

TO: All holders of common shares of Aston Bay Holdings Ltd.

We will hold an annual general meeting of our shareholders on **Tuesday, October 10, 2017**, at our offices at **80 Richmond Street West, Suite 303, Toronto, Ontario**. The meeting will start at **10:00 am. (Eastern)**. We cordially invite you to attend and encourage you to do so.

At the meeting we will:

1. receive the annual consolidated financial statements of Aston Bay Holdings Ltd. for the financial year ended March 31, 2017, and the report of our auditor on those statements;
2. set the number of directors and elect directors;
3. appoint the auditor for Aston Bay Holdings Ltd.;
4. seek annual approval, as required by the policies of the TSX Venture Exchange, for the continuation of our Stock Option Plan, which reserves the number of common shares issuable pursuant to options granted under the Plan at a “rolling” maximum of 10% of the issued and outstanding shares at the time of any grant; and
5. consider any other proper business.

An Information Circular prepared by our management, together with a form of proxy, accompany this Notice of Annual General Meeting and should be read in conjunction with this Notice.

DATED at Portland, Oregon, USA, September 1, 2017.

BY ORDER OF THE BOARD

(signed) “*Benjamin Cox*”

Benjamin Cox
Executive Chair

If you cannot attend, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions. Please complete, date and sign your form of proxy and return it by mail or fax to our transfer agent, Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524); or vote by telephone or through the Internet following the instructions on the form of proxy. To be valid, a completed form of proxy must be received by our transfer agent by no later than 10:00 a.m. (Eastern) on Thursday, October 5, 2017; or, if the meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned meeting.

If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.