

ASTON HILL FINANCIAL INC.

FOR THE PERIOD ENDED MARCH 31, 2008

MANAGEMENT DISCUSSION & ANALYSIS FORM 51-102F1

Aston Hill Financial Inc. ("Aston Hill" or the "Company"), formerly Overlord Financial Inc. ("Overlord"), changed its name on June 5, 2007 and as such references to the historical financial information of the Company or Aston Hill are synonymous with references to the historical financial information of Overlord prior to June 5, 2007. The historical financial information of the Company can be found on SEDAR under Aston Hill Financial Inc.

This management discussion and analysis ("MD&A") document should be read in conjunction with the unaudited interim consolidated financial statements for the period ended March 31, 2008 and the audited annual consolidated financial statements for the year ended December 31, 2007 and December 31, 2006 and the notes thereto of Aston Hill.

The information provided herein is effective as of May 29, 2008 and is, at least in part, based upon assumptions regarding future events and results, which may vary.

This MD&A contains forward-looking statements. Forward-looking statements are based on current expectations that involve a number of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the MD&A. Forward-looking statements are based on the estimates and opinions of Aston Hill's management at the time the statements were made.

Overview

Aston Hill is a company listed on the TSX Venture Exchange and incorporated under the *Business Corporations Act* (Alberta). The Company's business focuses on managing energy-related investment funds and assets. To that end, Aston Hill has created wholly-owned subsidiary corporations and divisions which have defined platforms and objectives of their own, all as part of the Company's business plan. Aston Hill's management, employees and consultants are working within these subsidiaries and divisions to develop their respective businesses.

Business Interests

Aston Hill has a number of wholly owned subsidiary companies and conducts business essentially along three distinct divisional lines: Catapult Oil and Gas Fund Management, Sword Oil and Gas Property Management and Aston Hill High-Yield Fund Management.

Catapult Oil and Gas Fund Management

Catapult Financial Management Inc., an Alberta company formerly named Catapult Energy 2004 Inc., is the general partner of Catapult Energy Limited Partnership I (the "Partnership") and is responsible for managing the investments in private and public junior resource issuers for the Partnership. The Partnership closed its initial public offering on June 29, 2005 and is listed on the TSX under the ticker symbol CPU.UN. The partnership was dissolved and funds were distributed to unitholders as of March 31, 2008 in accordance with the original prospectus.

Catapult Energy 2006 Inc., an Alberta company, is the general partner of the Catapult Energy Small Cap FTS Limited Partnership (the "FTS Partnership") and is responsible for advising on the management of the investments in flow-through shares of private and public junior resource issuers for the FTS Partnership. The FTS Partnership closed its initial public offering on October 31, 2006 and is not listed on any public markets.

Catapult Energy Management 2007 Inc. ("Catapult 2007"), an Alberta Company, is the general partner of the Catapult Energy Small Cap 2007 FTS Limited Partnership (the "FTS 2007 Partnership"). Catapult 2007 is responsible for developing and implementing all aspects of the FTS 2007 Partnership's communications, marketing and distribution strategies and will manage its ongoing business and administrative affairs. Aston Hill has been retained by Catapult 2007 to advise on the management of the investments in flow-through shares of private and public junior resource issuers for the FTS 2007 Partnership. On June 29, 2007, the FTS 2007 Partnership closed its final public offering and is not listed on any public markets.

Sword Oil and Gas Property Management

Aston Hill identifies potential oil and natural gas exploration and development opportunities in both the private and public sectors within its oil and gas division. The mandate is to identify, acquire and manage oil and gas properties on behalf of institutional investors. On June 26, 2007, the Company, alongside Infra-PSP Canada Inc. ("PSP"), a wholly-owned subsidiary of the Public Sector Pension Investment Board ("PSPIB"), acquired all of the issued and outstanding trust units of Thunder Energy Trust ("Thunder"). Aston Hill now manages the assets and owns 2.42% of the resulting private entity, Sword Energy Inc. ("Sword"). Aston Hill received an acquisition promote valued at \$4,995,361 for its efforts in structuring the transaction and will continue to receive ongoing management and acquisition fees for providing Sword with management consulting services and a performance bonus if certain hurdles are met. The details of the management agreement and fee structuring are subject to confidentiality agreements, however are in line with comparable agreements in the oil and natural gas industry.

