



**Management Discussion and Analysis
For the three and nine month periods ended
September 30, 2011**

This management discussion and analysis (“MD&A”) dated November 22, 2011 for Aston Hill Financial Inc. (“Aston Hill” or the “Company”) should be read in conjunction with the condensed unaudited interim Consolidated Financial Statements (“interim Consolidated Financial Statements”) for the period ended September 30, 2011 as well as the audited consolidated financial statements for the year ended December 31, 2010 (the “Consolidated Financial Statements”). The historical financial information of the Company can be found on SEDAR under Aston Hill Financial Inc.

This MD&A and the interim Consolidated Financial Statements and comparative information have been prepared in Canadian dollars, except where another currency has been indicated, and in accordance with International Financial Reporting Standards (“IFRS”), which are also generally accepted accounting principles (“GAAP”) for publicly accountable enterprises in Canada. For all periods up to and including the year ended December 31, 2010, we prepared our Consolidated Financial Statements in accordance with Canadian generally accepted accounting principles (“previous GAAP”). In accordance with the standard related to the first time adoption of IFRS (“IFRS 1”), our transition date to IFRS was January 1, 2010 and therefore the comparative information for 2010 has been prepared in accordance with our IFRS accounting policies. The 2009 financial information contained within this MD&A has been prepared following previous GAAP and, as allowed by IFRS 1, has not been re-presented on an IFRS basis. Certain amounts in prior years have been reclassified to conform to the current year’s IFRS presentation format.

This MD&A contains forward-looking statements concerning anticipated future events, results, circumstances, performance or expectations with respect to Aston Hill and its products and services, including its business operations, strategy and financial performance and condition. When used in this MD&A, such statements use such words as “may”, “will”, “expect”, “believe”, and other similar terms. These statements are not historical facts but instead represent management beliefs regarding future events, many of which, by their nature are inherently uncertain and beyond management control. Although management believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, such statements involve risks and uncertainties. Factors that could cause actual results to differ materially from expectations include, among other things, general economic and market conditions, including interest rates, global financial markets, changes in government regulations, industry competition, technological developments and other factors described under “Risk Management” or discussed in other materials filed with applicable securities regulatory authorities from time to time. The material factors and assumptions applied in reaching the conclusions contained in these forward-looking statements include that the investment fund industry will remain stable and that interest rates will remain relatively stable. The reader is cautioned against undue reliance on these forward-looking statements.

This MD&A includes several non-IFRS financial measures that do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. However, management believes that most shareholders, creditors, other stakeholders and investment analysts prefer to include the use of these financial measures in analyzing Aston Hill’s results. These non-IFRS measures and reconciliations to IFRS, where necessary, are shown as *italicized* footnotes to the discussion throughout the document.

Summary of Quarterly Results
(in thousands of Canadian dollars)

<i>Three months ended,</i>	September 30		June 30		March 31		December 31	
	2011		2011		2011		2010	
Revenues	\$	5,366	\$	3,538	\$	3,189	\$	3,034
Expenses								
General and administrative		2,317		1,927		2,981		1,794
Product Development		6		259		-		-
Share based payments		414		290		256		181
Depreciation of property & equipment		67		67		50		70
Amortization of deferred sales commissions		52		53		52		141
Net losses (profits) on investments		138		145		57		(19)
Finance expense		724		32		12		(2)
Total expenses		3,718		2,773		3,408		2,165
Income (loss) before income taxes		1,648		765		(219)		869
Income taxes		564		155		37		554
Net income (loss) for the period	\$	1,084	\$	610	\$	(256)	\$	315
Net income (loss) - per share - basic	\$	0.015	\$	0.008	\$	(0.004)	\$	0.005
Net income (loss) - per share - diluted	\$	0.011	\$	0.008	\$	(0.004)	\$	0.004

Note: The 2009 period below represent previous GAAP.

