



## STATEMENT OF EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis is to provide information about compensation decisions relating to our named executive officers (“**Named Executive Officers**”) during the year ended March 31, 2018. The following individuals were Aston Bay’s Named Executive Officers (as determined by applicable securities legislation) during its fiscal year ended March 31, 2018:

- Thomas Ullrich, Chief Executive Officer (since November 2016); formerly Chief Operating Officer and Executive Vice-President (February 2016 to November 2016);
- Dwight Walker, Chief Financial Officer (since May 2016);
- Benjamin Cox, Executive Chairman (November 2016 to October 2017); Chief Executive Officer (May 2013 to November 2016).

Aston Bay is classified as a Tier 2 ‘Mineral Exploration and Development’ company pursuant to the policies of the TSX Venture Exchange (the “**Exchange**”). As a junior mineral exploration company engaged in the acquisition, exploration and evaluation of mineral properties, Aston Bay has no significant revenues from operations and we often operate with limited financial resources to ensure that funds are available to complete scheduled exploration programs. As a result, the Board of Directors has to consider not only the financial situation of Aston Bay at the time of determination of executive compensation, but also the estimated financial situation of Aston Bay in the mid- and long-term. An important element of executive compensation is that of incentive stock options, which do not require cash disbursement by Aston Bay.

Additional information about Aston Bay and its operations is available in financial statements, Management’s Discussion & Analysis and other public disclosure documents, which are electronically filed with regulators and are available for viewing through the Internet under Aston Bay’s issuer profile at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at [www.sedar.com](http://www.sedar.com).

#### *The Role of the Compensation Committee and Compensation Governance*

Aston Bay relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of incentive stock options that may be granted to directors, officers, employees and consultants, and for reviewing the recommendations of the Compensation Committee respecting compensation for Aston Bay’s executive officers to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of Aston Bay’s executive officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of Aston Bay and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Aston Bay’s shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

In order to assist the Board in fulfilling its oversight responsibilities with respect to human resources matters, the Board has established a Compensation Committee, the responsibilities of which include, among others, making recommendations to the Board of Directors relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer; reviewing and approving the Chief Executive Officer’s recommendations respecting the compensation of other officers and key employees of, and key consultants to, Aston Bay; approving compensation of the directors; and making recommendations to the Board of Directors for option-based awards to be granted under Aston Bay’s stock option incentive plan.

The members of the Compensation Committee have experience relevant to executive compensation gained during their professional careers and they bring a broad base of skills and experience that contributes to their abilities to make decisions on Aston Bay's compensation policies and practices, including knowledge of the industry and operational experience.

The Compensation Committee may, as part of its review and evaluation processes, engage independent third party executive compensation consultants and be guided in part on reports prepared by such consultants. During Aston Bay's fiscal year ended March 31, 2018, no such consultants were engaged. No research reports or consultants were relied on in determining any form of compensation during or subsequent to the fiscal year ended March 31, 2018.

#### ***Option Based Awards***

Options to purchase common shares of Aston Bay are intended to align the interests of our directors and executive officers with those of our shareholders and to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value. Aston Bay's stock option incentive plan is administered by the Board of Directors on recommendations from the Compensation Committee. In establishing the number of the incentive stock options to be granted to the Named Executive Officers, to directors and to employees and consultants, the Board of Directors considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options, and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation.

#### ***Benefits and Perquisites***

As of the year ended March 31, 2018, Aston Bay did not offer any benefits or perquisites to our Named Executive Officers or to our directors other than entitlement to incentive stock options as otherwise disclosed and discussed herein or as otherwise available to all employees. Aston Bay does not, as of the date of this Statement of Executive Compensation, offer any form of pension plan.

#### ***Risks Associated with Aston Bay's Compensation Practices***

Our Board of Directors has not, as yet, considered the implications of any risks to Aston Bay associated with decisions regarding compensation of Aston Bay's executive officers.

#### ***Hedging by Named Executive Officers or Directors***

Aston Bay has not, as yet, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted or awarded as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Statement of Executive Compensation, entitlement to grants of incentive stock options under Aston Bay's stock option incentive plan is the only equity security element awarded by Aston Bay to its executive officers and directors.