Aston Hill High-Yield Fund Management

The Aston Hill High-Yield Fund Management division, located in Toronto, is focused on providing portfolio advisory, and management and administration services to retail and institutional investors interested in investing in dividend paying Common shares, income trusts and other high-yield investments. On February 1, 2007, the Company signed an Advisory Agreement with Arrow Hedge Partners Inc. ("Arrow Hedge"). The Company provides portfolio advisory services to Arrow Hedge on its new fund, Arrow Canadian Income Fund (the "Fund"). The investment objective of the Fund is to achieve a high level of income and potential capital gains with an attractive risk-adjusted return with moderate volatility.

Other Business Interests

Juno Canada Holdings Ltd. ("Juno"), an Alberta company, sells debentures and invests the proceeds in the Wisevest Income Fund ("Wisevest"). Wisevest was established by deed of trust on January 1, 2004 and Juno is the sole holder of Wisevest units. Wisevest's investment objective is to maximize distributions primarily through investment in securities of Canadian royalty and income trusts. Currently, Juno has issued debentures totaling \$250,000 in 2004 and has in turn placed the funds with Wisevest. PortfolioCo Inc., an Alberta company and wholly-owned subsidiary of Aston Hill, is the manager of Wisevest and earns fees for its management and administration services.

Assets Under Management

As at March 31, 2008 the Company had approximately \$650 million assets under management or advisory. The following table summarizes the various investment profiles managed by Aston Hill:

Assets Under Management/Advisory	(\$ 000)
Oil and natural gas properties	\$604,000
High-yield investments	33,000
Oil and natural gas common and flow through shares	13,000
Total	\$650,000

On February 8, 2008, the Company increased its oil and gas properties under management by \$75.0 million through the acquisition of a private oil and gas company by Sword Energy Inc. On March 31, 2008, the Company distributed the assets of Catapult Energy Limited Partnership I, reducing its assets under management by \$7.4 million.

Accounting Changes

On January 1, 2008, the Company adopted CICA 1535, Capital Disclosures. This standard requires the disclosure of information related to the objectives, policies and processes for managing capital.

On January 1, 2008, the Company adopted CICA 3862, Financial Instruments – Disclosures and CICA 3863, Financial Instruments – Presentation, replacing CICA 3861. CICA 3862 requires enhanced disclosure of the nature and extent of the risks arising from financial instruments and how the Company manages those risks. CICA 3863 carries forward, unchanged, the presentation requirements of CICA 3861 with respect to financial instruments.

Future Accounting Changes

On January 1, 2009, the Company will adopt CICA 3064, Goodwill and Intangible Assets. This standard contains revised guidance for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The adoption of this standard is not expected to have a significant impact on the Company's financial position or results of operations.

The Canadian Accounting Standards Board ("AcSB") has confirmed its plan to adopt all International Financial Reporting Standards, as published by the International Accounting Standards Board, on or by January 1, 2011. The Company will adopt all of the International Financial Reporting Standards in accordance with the AcSB's plan. The impact of the adoption of these standards is not known at this time.

Capital Management

The Company's capital management objective is to maximize shareholder returns while ensuring that the Company is capitalized in a manner which appropriately supports regulatory requirements, working capital needs and business expansion. The Company's capital management practices are focused on preserving the quality of its financial position by maintaining a solid capital base and a strong balance sheet. Capital of the Company consists of shareholders' equity.

The Company's capital is primarily utilized in its ongoing business operations to support working capital requirements, long-term investments made by the Company, business expansion and other strategic objectives.

Marketable Securities

As at March 31, 2008, the Company's marketable securities had estimated fair value of \$743,908 (December 31, 2007 - \$1,596,310). For the three months ended March 31, 2008, the Company recognized a loss on the sale of marketable securities of \$1,051,547 (2007 - \$Nil). The loss was driven primarily by the dissolution of Catapult Limited Partnership I of which the Company owned 211,500 partnership units. During the three months ended March 31, 2008, the Company recognized an income inclusion for the change in fair value of marketable securities in the amount of \$1,296,472 (2007 - \$1,043,725 charge to income).

Long-Term Investments

As at March 31, 2008, the Company's long-term investments had estimated fair value of \$10,566,144 (December 31, 2007 - \$7,144,792). The Company included \$1,578,197 (2007 – charge of \$147,900) in income for the change in fair value of long-term investments for the three months ended March 31, 2008 relating mainly to an unrealized investment gain from the increase in the fair market value of the Company's investment in Sword.