	September 30		June 30		March 31		December 31	
	2010		2010		2010		2009	
Revenue	\$	2,645	\$	2,029	\$	1,637	\$	1,291
Expenses								
General and administrative		1,415		1,080		1,649		1,057
Product Development		-		-		-		-
Share based payments		132		99		86		65
Depreciation of property & equipment		64		22		22		21
Amortization of deferred sales commissions		-		-		-		-
Net losses (profits) on investments		30		23		(33)		(1,887)
Finance expense		11		6		5		7
Total expenses		1,652		1,230		1,729		(737)
Income (loss) before income taxes		993		799		(92)		2,028
Income taxes		(148)		406		99		(964)
Net income (loss) for the period	\$	1,141	\$	393	\$	(191)	\$	2,992
Net income (loss) - per share	\$	0.017	\$	0.006	\$	(0.003)	\$	0.046
Net income (loss) - per share diluted	\$	0.017	\$	0.006	\$	(0.003)	\$	0.046

Overview

As of November 7, 2011 Aston Hill Financial Inc. (“Aston Hill” or the “Company”) is a corporation listed on the Toronto Stock Exchange (the “TSX”) under the symbol AHF. Previously, Aston Hill was listed on the TSX Venture Exchange. The Company is incorporated under the Business Corporations Act (Alberta). The principal business of Aston Hill is the management, marketing, distribution and administration of mutual funds, private equity funds, hedge funds, segregated institutional funds, as well as oil and gas property management and other fee-based investment products for Canadian investors. The Company’s expertise is in income products, resource investments, and the oil and gas industry. Aston Hill operates through two distinct divisions, Financial Portfolio Management and Advisory, and Oil & Gas Property Management. The Financial Portfolio Management division provides the majority of Aston Hill’s income which derives its revenue principally from the fees earned on the management and sub-advisory fees of several families of mutual, pooled and closed-end funds, structured products and discretionary accounts. The Oil & Gas Property Management division earns its revenues principally from the management and administration of Canadian oil and gas entities.

On July 27, 2011 Aston Hill acquired the business of Morrison Williams Investment Management LP and its wholly-owned subsidiary, Morrison Williams Capital Advisors Inc. (together referred to as “Morrison Williams”) for total cash consideration of \$11.5 million. The acquisition of Morrison Williams represented approximately \$1.6 billion in assets under management. Morrison Williams is a portfolio management firm focused primarily on managing money for non-taxable institutional investors such as pension funds and, for high net worth individuals and other taxable investors.

Concurrently, Aston Hill purchased all of the issued and outstanding shares of BFML Management Limited (“BFML”), which was then renamed Aston Hill Management Limited (“Aston Hill Management” or “AHML”), for total cash consideration of \$28 million. AHML holds all of the management agreements for seven investment funds listed on the Toronto Stock Exchange previously managed by BFML which represented approximately \$800 million in assets under management at the time of acquisition.

The acquisitions of Morrison Williams and AHML are referred to throughout this MD&A as the acquisitions (“acquisitions”).

To finance the acquisitions, the Company completed a bought deal financing of 6.00% extendible convertible unsecured subordinated debentures (“Convertible Debentures”) for net proceeds of approximately \$38 million. The Convertible Debentures originally traded on the TSX Venture Exchange under the symbol AHF.DB, but as of November 7, 2011, trade under the same symbol on the TSX. The Convertible Debentures bear interest at a rate of 6.0% per annum, payable semi-annually on July 31 and January 31, and are convertible at the option of the holder into common shares of Aston Hill (“AH Shares”) at a conversion price of \$2.55 per common share. Aston Hill also entered into a definitive agreement with a Canadian chartered bank and opened a non-revolving term credit facility (the “Non-Revolving Facility”) in the amount of \$6 million and revolving term facility (the “Revolving Facility”) in the amount of \$4 million. The Company used the net proceeds from the Convertible Debentures, and the full \$6 million Non-Revolving Facility to finance the acquisitions.

Subsequently, on October 31, 2011 Aston Hill repaid \$2.5 million on the Non-Revolving Facility leaving the balance drawn at \$3.5 million as of November 22, 2011.