### **NAMED EXECUTIVE OFFICERS – SUMMARY COMPENSATION TABLE**

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each of our Named Executive Officers during the fiscal years ended March 31, 2018, March 31, 2017 and March 31, 2016. Amounts reported in the table below are in Canadian dollars.

Name and principal position	Fiscal year ended March 31	Salary/Fee (C\$)	Share-based awards (C\$)	Option-based awards (C\$)	Non-equity incentive plan compensation (\$C)			Total compensation (C\$)
					Annual incentive plans	Long-term incentive plans	All other compensation (C\$)	
Thomas Ullrich <sup>(1)</sup> <i>Chief Executive Officer, (Former) Chief Operating Officer and Executive V.P. - Exploration</i>	2018	150,000	Nil	20,800 <sup>(2)</sup>	Nil	Nil	Nil	170,800
	2017	143,500	Nil	120,475 <sup>(3)</sup>	Nil	Nil	Nil	263,975
	2016	17,500	Nil	54,464 <sup>(4)</sup>	Nil	Nil	Nil	71,964
Dwight Walker <sup>(5)</sup> <i>Chief Financial Officer</i>	2018	Nil	Nil	20,800 <sup>(2)</sup>	Nil	Nil	50,000 <sup>(5)</sup>	70,800
	2017	Nil	Nil	34,421 <sup>(6)</sup>	Nil	Nil	43,750 <sup>(5)</sup>	78,171
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Benjamin Cox <sup>(7)</sup> <i>(Former) Executive Chairman and (Former) CEO</i>	2018	87,500 <sup>(8)</sup>	Nil	Nil	Nil	Nil	Nil <sup>(8)</sup>	87,500
	2017	35,000 <sup>(8)</sup>	Nil	118,754 <sup>(9)</sup>	Nil	Nil	83,857 <sup>(8)</sup>	237,611
	2016	Nil	Nil	39,940 <sup>(10)</sup>	Nil	Nil	125,956 <sup>(8)</sup>	165,896

<sup>(1)</sup> Thomas Ullrich has served as Chief Executive Officer since November 22, 2016, prior to which he served as Chief Operating Officer and Executive Vice-President, Exploration from February 1, 2016. Compensation for Mr. Ullrich's services is provided for pursuant to an Employment Agreement with Aston Bay. See "Termination and Change of Control Benefits" below.

<sup>(2)</sup> The grant date fair value of incentive stock options to purchase 175,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.15 until December 8, 2024, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2018, for the assumptions and estimates used for this calculation).

<sup>(3)</sup> The grant date fair value of incentive stock options to purchase 350,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.40 until May 18, 2023, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2017, for the assumptions and estimates used for this calculation).

<sup>(4)</sup> The grant date fair value of incentive stock options to purchase 300,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.20 until February 1, 2023, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2016, for the assumptions and estimates used for this calculation).

<sup>(5)</sup> Dwight Walker has served as Chief Financial Officer since May 18, 2016. Compensation for Mr. Walker's services in his capacity as Chief Financial Officer is provided for pursuant to a consulting agreement among Aston Bay, Dwight Walker and Target Financial Services Inc., a private company controlled by Mr. Walker. See "Termination and Change of Control Benefits" below.

<sup>(6)</sup> The grant date fair value of incentive stock options to purchase 100,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.40 until May 18, 2023, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2017, for the assumptions and estimates used for this calculation).

<sup>(7)</sup> Benjamin Cox served as Chief Executive Officer from May 2013 to November 2016, and was appointed as Executive Chair on November 22, 2016, on the appointment of Mr. Ullrich as Chief Executive Officer. Mr. Cox served as Executive Chair until his departure as a director of Aston Bay following the annual general shareholder meeting held October 10, 2017, at which meeting he did not stand for re-election.

