

**Form 62-103F3**  
***REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR***  
***UNDER PART 4***

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

**Item 1 – Security and Reporting Issuer**

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares, purchase warrants, and common shares via private placement in the capital of

Aston Bay Holdings Ltd. (“Aston Bay”)  
1033 Marinaside Crescent  
Suite 3507  
Vancouver, BC V6Z 3A3  
Canada

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

TSX Venture Exchange

**Item 2 – Identity of the Eligible Institutional Investor**

2.1 State the name and address of the eligible institutional investor.

Mackenzie Financial Corporation (“Mackenzie”)  
180 Queen Street West  
Toronto, Ontario  
M5V 3K1

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On July 6, 2017, four investment funds managed by Mackenzie completed the acquisition of 3,500,000 common shares through a private placement. As a result, Mackenzie’s securityholding percentage in Aston Bay, crossed above the 17.5% as at July 31, 2017.

2.3 State the name of any joint actors.

Not applicable

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

Mackenzie is eligible to file this Alternative Monthly Reporting System report pursuant to the Part 4 of National Instrument 62-103.

### **Item 3 – Interest in Securities of the Reporting Issuer**

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

Mackenzie's previous report dated November 9, 2016, reported holdings of 10,700,000 common shares and purchase warrants of Aston Bay, representing approximately 17.44% of the total shares outstanding on a flow through basis on behalf of Mackenzie's managed accounts as at October 31, 2016. Since November 1, 2016, the aggregate number of common shares and purchase warrants held by Mackenzie's managed accounts has increased by 3,500,000 shares. As a result, Mackenzie's securityholding percentage has increased by approximately 2.05% on a flow through basis.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

Mackenzie reports that the aggregate number of common shares, purchase warrants, and common shares via private placement of Aston Bay held by Mackenzie's managed accounts as at July 31, 2017 was 14,200,000 shares, representing approximately 19.50% of the total shares outstanding on a flow through basis.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable

3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

- (a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,
- (b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and
- (c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Mackenzie, as investment manager, has control and/or direction over an aggregate of 14,200,000 common shares, purchase warrants, and common shares via private placement of Aston Bay, representing approximately 19.50% of the total shares outstanding on a flow through basis. Mackenzie specifically disclaims any beneficial ownership of the reported common shares and purchase warrants, but as investment manager it maintains exclusive power to exercise investment control and/or direction over such common shares and purchase warrants for its managed accounts as the beneficial owners.

3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

As at July 31, 2017, Mackenzie held 1,800,000 purchase warrants of Aston Bay, representing approximately 2.36% of the total shares outstanding on a flow through basis. Each warrant entitles the shareholder to purchase one non-flow through common share of Aston Bay at an exercise price of 0.15 CAD until January 13, 2018. If such warrants are exercised, Mackenzie will hold 14,200,000 common shares of Aston Bay, representing approximately 17.44% of the total shares outstanding on a flow through basis.

3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not Applicable

3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not Applicable

#### *INSTRUCTIONS*

*(i) "Related financial instrument" has the meaning ascribed to that term in NI 55-104. Item 3.5 encompasses disclosure of agreements, arrangements or understandings where the economic interest related to a security beneficially owned or controlled has been altered.*

*(ii) An eligible institutional investor may omit the securityholding percentage from a report if the change in percentage is less than 1% of the class.*

*(iii) For the purposes of Item 3.5, 3.6 and 3.7, a material term of an agreement, arrangement or understanding does not include the identity of the counterparty or proprietary or commercially sensitive information.*

*(iv) For the purposes of Item 3.7, any agreements, arrangements or understandings that have been disclosed under other items in this Form do not have to be disclosed under this item.*

#### **Item 4 – Purpose of the Transaction**

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the

eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;
- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;
- (e) a material change in the reporting issuer's business or corporate structure;
- (f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;
- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (i) a solicitation of proxies from securityholders;
- (j) an action similar to any of those enumerated above.

The common shares, purchase warrants and common shares via private placement were acquired in the ordinary course of business for investment purposes only and not for the purpose of exercising control or direction over Aston Bay. Mackenzie's managed accounts may from time to time acquire additional common shares and purchase warrants, dispose of some or all, or may continue to hold the financial instruments.

#### **Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not Applicable

*INSTRUCTIONS*

*(i) Agreements, arrangements or understandings that are described under Item 3 do not have to be disclosed under this item.*

*(ii) For the purposes of Item 5, the description of any agreements, arrangements, commitments or understandings does not include naming the persons with whom those agreements, arrangements, commitments or understandings have been entered into, or proprietary or commercially sensitive information.*

#### **Item 6 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not Applicable

#### **Item 7 – Certification**

The eligible institutional investor must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

#### **Certificate**

The certificate must state the following:

I, as the eligible institutional investor, certify, or I, as the agent filing the report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

August 9, 2017

Date

David Cheop

Signature

David Cheop / Vice President and Chief Compliance Officer

Name/Title