On June 26, 2007, the Company invested \$1,800,000 in Sword Energy Inc. The Company manages Sword, a private company, on behalf of the majority shareholders and is paid a quarterly management fee in accordance with an executed management agreement. The Company financed the investment with \$1,800,000 in bank debt. In addition to this cash investment, the Company received an acquisition promote from Sword for its work in promoting the transaction, bringing all of the involved parties together and for its work in structuring the transaction. This promote has been valued at \$4,995,361 and recorded as revenue on the financial statements with an offsetting increase in long-term investments and brought the Company's total interest at closing to 2.28%.

During 2007, in addition to cash received for providing management services, the Company received an increase in its interest in Sword (equivalent to a 0.14% interest) valued at \$405,176 and recorded as management fees with an offset to long-term investments.

On February 8, 2008, the Company invested additional cash of \$1,815,000 and borrowed a further \$800,000 to maintain its 2.42% interest to purchase its portion of shares of a private oil and gas company. The Company also received a \$1,000,000 acquisition fee for services it provided to Sword in relation to the acquisition.

Cash Position and Results of Operations

The Company's cash position at March 31, 2008 was \$250,701 (December 31, 2007 - \$630,289). During the three month period, the majority of the cash decrease was due to the costs incurred in pursuing opportunities to expand the Company's business interests, as well as general and administrative costs such as rent, employee salaries and consulting fees.

Aston Hill's net income for the three months ended March 31, 2008 was \$2,389,412 (2007 - \$1,710,662 loss). This includes revenue of \$1,647,859 (2007 - \$65,820) from management and advisory fees and acquisition fees, offset by net operations expenses of \$1,118,343 (2007 - \$754,164) and increased by income from investing activities of \$1,859,896 (2007 - \$1,022,318 loss). Included in expenses are non-cash charges for stock compensation and amortization of fixed assets totaling \$121,500 (2007 - \$63,235).

During the three months ended March 31, 2008, Aston Hill recorded interest, dividend and royalty income, net of dealer commissions of \$8,618 (2007 - \$21,243) and loss on sale of marketable securities of \$1,051,547 (2007 - \$Nil).

Summary of Quarterly Information

	2008		2007				2006	
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2 ⁽¹⁾
Revenue	\$ 1,647,859	\$ 1,128,687	\$ 527,550	\$ 5,115,251	\$ 65,820	\$65,119	\$64,978	\$ 105,000
Expenses	(1,118,343)	(1,216,135)	(705,650)	(1,458,107)	(754,164)	(660,679)	(870,766)	(681,198)
Investing	1,859,896	(380,504)	(505,340)	77,260	(1,022,318)	(577,734)	(643,742)	1,121,740
Net income (loss) for period	\$ 2,389,412	\$ (467,952)	\$ (683,440)	\$3,734,404	\$(1,710,662)	\$(1,173,294)	\$(1,449,530)	\$ 545,542

- (1) Pursuant to CICA 3870 regarding stock based payments, the Company has recognized stock compensation expense relating to options granted by a major shareholder. Prior affected interim periods were restated in 2006 to reflect this accounting treatment resulting in a \$203,684 charge to prior reported interim periods.

During the first quarter of 2008, the company received additional management fees from Sword as the net asset value of Sword had increased as a result of the acquisition of a private oil and gas entity on February 8, 2008. The Company also received an acquisition fee of \$1,000,000 in the first quarter of 2008 in relation to the acquisition. During the second quarter of 2007, Catapult began receiving advisory fees from Arrow Hedge. Also, in the second quarter of 2007, the Company received an acquisition promote of \$4,995,361 for the Company's role in the Thunder acquisition. The fourth quarter 2007 increase in revenue relates mainly to the year end net asset value based adjustment to Sword Energy Inc. management fees (approximately \$400,000) received in the form of increased ownership interest. Also in the fourth quarter of 2007, the Company earned year end performance fees from the ArrowHedge Canadian Income Fund portfolio management agreement (approximately \$170,000). Quarterly revenues dropped in the third and fourth quarters of 2006 as the Company did not receive management fees from SEL as SMI was sold to SEL. During that time, the Company continued to receive management fees from managing Catapult Energy Limited Partnership I.