Aston Hill’s Assets under Management and Advisory (“AUM”) for the third quarter of 2011 increased 63% from the second quarter of 2011 reflecting the results of the acquisitions completed by Aston Hill during the quarter. Aston Hill’s revenues for the third quarter of 2011 increased \$1,828,000 from the second quarter of 2011 and \$2,721,000 from one year ago. The increase in revenue quarter over quarter and year over year is the result of incremental revenue from the acquisitions completed in 2011 of \$1,784,000, the 2010 acquisition of Aston Hill Asset Management (formerly Navina Asset Management Inc.), and organic growth of our existing sub-advisory product under management. The \$390,000 increase in General & Administrative (“G&A”) quarter over quarter is the result of incremental salaries and benefits from the inclusion of the employees of Morrison Williams, and inherent increases in marketing, office, and legal expense from the acquisitions. The year to year increase in G&A of \$902,000 is the result of these acquisitions and the 2010 acquisition of Aston Hill Asset Management Inc. which was formerly known as Navina Asset Management Inc. (“Navina”).

Financial Portfolio Management and Advisory

Aston Hill and its subsidiaries manage the Aston Hill Group of Funds, and it has sub-advisory relationships with IA Clarington Investments Inc. (“IA Clarington”), Redwood Asset Management Inc. (“Ark Funds”), First Asset Management Inc. (“First Asset”), and BMO Nesbitt Burns (“BMO”). Nine licensed portfolio managers including Ben Cheng, Barry A. Morrison, K. Leslie Williams, Jeffrey Burchell, Andrew Hamlin, Vivian Lo, and Robert Gill in the Toronto office; and Joanne Hruska and Carol Pretty in the Calgary office are responsible for the Financial Portfolio Management and Advisory division of Aston Hill.

Aston Hill Investments Inc. (“AHI”), formerly Catapult Financial Management Inc. (“Catapult Financial”), an Alberta company and wholly owned subsidiary of Aston Hill is a registered Investment Fund Manager (“IFM”) that provides management and advisory services to private energy and flow-through share accounts. As well, AHI is currently involved in portfolio advisory for IA Clarington, Ark Funds, First Asset, and BMO. As at September 30, 2011 AHI had \$2.6 billion in AUM.

Aston Hill Management Limited, a wholly owned subsidiary of Aston Hill, is the IFM for the seven TSX-listed funds that were acquired on July 27, 2011. AHML currently utilizes Manulife Asset Management, UBS Global Asset Management, and Highstreet Asset Management Inc. as the sub-portfolio advisors on these seven funds. As at September 30, 2011 AHML had \$673 million in AUM.

Morrison Williams Investment Management LP and Morrison Williams Capital Advisors Inc., both wholly owned by Aston Hill, are registered IFM’s led by their former managing partners, Barry A. Morrison and K. Leslie Williams. Morrison Williams was founded in 1992 and is the sub-advisor of the Renaissance Millennium High Income Fund. As well, Morrison Williams specializes in offering a specialized, disciplined and a service oriented approach to the discretionary management of investment funds, in particular, to pooled pension, and high net-worth funds. As at September 30, 2011 Morrison Williams had \$1.7 billion in AUM.

Aston Hill Asset Management Inc. (“AHAM”), a Toronto based asset management firm specializing in the development, sales, and management of closed-end mutual funds, open-end mutual funds and hedge funds, was acquired on August 6, 2010 by Aston Hill. Aston Hill acquired all of the issued and outstanding common shares of this company for total consideration of \$4.3 million, of which \$1.7 million was paid in cash and the balance through issuance of 2,009,938 common shares of Aston Hill. AHAM had \$133 million in assets under management as at September 30, 2011.

Oil & 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 management division. The mandate is to identify, acquire and manage oil and gas properties on behalf of institutional investors. In 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”). Thunder was then privatized and Aston Hill manages the assets of the resultant private entity, Sword Energy Inc. (“Sword”). Aston Hill receives ongoing management fees for providing Sword with management consulting services and a performance bonus if certain hurdles are met. Aston Hill’s ownership interest in Sword is 2.75%. 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 had \$335 million in Oil & Gas assets under management as at September 30, 2011.

Other Business Interests

Juno Canada Holdings Ltd. (“Juno”), a wholly owned subsidiary and an Alberta company, sells debentures and invests the proceeds in 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. Juno has a \$250,000 debenture (fully collateralized by the Wisevest units) bearing interest at 8.4% per annum and maturing May 11, 2012. 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.