<sup>(8)</sup> Compensation for Mr. Cox's services in his capacity as Executive Chairman was provided for pursuant to an Employment Agreement between Mr. Cox and Aston Bay dated November 28, 2016. \$35,000 was paid as salary under Mr. Cox's Employment Agreement for the period December 1, 2016 to March 31, 2017; and \$54,417 was paid as salary under Mr. Cox's Employment Agreement for the period April 1, 2017 to October 10, 2017. By mutual agreement, Aston Bay continued to pay Mr. Cox's salary from October 10, 2017 to January 31, 2018, for transition following Mr. Cox's departure. Compensation for Mr. Cox's services in his former capacity as Chief Executive Officer was previously provided for pursuant to an Executive Services Agreement between Aston Bay and Benjamin Cox and Associates, which Executive Services Agreement was terminated effective November 28, 2016. During the fiscal year ended March 31, 2016, and on agreement reached between the parties, \$18,000 of accrued executive services fees owing by Aston Bay to Mr. Cox was satisfied by the issuance by Aston Bay to Benjamin Cox and Associates of 180,000 common shares at a deemed per share price of \$0.10. See "Shares in Satisfaction of Executive Services Fees", which follows.

<sup>(9)</sup> The grant date fair value of incentive stock options to purchase 345,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.40 until May 18, 2023, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2017, for the assumptions and estimates used for this calculation).

<sup>(10)</sup> The grant date fair value of incentive stock options to purchase 220,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.20 until February 1, 2023, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2016, for the assumptions and estimates used for this calculation).

### *Shares in Satisfaction of Executive Services Fees*

During the fiscal year ended March 31, 2016, as summarized in the table that follows, Aston Bay satisfied payment of certain executive services fees accrued and payable to Benjamin Cox, then Aston Bay's Chief Executive Officer, by the issuance of common shares of Aston Bay at a deemed per share price of \$0.10.

<u>Named Executive Officer</u>	<u>Accrued fees satisfied by the issuance of common shares</u>	<u>Number of common shares issued on July 13, 2015, at a deemed per share price of \$0.10</u>
Benjamin Cox	\$18,000	180,000

### *Named Executive Officers – Incentive Plan Awards – Outstanding Option-Based Awards*

During the fiscal year ended March 31, 2018, the Board of Directors granted incentive stock options to certain officers, directors, consultants and advisors entitling the purchase of an aggregate 1,050,000 common shares in the capital of Aston Bay exercisable at a per share price of \$0.15 until December 8, 2024.

The following table sets out option-based awards granted to the Named Executive Officers during the fiscal year ended March 31, 2018, and in prior years, which were outstanding at the fiscal year ended March 31, 2018. No other share-based or non-equity incentive plan compensation has been awarded to our Named Executive Officers.

<u>Named Executive Officer</u>	<u>Option-based Awards</u>				<u>Share-based Awards</u>		
	<u>Number of common shares underlying unexercised options (#)</u>	<u>Option exercise price per common share (C\$)</u>	<u>Option expiry date</u>	<u>Value of unexercised in-the-money options<sup>(1)</sup> (C\$)</u>	<u>Number of shares or units of shares that have not vested (#)</u>	<u>Market or payout value of share-based awards that have not vested (C\$)</u>	<u>Market or payout value of vested share-based awards not paid out or distributed (C\$)</u>
Thomas Ullrich	175,000	0.15	December 8, 2024	19,250	N/A	N/A	N/A
	350,000	0.40	May 18, 2023	Nil			
	300,000	0.20	February 1, 2023	18,000			
Dwight Walker	175,000	0.15	December 8, 2024	19,250	N/A	N/A	N/A
	100,000	0.40	May 18, 2023	Nil			
Benjamin Cox	345,000	0.40	May 18, 2023	Nil	N/A	N/A	N/A
	220,000	0.20	February 1, 2023	13,200			
	900,000	0.20	August 30, 2020	54,000			

<sup>(1)</sup> The value of unexercised "in-the-money options" at the financial year-end is the difference between the market value of the underlying common shares on the TSX Venture Exchange on March 31, 2018, and the option exercise price. The closing price of the common shares on March 29, 2018, the last day the stock traded prior to March 31, 2018, was \$0.26.

### *Named Executive Officers – Incentive Plan Awards – Value Vested or Earned During the Year*

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

Options granted to our Named Executive Officers on May 18, 2016, vested immediately; and options granted to our Named Executive Officer on December 8, 2017, do not vest and do not become exercisable until December 8, 2018. All other options granted to our Named Executive Officers vested and became exercisable during fiscal years prior to the fiscal year ended March 31, 2018. As such, no value vested in favour of the Named Executive Officers during the fiscal year ended March 31, 2018, as a result of options vesting.