Fourth quarter 2007 and first quarter 2008 expenses were higher than the third quarter of 2007 due to increases in consulting, travel and legal costs associated with the development and marketing of the Company's current products, and new products and investor relationships. During the second quarter of 2007

legal, accounting, consulting and employee bonuses related to the Thunder transaction caused the increase in expenses. Non-cash stock compensation for the first three quarters of 2006, included in expenses, was \$149,474, \$142,610 and \$205,313, respectively. A \$24,411 non-cash recovery of stock compensation was recorded in the fourth quarter of 2006. Non-cash stock compensation for the year ended December 31, 2007 was \$480,000. Expenses in 2006 and the first quarter of 2007 were relatively consistent from quarter to quarter with the following exceptions: third quarter of 2006 expenses were slightly higher as new employees were added to the Aston Hill management team generating higher salaries and stock compensation; and 2006 fourth quarter expenses were lower with the recovery of stock compensation expense as several former employees' options expired unexercised.

Investing activities resulted in gains for the first quarter of 2008 primarily from the increase in fair market value of the Company's investment in Sword. Investment losses for the year ended December 31, 2007 are primarily due to recording changes in fair value of long-term investments and marketable securities pursuant to CICA Handbook Section 3855. The investing loss in the fourth quarter of 2007 relates mainly to the unrealized losses in values of the Sword Energy investment and the Catapult Energy Limited Partnership I units. Investing activities brought in \$1,217,679 in the first quarter of 2006 due to the sale of some of Aston Hill's shares in ExAlta Energy Inc. (now Galleon Energy Inc.). The \$1,121,740 gain in investing activities for the second quarter of 2006 relate to the sale of SMI to SEL, offset by impairment of the SEL investment. The 2006 third quarter investing activities are represented largely by the \$592,000 loss recognized on the SEL shares when Eagle Rock Exploration Ltd. purchased, on a 1:1 share exchange basis, all of the outstanding Common shares of SEL. The 2006 fourth quarter loss from investing activities resulted from the Company recognizing an impairment of \$157,500 on its Parson's Pond investment and impairment of the Catapult Energy Limited Partnership I units of \$542,500, offset by gains from the sale of marketable securities such as Sonomax Hearing Healthcare Inc., Eagle Rock Exploration Ltd. and ExAlta Energy Inc..

Liquidity

As of March 31, 2008, the Company had \$250,701 in cash and cash equivalents to fund operational activities. In addition, Aston Hill holds \$743,908 of marketable securities at fair value and, as at March 31, 2008, had \$1,097,328 in accounts receivable as a result of selling marketable securities; the proceeds for which were received subsequent to period end. Aston Hill may, or may not, realize the fair value of marketable securities to support working capital requirements. Based on expected management fees under current agreements net of costs, the Company has sufficient working capital to meet operational requirements for at least one year. The Company had negative working capital of \$327,000 (December 31, 2007 – positive working capital of \$548,048) at March 31, 2008.

Commitments and Guarantees

The Company is committed to leased office space with future base rent payments of \$157,309 for 2008, \$211,147 for 2009, \$212,739 for 2010, \$214,332 for 2011, \$156,067 for 2012 and \$187,519 thereafter for a total of \$1,139,113 in commitments. The Company is also required to pay its proportionate share of operating and property tax costs for the premises.

The Company has agreed to indemnify certain individuals, who have acted at the Company's request to be an officer or director of the Company, to the extent permitted by law, against any and all damages, liabilities, costs, charges or expenses suffered by or incurred by the individual as a result of their services. The nature of the indemnification agreements prevents the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to the beneficiary of such indemnification agreement. The Company has purchased various insurance policies to reduce the risks associated with such indemnification.

In the ordinary course of business, the Company and its subsidiaries enter into contracts which contain indemnification provisions, such as letter agreements, service agreements and purchase and sale agreements. In such contracts, the Company may indemnify counterparties to the contracts if certain events occur. In some cases the Company requires indemnities from its service providers, related to the Company's indemnification obligations to customers. These indemnification provisions vary on an agreement by agreement basis. In some cases, there are no pre-determined amounts or limits included in the indemnification provisions and the occurrence of contingent events that will trigger payment under them is

difficult to predict. Therefore, the maximum potential future amount that the Company could be required to pay cannot be estimated.

Catapult Financial Management Inc., a wholly-owned subsidiary of the Company, has guaranteed all the debts, liabilities and obligations of Catapult Energy Limited Partnership I, as the General Partner. On March 31, 2008 this partnership was dissolved and the net assets were distributed to unitholders.