Business Outlook

As a result of the two significant financings and the acquisitions completed on July 27, 2011, the Company's primary focus for the remainder of 2011 continues to be on integration of its operations in the Financial Portfolio Management division. Aston Hill plans to incorporate a new asset and investment order management system to meet the business needs of Aston Hill's entire group of companies and its primary stakeholders. The Company has re-branded the majority of the investment funds acquired in its acquisition completed in 2010, and marketing of these funds will continue to be emphasized. Further, the Company has rebranded the seven TSX-listed funds that it acquired in July 2011. Aston Hill is also continually pursuing other institutional and private equity investors as opportunities arise in both the Financial Portfolio Management and the Oil and Gas Property Management businesses.

Assets under Management & Advisory

Total AUM, which includes closed-end and open-ended mutual funds, hedge funds, separately managed accounts, structured products, pooled assets, and oil and gas properties, was \$5.52 billion at September 30, 2011, an increase of 117% from \$2.55 billion at September 30, 2010. The following tables summarize the AUM and various investment profiles managed by Aston Hill:

	30-Sep-11	30-Jun-11	31-Mar-11	31-Dec-10
Assets under Management and Advisory	(\$ Millions)	(\$ Millions)	(\$ Millions)	(\$ Millions)
Financial Portfolio Management	\$ 2,018	\$ 157	\$ 191	\$ 220
Oil and natural gas properties	335	327	326	320
Assets Under Management	2,353	484	517	540
Financial Portfolio Advisory	3,167	2,909	2,722	2,321
Total Assets under Management and Advisory	\$ 5,520	\$ 3,393	\$ 3,239	\$ 2,861
% increase in Assets Under Management and Advisory	63%	5%	13%	12%

Breakdown of Managed and Advised Reporting Issuers:

Financial Portfolio Management:

Closed-end funds:

Aston Hill Advantage VIP Income Fund
Aston Hill VIP Income Fund
Aston Hill Advantage Oil & Gas Income Fund
Aston Hill Oil & Gas Income Fund
Aston Hill Global Uranium Fund
Aston Hill Senior Gold Producers Income Corp.
Aston Hill Advantage Bond Fund
Aston Hill Global Agribusiness Fund
Aston Hill Global High Income Fund

Mutual funds:

Aston Hill Growth & Income Fund & Corporate Class
Aston Hill Capital Growth Fund & Corporate Class
Aston Hill Global Convertible Bond Fund & Corporate Class
Aston Hill Money Market Fund & Corporate Class
Aston Hill Global Resource Fund & Corporate Class
Lawrence Enterprise Fund Inc.

Financial Portfolio Advisory:

Closed-end funds:

IA Clarington Aston Hill Tactical Yield Fund
BMO Star Yield Managers Class
First Asset Preferred Share Investment Trust

Mutual funds:

IA Clarington Tactical Income Fund & Class
IA Clarington Global Tactical Income Fund & Class
IA Clarington Tactical Bond Fund & Class
IA Clarington Energy Class
Renaissance Millennium High Income Fund
Ark Aston Hill Monthly Income Class
Ark Aston Hill Energy Class
Ark Catapult Energy Class Fund

Results of Operations

For the quarter ended September 30, 2011, Aston Hill reported net income before income taxes of \$1,648,000 an increase of 66% from the \$993,000 for the quarter ended September 30, 2010 and an increase of 115% over the \$765,000 for the quarter ended June 30, 2011. For the quarter ended September 30, 2011, Aston Hill reported net income of \$1,084,000 (\$0.015 per share) a decrease of 5% from the \$1,141,000 (\$0.017 per share) for the quarter ended September 30, 2010 and an increase of 78% over the \$610,000 (\$0.008 per share) for the quarter ended June 30, 2011.

For the quarter ended September 30, 2011, Aston Hill recorded \$564,000 in income tax expense for an effective tax rate of 34%, compared to an income tax recovery of \$148,000 in the third quarter of 2010, for an effective tax rate of negative 15%. In the quarter ended June 30, 2011, Aston Hill recorded income tax expenses of \$155,000, for an effective tax rate of 20%. Aston Hill's estimated statutory rate for 2011 is 28% which is consistent with the statutory rate for 2010.

Finance expense of \$724,000 was recorded for the quarter ended September 30, 2011 compared with \$11,000 for the quarter ended September 30, 2010 and \$32,000 for the quarter ended June 30, 2011. The increase in finance expense from the prior-year period, and the quarter-over quarter is the result of the interest and accretion expense on the Convertible Debentures and Non-Revolver Facility used to finance the acquisitions completed in July 2011. Aston Hill's higher average debt and borrowing costs are further discussed under "Liquidity and Capital Resources."