The following table sets out detail of incentive plan award value vested in favour of Aston Bay's Named Executive Officers during the fiscal year ended March 31, 2018.

Name	Option-based awards – Value vested <sup>(1)</sup> during the fiscal year ended March 31, 2018 (C\$)	Share-based awards – Value vested during the fiscal year ended March 31, 2018 (C\$)	Non-equity incentive plan compensation – Value earned during the fiscal year ended March 31, 2018 (C\$)
Thomas Ullrich	Nil	N/A	N/A
Dwight Walker	Nil	N/A	N/A
Benjamin Cox	Nil	N/A	N/A

<sup>(1)</sup> Represents the aggregate dollar value that would have been realized if the incentive stock options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

As no incentive stock options to purchase common shares of Aston Bay were exercised by our Named Executive Officers during the fiscal year ended March 31, 2018, no value was earned by our Named Executive Officers as a result of exercise of incentive stock options during the fiscal year ended March 31, 2018.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as described below, as of the date of this Statement of Executive Compensation, Aston Bay is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of Aston Bay or a change in a Named Executive Officer’s responsibilities.

### *Thomas Ullrich, Chief Executive Officer*

Aston Bay is party to an employment agreement (the “**Ullrich Agreement**”) dated June 23, 2016, with Thomas Ullrich, pursuant to which Mr. Ullrich is employed by Aston Bay, formerly as its Chief Operating Officer and Executive V.P. – Exploration, and as of November 28, 2016 as its Chief Executive Officer. The Ullrich Agreement was for a term of two years until January 31, 2018, renewable thereafter upon mutual consent of the parties, to continue until terminated in accordance with its terms. The Ullrich Agreement provides for a salary of \$110,000 until February 1, 2017, increasing to \$150,000 for the remainder of the initial two-year term, exclusive of bonuses, benefits and other compensation payable (if any), and subject to adjustment in accordance with the terms of the Ullrich Agreement or as may be agreed to by the parties. The Ullrich Agreement contains provision for monthly adjustment to Mr. Ullrich’s salary to account for working days during each calendar month that are not also “Field Days” (as such term is defined in the Ullrich Agreement) and for which Field Days Aston Bay is reimbursed by its exploration partner.

The Ullrich Agreement may be terminated by Mr. Ullrich by giving Aston Bay four weeks’ prior written notice of his intention to do so. The Ullrich Agreement may be terminated by Aston Bay by giving Mr. Ullrich two months’ prior written notice of its intention to do so or by providing compensation to Mr. Ullrich in lieu of notice, which as of March 31, 2018, would have been \$25,000, with termination the immediate effect.

Pursuant to the terms of the Ullrich Agreement, in the event there is a “Change in Control” (as such term is defined in the Ullrich Agreement) either Mr. Ullrich or Aston Bay shall have 90 days from the date of such Change in Control to elect to have Mr. Ullrich’s position terminated. In the event such an election is made, Aston Bay shall, within 60 days of such election, make a lump sum termination payment to Mr. Ullrich equivalent to three months’ gross salary then payable under the Ullrich Agreement, which as of March 31, 2018, would have been \$37,500, and Mr. Ullrich shall be entitled for a period of one year in accordance with the terms of Aston Bay’s Stock Option Plan to exercise any stock options granted to him by Aston Bay and then outstanding as of the date of such election.

Should the Ullrich Agreement be terminated by Aston Bay for cause or voluntarily terminated by Mr. Ullrich, Mr. Ullrich is not entitled to any termination or severance payment other than payment by Aston Bay of compensation earned by Mr. Ullrich to the date of termination.

### ***Dwight Walker, Chief Financial Officer***

On August 12, 2016, Aston Bay entered into a consulting agreement (the “**Walker Agreement**”) with Dwight Walker and Target Financial Services Inc. (“**Target**”), pursuant to which Mr. Walker agreed to, indirectly through Target, serve as Chief Financial Officer of Aston Bay in consideration of an annual fee of \$50,000. The Walker Agreement is for an initial term commencing February 1, 2016, the date Mr. Walker’s services to Aston Bay commenced, until September 30, 2017, renewable annually thereafter or until terminated in accordance with the terms of the Walker Agreement.