Catapult Energy 2006 Inc., a wholly-owned subsidiary of the Company, has guaranteed all the debts, liabilities and obligations of Catapult Energy Small Cap FTS Limited Partnership, as the General Partner. Catapult Energy Management 2007 Inc., a wholly-owned subsidiary of the Company, has guaranteed all the debts, liabilities and obligations of Catapult Energy Small Cap 2007 FTS Limited Partnership, as the General Partner.

Related Party Transactions

Except as disclosed elsewhere in the financial statements, the Company had the following related party transactions:

Accounts receivable includes management fees receivable from Catapult Energy Limited Partnership I of \$Nil (2007 - \$50,221) for services provided by Catapult Financial Management Inc., as general partner and advisor. During the three month period, \$32,027 (2007 - \$47,370) was recorded as revenue in respect of these management fees. Catapult Financial Management Inc. is a wholly owned subsidiary of the Company.

Accounts receivable includes management fees receivable from Catapult Energy Small Cap FTS Limited Partnership of \$10,124 (2007 - \$24,604) for services provided by the Company, as administrator. During the three month period, \$10,815 (2007 - \$18,494) was recorded as revenue in respect of these management fees.

Accounts receivable includes management fees receivable from Catapult Energy Small Cap 2007 FTS Limited Partnership of \$21,922 (2007 - \$nil) for services provided by the Company, as administrator. During the three month ended March 31, 2008 \$21,208 (2007 - \$nil) was recorded as revenue in respect of these management fees.

In 2005, the Company invested \$1,992,500 in the units of Catapult Energy Limited Partnership I, a limited partnership managed by Catapult Financial Management Inc., a wholly owned subsidiary of the Company. During the period ended March 31, 2008, the Company invested \$Nil (2007 - a further \$62,500) in Catapult Energy Limited Partnership I. On March 31, 2008, Catapult Energy Limited Partnership I was dissolved. Subsequent to March 31, 2008, the Company received the proceeds from the dissolution of \$1,008,305. As at March 31, 2008 this amount was an account receivable.

On June 26, 2007, the Company invested \$1,800,000 in Sword Energy Inc. and received an acquisition promote for transaction services which has been valued at \$4,995,361 and recorded as revenue with an offset to long-term investments. The Company manages Sword, a private company, on behalf of the majority shareholders and is paid a quarterly management fee as well as acquisition fees when applicable in accordance with an executed management agreement. Accounts receivable includes \$531,563 as at March 31, 2008, and \$1,506,250 was recorded as revenue (\$1,000,000 acquisition fee, \$506,750 quarterly management fee) for the period ended March 31, 2008.

Consulting expense includes \$16,500 (2007 - \$Nil) paid to Ghost Lake Manor Inc. for consulting services provided. Ghost Lake Manor Inc. is controlled by an indirect controlling shareholder of the Company.

All related party transactions are in the normal course of operations and have been measured at the agreed to exchange amounts, which is the amount of consideration established and agreed to by the related parties and which is similar to those negotiated with third parties.

Business Objectives

In 2008, the Company plans to expand the Catapult initiative by developing and marketing further oil and gas investment funds for a variety of investors. Aston Hill also plans to develop and market further high yield products to be managed by its Toronto office. Furthermore, the Company intends to seek additional institutional investors for the Sword oil and gas property management business.

Effectiveness of Disclosure Controls and Procedures

The Company has in place certain disclosure controls and procedures to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to Aston Hill by others within those entities, particularly during the period in which annual filings are being prepared. Management of Aston Hill has concluded that the disclosure controls and procedures which it had in place as at the end of the financial period ended March 31, 2008 are effective.

Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the period ended March 31, 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Outstanding Share Data

<u>Capital</u>	<u>Authorized</u>	<u>Outstanding as at May 29, 2008</u>	<u>Common Shares Underlying Convertible Securities</u>
Common Shares	Unlimited	51,262,792 ⁽¹⁾⁽²⁾	-
Stock Options	Not Applicable	4,070,000 ⁽¹⁾⁽²⁾	4,070,000 ⁽¹⁾⁽²⁾

Notes:

- (1) The Company received shareholder approval to reserve for issuance up to 10% of the issued and outstanding Common Shares at the date of the creation for its incentive stock option plan.
- (2) Subsequent to period end, on April 9, 2008, a director exercised 100,000 options with an exercise price of \$0.28.

Reference is made in this Management Discussion & Analysis to the Company's consolidated financial statement disclosure for the relevant periods filed on the SEDAR website at www.sedar.com where additional disclosure relating to the Company can also be located.

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