Pre-Tax Operating Earnings
(in thousands of Canadian dollars)

	Quarter ended Sept 30, 2011	Quarter ended June 30, 2011	Quarter ended Sept 30, 2010	9 months ended Sept 30, 2011	9 months ended Sept 30, 2010
Income before income taxes	\$ 1,648	\$ 765	\$ 993	\$ 2,193	\$ 1,702
Less:					
Service fee revenue	(52)	(53)	-	(157)	-
Non-cash management fees	(23)	(49)	(26)	(72)	(26)
Add:					
Net losses (profits) on investments	138	145	30	339	20
Amortization of deferred sales commissions	52	53	-	157	-
Depreciation of property and equipment	67	67	64	186	107
Share based payments expense	414	290	132	961	316
Pre-tax operating earnings	\$ 2,244	\$ 1,218	\$ 1,193	\$ 3,607	\$ 2,119
Per share	\$ 0.031	\$ 0.017	\$ 0.018	\$ 0.051	\$ 0.032

Aston Hill uses pre-tax operating earnings to assess its underlying profitability. Aston Hill defines pre-tax operating earnings as income before income taxes less service fee revenue, non-cash management fees, performance fees and investment gains, plus investment losses, amortization of deferred sales commissions, depreciation of property and equipment and share-based payments expense.

Pre-tax operating earnings, as set out in the table above, was \$2,244,000 in the third quarter of 2011, an increase of 88% from the third quarter of 2010 and 84% from the prior quarter. These changes primarily reflect the acquisitions and related financings completed in the quarter, and the change in assets under management, which were up 117% from the third quarter of 2010 and 63% from the prior quarter.

As illustrated in the following table, EBITDA for the quarter ended September 30, 2011 was \$2,491,000 (\$0.035 per share) compared with \$1,068,000 (\$0.016 per share) for the quarter ended September 30, 2010 and \$917,000 (\$0.013 per share) for the quarter ended June 30, 2011. The 133% year-over-year increase in quarterly EBITDA was primarily due to the 117% increase assets under management.

EBITDA

(in thousands of Canadian dollars)

Three months ended,	September 30	June 30	March 31	December 31
	2011	2011	2011	2010
Net Income (loss) for the period	\$ 1,106	\$ 610	\$ (256)	\$ 315
Add (deduct):				
Finance expense	724	32	12	(2)
Current Income tax expense (recovery)	603	275	15	87
Future income tax expense (recovery)	(61)	(120)	22	467
Amortization of deferred sales commissions	52	53	52	141
Depreciation of property and equipment	67	67	50	70
EBITDA	\$ 2,491	\$ 917	\$ (105)	\$ 1,078
Per share	\$ 0.035	\$ 0.013	\$ (0.001)	\$ 0.016
EBITDA margin (as a % of revenue)	46%	26%	-3%	36%

Aston Hill uses EBITDA (earnings before interest, taxes, depreciation and amortization) to assess its underlying profitability prior to the impact of financing expenses, income taxes the amortization of deferred sales commissions, and property and equipment. EBITDA permits comparisons of companies within the industry, before any distortion caused by different financing methods and levels of taxation. EBITDA is used as a measure of operating performance, facilitates valuation and is a substitute for cash flow.

EBITDA as a percentage of total revenues (EBITDA margin) for the third quarter of 2011 was 46%, up from 40% in the same quarter last year and 26% in the prior quarter. The significant increase in EBITDA margin from the prior quarter is primarily the result of the incremental revenue from the acquisitions completed in the third quarter of 2011, and the fact that in the second quarter Aston Hill absorbed fund expenses of \$259,000 which it did not do in the third quarter of the current fiscal year.

Revenues

Revenues from management fees were \$5,366,000 for the quarter ended September 30, 2011, an increase of 103% from the \$2,645,000 earned during the quarter ended September 30, 2010 and 52% from \$3,538,000 for the quarter ended June 30, 2011. The changes were mainly attributable to the acquisitions completed in July 2011 and the corresponding increase in assets under management, which were up 117% and 63% from the quarters ended September 30, 2010 and June 30, 2011, respectively.