The Walker Agreement may be terminated by Mr. Walker and Target by giving Aston Bay four weeks’ prior written notice of their intention to do so. During the initial term, the Walker Agreement may be terminated by Aston Bay by giving Target four weeks’ prior written notice of its intention to do so or providing compensation to Target equivalent to four weeks’ pay in lieu of notice, which as of March 31, 2018, would have been \$4,167, with termination the immediate effect. After the initial term, the Walker Agreement may be terminated by Aston Bay by giving Target six weeks’ prior written notice of its intention to do so or two months’ pay in lieu of notice, which as of March 31, 2018, would have been \$8,333, with termination the immediate effect.

Pursuant to the terms of the Walker Agreement, in the event there is a “Change in Control” (as such term is defined in the Walker Agreement) either Mr. Walker and Target or Aston Bay shall have 90 days from the date of such Change in Control to elect to have Mr. Walker’s position terminated. In the event such an election is made, Aston Bay shall, within 30 days of such election, make a lump sum termination payment to Target equivalent to two months’ remuneration then payable under the Walker Agreement, which as of March 31, 2018, would have been \$8,333, and Mr. Walker shall be entitled for a period of one year in accordance with the terms of Aston Bay’s Stock Option Plan to exercise any stock options granted to him by Aston Bay and then outstanding as of the date of such election.

Should the Walker Agreement be terminated by Aston Bay for cause or voluntarily terminated by Target and Mr. Walker, Target is not entitled to any termination or severance payment other than payment by Aston Bay of compensation earned by Target to the date of termination.

### **MANAGEMENT CONTRACTS**

The management functions of Aston Bay are performed by its directors and officers and Aston Bay has no management agreements or other arrangements under which persons other than the directors and officers of Aston Bay perform such management functions.

### **DIRECTOR COMPENSATION**

Aston Bay does not pay its directors a fee for acting as such. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may, from time to time, be granted options to purchase common shares.

The following disclosure of compensation of our non-executive directors during Aston Bay’s fiscal year ended March 31, 2018, excludes compensation of Thomas Ullrich, a director and the Chief Executive Officer of Aston Bay, and of Benjamin Cox, a director and Executive Chairman of Aston Bay until October 10, 2017, whose compensation is disclosed above at Part 4 – Executive Compensation – Named Executive Officers – Summary Compensation Table.

Director and principal position	Fiscal year ended Mar 31	Salary/Fee (C\$)	Share-based awards (C\$)	Option-based awards (C\$)	Non-equity incentive plan compensation (\$)			Total Compensation (C\$)
					Annual incentive plans	Long-term incentive plans	All other compensation (C\$)	
Clifford Boychuk <i>Director</i>	2018	Nil	Nil	11,886 <sup>(1)</sup>	Nil	Nil	Nil	11,886
Michael Dufresne <sup>(3)</sup> <i>Director</i>	2018	Nil	Nil	11,886 <sup>(1)</sup>	Nil	Nil	Nil	11,886
Ian McPherson <i>Director</i>	2018	Nil	Nil	11,886 <sup>(1)</sup>	Nil	Nil	Nil	11,886
Jan-Erik Back <i>Director</i>	2018	Nil	Nil	14,857 <sup>(2)</sup>	Nil	Nil	Nil	14,857

<sup>(1)</sup> The grant date fair value of incentive stock options to purchase 100,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.15 until December 8, 2024, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2018, for the assumptions and estimates used for this calculation).

<sup>(2)</sup> The grant date fair value of incentive stock options to purchase 125,000 common shares in the capital of Aston Bay at a per share exercise price of \$0.15 until December 8, 2024, estimated using the Black-Scholes option pricing model (see Note 8 to Aston Bay's audited consolidated financial statements for the fiscal year ended March 31, 2018, for the assumptions and estimates used for this calculation).

<sup>(3)</sup> During the fiscal year ended March 31, 2018, Aston Bay was charged \$44,281 (2017 - \$352,366) by APEX Geoscience Ltd., a privately owned mining and engineering firm of which Michael Dufresne is the President.