Expenses

G&A expenses were \$2,317,000 for the quarter ended September 30, 2011, an increase from \$1,415,000 for the third quarter in 2010 and an increase from \$1,927,000 for the quarter ended June 30, 2011.

The increase in G&A is primarily due to the addition of Morrison Williams' expenses for two thirds of a quarter as well as increased legal and advisory expenses incurred in connection with closing the acquisitions and financings completed in the quarter.

As a percentage of assets under management, G&A expenses were 0.042% for the quarter ended September 30, 2011, down from 0.056% for the quarter ended September 30, 2010 and 0.057% for the quarter ended June 30, 2011. The decrease is a result of the significant AUM acquired in the quarter ended September 30, 2011, Aston Hill's ability to keep a large proportion of its G&A costs fixed, offset by increases in headcount and legal costs incurred from Aston Hill's rapid growth.

Share based payments expense was \$414,000 for the quarter ended September 30, 2011 compared with an expense of \$132,000 in the quarter ended September 30, 2010. The quarter ended June 30, 2011 had a share based payments expense of \$259,000. The increase in share based payments is primarily the result of the implementation of an additional share based payment plan in addition to the Company's pre-existing stock option plan. In conjunction with the Morrison Williams acquisition, the Company was required to contribute \$500,000 to a Morrison Williams employee benefit plan (the "Benefits Plan"). The \$500,000 contribution was used to purchase Aston Hill shares for which the participants in the Benefits Plan will be entitled to receive, and will be granted 50% of their entitlement if they remain an employee or officer of Morrison Williams until July 27, 2012 and the remaining 50% if they remain an employee or officer of Morrison Williams until July 27, 2013. The shares vest to the employee immediately upon grant. This Benefits Plan resulted in an incremental expense during the quarter of \$61,000.

Also during the quarter ended September 30, 2011 employees of Morrison Williams were entitled to stock options of Aston Hill under its pre-existing stock option plan. Aston Hill granted a total of 500,000 stock options during the quarter to these employees which resulted in an incremental expense during the quarter of \$65,000.

Liquidity and Capital Resources

Aston Hill generated \$2,313,000 of operating cash flow in the quarter ended September 30, 2011 up \$1,198,000 compared with \$1,115,000 in the same quarter last year. Aston Hill measures its operating cash flow before the change in working capital and the actual cash amount paid for interest and income taxes, as these items can distort cash flow generated during the period. Working capital is affected by seasonality, interest on the Convertible Debentures is paid semi-annually, and tax installments paid can differ materially from the current tax expense accrual. Aston Hill's main uses of capital are the repayment of principal owing on its Non-Revolver Facility, interest payments on its Convertible Debentures, investments in marketable securities, funding of sales commissions, payment of periodic dividends on its shares, and for funding capital expenditures. At current levels of cash flow, Aston Hill produces sufficient cash to meet its obligations and to make principal repayments on its Non-Revolver Facility.

Aston Hill paid sales commissions and trailer fees of \$208,000 in the quarter ended September 30, 2011. This compares to \$29,000 in the same quarter of 2010.

The fair value of marketable securities at September 30, 2011 was \$1,821,000. Marketable securities are comprised of seed capital investments in its newly created Corporate Class funds and may also include strategic investments. During the quarter, Aston Hill invested \$900 thousand as seed capital on its newly created Corporate Class funds and recorded a net unrealized gain and realized gain on its marketable securities of \$19,000 and \$4,000 respectively.

As at September 30, 2011, the Company's long-term investment in Sword had an estimated fair value of \$8,480,000 (December 31, 2010 - \$7,834,000). The Company recorded an unrealized decrease in the fair value of long-term investments for the three month period ended September 30, 2011 of \$493,000. The fair value of the investment in Sword is recalculated quarterly based on internal and external reserve evaluations and estimates as well as conventional valuation methods for valuing privately held interests in accordance with generally accepted accounting principles. The fair value is affected significantly by a volatile oil and natural gas pricing environment; therefore, changes in the fair value from the Sword investment may fluctuate materially from quarter to quarter.

The Company manages Sword on behalf of its majority shareholders and is paid a quarterly management fee in accordance with a management agreement.

In the second quarter of 2011, the Company invested additional cash of \$450,000 in Sword, which increased its ownership interest from 2.57% to 2.75%.

Summary Balance Sheet Data as at September 30, 2011 and December 31, 2010**(in thousands of Canadian dollars)**

	September 30		December 31	
		2011		2010
Current Assets	\$	15,202	\$	7,319
Non current assets		55,243		12,801
Total Assets	\$	70,445	\$	20,120
Current liabilities	\$	5,227	\$	1,893
Non current liabilities		40,502		1,040
Total Liabilities		45,729		2,933
Shareholders' Equity		24,716		17,187
Total Liabilities & Shareholders' Equity	\$	70,445	\$	20,120

The balance sheet for Aston Hill at September 30, 2011 reflects total assets of \$70,445,000, an increase of \$50,325,000 from \$20,120,000 at December 31, 2010. This change can be attributed to an increase in current assets of \$7,883,000 and an increase in long-term assets of \$42,442,000. Aston Hill's cash and cash equivalents increased by \$6,101,000 in the third quarter of 2011 primarily due to increased cash flow from operations of \$1,692,000 and cash received from financing activities in excess of investing activities during the quarter of \$4,409,000.

Accounts receivable increased to \$3,661,000 at September 30, 2011 from \$1,457,000 at December 31, 2010. The increase relates to incremental management fees receivable from the acquisitions completed during the third quarter of 2011 and increased assets under sub-advisory with IA Clarington Investments.

During the quarter ended September 30, 2011, long-term assets increased primarily as a result of the \$41,885,000 increase in intangible assets from the acquisition of the seven TSX-listed investment funds and the purchase of Morrison Williams.

Total liabilities increased to \$45,729,000 at September 30, 2011 from \$2,933,000 at December 31, 2010. The primary contributors to this change were the two financings completed in the third quarter of 2011. At September 30, 2011 the Convertible Debentures debt component had a carrying value of \$32,771,000 and the Non-Revolving Facility has a carrying value of \$5,657,000. The Company also recorded a significant increase in deferred income tax liabilities during the third quarter of 2011 on the intangible assets acquired in the Morrison Williams acquisition in the amount of \$3,471,000.

At September 30, 2011, Aston Hill had \$40,250,000 in outstanding Convertible Debentures at an interest rate of 6% with a total carrying value of \$38,660,000, split between debt and equity components of \$32,771,000 and \$5,889,000 respectively. At December 31, 2010, Aston Hill had \$nil Convertible Debentures outstanding.

Principal repayments on Aston Hill's Non-Revolving Credit Facility are required on a quarterly basis commencing October 31, 2011. The first four required repayments are \$500,000, and each of the last four are \$1,000,000. However, since the Company made a repayment of \$2,500,000 on October 31, 2011 it will only be required to make three future repayments of \$500,000 and two at \$1,000,000.

Any amounts borrowed on the Revolving Facility, is due and payable within two years from July 27, 2011. The limit on the Revolving Facility at September 30, 2011 was \$4 million, and had an outstanding balance of \$nil.

Aston Hill's ratio of debt to EBITDA excluding the Convertible Debentures and the Juno Debenture as at September 30, 2011 was 1.08 to 1. Aston Hill expects that the amount of excess cash flow generated will pay down debt and the ratio of debt to EBITDA will trend lower. Aston Hill is within its financial covenants with respect to its credit facility, which requires that the debt-to-EBITDA ratio remain below 1.2 to 1, and assets under management not fall below \$4.6 billion.

Shareholders' equity increased by \$7,529,000 in the nine months ended September 30, 2011 from December 31, 2010. The increase is a result of the equity portion of convertible debentures of \$5,889,000 recorded in the third quarter of 2011, plus total comprehensive income for the nine months ended of \$1,585,000, increases in contributed surplus of \$800,000 and options and warrants exercised of \$979,000, offset by dividends paid during the year of \$714,000 and shares acquired for deferred equity plans of \$869,000.

Risk Management

The disclosures below provide an analysis of the risk factors affecting Aston Hill's business operations.

Market Risk

Market risk is the risk for financial loss to the Company from changes in the values of its financial instruments due to changes in interest rates, foreign exchange rates, and equity or commodity prices.