#### ***Directors – Incentive Plan Awards – Outstanding Option-Based Awards***

During the fiscal year ended March 31, 2018, the Board of Directors granted incentive stock options to certain officers, directors, consultants and advisors entitling the purchase of an aggregate 1,050,000 common shares in the capital of Aston Bay at a per share price of \$0.15 until December 8, 2024.

The following table sets out option-based awards granted to our non-executive directors during the fiscal year ended March 31, 2018, and in prior years, which were outstanding at the fiscal year ended March 31, 2018. No other share-based or non-equity incentive plan compensation has been awarded to our non-executive directors. See "Named Executive Officers – Incentive Plan Awards – Outstanding Option-Based Awards" above for outstanding options held by Thomas Ullrich and Benjamin Cox on March 31, 2018.

Director	Option-based Awards				Share-based Awards		
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (C\$)	Option expiry date	Value of unexercised in-the-money options <sup>(1)</sup> (C\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (C\$)	Market or payout value of vested share-based awards not paid out or distributed (C\$)
Clifford Boychuk	100,000	0.15	December 8, 2024	11,000	N/A	N/A	N/A
	80,000	0.40	May 18, 2023	Nil			
	100,000	0.20	February 1, 2023	6,000			
	200,000	0.20	August 30, 2020	12,000			
Michael Dufresne	100,000	0.15	December 8, 2024	11,000	N/A	N/A	N/A
	120,000	0.40	May 18, 2023	Nil			
Ian McPherson	100,000	0.15	December 8, 2024	11,000	N/A	N/A	N/A
	62,500	0.40	May 18, 2023	Nil			
	60,000	0.20	February 1, 2023	3,600			
	150,000	0.20	October 27, 2021	9,000			

Director	Option-based Awards				Share-based Awards		
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (C\$)	Option expiry date	Value of unexercised in-the-money options <sup>(1)</sup> (C\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (C\$)	Market or payout value of vested share-based awards not paid out or distributed (C\$)
Jan-Erik Back	125,000	0.15	December 8, 2024	13,750	N/A	N/A	N/A
	50,000	0.40	May 18, 2023	Nil			
	200,000	0.20	August 30, 2020	12,000			

<sup>(1)</sup> The value of unexercised “in-the-money options” at the financial year-end is the difference between the market value of the underlying common shares on the TSX Venture Exchange on March 31, 2018, and the option exercise price. The closing price of the common shares on March 29, 2018, the last day the stock traded prior to March 31, 2018, was \$0.26.

### *Directors – Incentive Plan Awards – Value Vested or Earned During the Year*

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

Options granted to our non-executive directors on May 18, 2016, vested immediately; and options granted to our non-executive directors on December 8, 2017, do not vest and do not become exercisable until December 8, 2018. All other options granted to Aston Bay’s non-executive directors vested and became exercisable during fiscal years prior to the fiscal year ended March 31, 2018. As such, no value vested in favour of our non-executive directors during the fiscal year ended March 31, 2018, as a result of options vesting.

The following table sets out detail of incentive plan award value vested in favour of Aston Bay’s non-executive directors during the fiscal year ended March 31, 2018.

Director	Option-based awards – Value vested <sup>(1)</sup> during the fiscal year ended March 31, 2018 (C\$)	Share-based awards – Value vested during the fiscal year ended March 31, 2018 (C\$)	Non-equity incentive plan compensation – Value earned during the fiscal year ended March 31, 2018 (C\$)
Clifford Boychuk	Nil	N/A	N/A
Michael Dufresne	Nil	N/A	N/A
Ian McPherson	Nil	N/A	N/A
Jan-Erik Back	Nil	N/A	N/A

<sup>(1)</sup> Represents the aggregate dollar value that would have been realized if the incentive stock options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

As no other incentive stock options to purchase common shares of Aston Bay were exercised by Aston Bay’s non-executive directors during the fiscal year ended March 31, 2018, no value was earned by the non-executive directors as a result of exercise of incentive stock options during the fiscal year ended March 31, 2018.

Prepared on September 25, 2018.