- Interest rate risk is the risk of gain or loss due to the volatility of interest rates.
- Foreign exchange rate risk is the risk of gain or loss due to volatility of foreign exchange rates.
- Equity risk is the risk of gain or loss due to the changes in prices and volatility of individual equity instruments and equity indexes.

The Company's financial instruments are generally denominated in Canadian dollars and do not have significant exposure to changes in foreign exchange rates.

Aston Hill's financial performance is indirectly exposed to market risk. Any decline in financial markets or lack of sustained growth in such markets may result in a corresponding decline in performance and may adversely affect Aston Hill's assets under management and management fee revenue, which would reduce cash flow to the Company and ultimately impact its ability to manage its capital. Aston Hill has established a control environment that ensures market risks are reviewed regularly and that risk controls throughout Aston Hill are operating in accordance with regulatory requirements. Exposure to interest rate risk, foreign currency risk and equity risk is monitored and when a particular market risk is identified, portfolio managers of the funds are directed to mitigate the risk by reducing their exposure.

The Company's financial assets and liabilities are comprised of cash and cash equivalents, trade and other receivables, marketable securities, notes receivable, long term equity investments, trade and other payables, credit facilities, debentures, and other financial liabilities held for trading.

The fair values of cash and cash equivalents, trade and other receivables, notes receivable, and trade and other payables approximate their carrying amount due to the short-term maturity of those instruments.

The Company's securities holdings are classified at fair value through profit or loss and at fair value through other comprehensive income, therefore unrealized gains and losses on securities are recorded in income or other comprehensive income as changes in fair value. As at September 30, 2011, the impact of a 10% increase or decrease in the value of the Company's held for trading portfolio would have been an approximate \$182,000 unrealized gain/loss recorded in income. As at September 30, 2011, the impact of a 10% increase or decrease in the value of financial assets at fair value through other comprehensive income would have been an approximate \$848,000 unrealized gain/loss recorded in other comprehensive income. Due to the current financial market conditions, there is additional market risk that may affect the short term and long term value of these financial assets and liabilities.

Credit Risk

Credit risk is the potential for financial loss to the Company if a third party to a transaction fails to meet its obligations. Aston Hill is exposed to the risk that third parties that owe it money, securities or other assets will not perform their obligations. These parties include trading counterparties, customers, exchanges, and other financial intermediaries, as well as issuers whose securities are held by Aston Hill. These parties may default on their obligations due to liquidity issues, bankruptcy, operational failure or other reasons. Aston Hill does not have a significant exposure to any individual counterparty and the risk is mitigated by regularly monitoring credit performance.

The Company's cash and cash equivalents, trade and other receivables, notes receivable, and marketable securities, are subject to credit risk.

Cash and cash equivalents primarily consist of highly liquid temporary deposits with a Canadian chartered bank, or bankers' acceptances. The Company mitigates credit risk on these financial instruments by adhering to its investment policy that outlines credit risk parameters and concentration limits. The Company's maximum credit exposure is \$15,036,000, which is the sum of its cash and cash equivalents, trade and other receivables, notes receivable, and marketable securities, as reported on the statement of financial position as at September 30, 2011.

Concentration risk

Significant amounts of the Company's accounts receivable are due from related parties. As at September 30, 2011, 47% of accounts receivable are due from related parties. The Company believes that the entire accounts receivable balance is collectible. Accordingly, management has not provided for an allowance for doubtful accounts as at September 30, 2011.

Despite the Company's mitigation of credit risk, there is additional risk due to the current state of the financial market.

Relationship with IA Clarington Investments

On February 8, 2010, the Company's wholly owned subsidiary, AHI, and IA Clarington extended its agreements which included an amended sub-advisory agreement that has an initial term of 5 years and is subject to early termination on two year's notice, or on the occurrence of certain events. As specified thresholds of assets under advisory with IA Clarington are achieved, AHI's earned advisory fees are reduced on a step down basis.

As part of the extended agreement with IA Clarington, AHI has agreed that it will not manage or advise certain competing retail investment funds unless consented to by IA Clarington. Certain mandates existing on the date of the agreement are excluded from this restriction. In addition, if the assets under sub advisory by AHI for IA Clarington exceed certain specified thresholds during any calendar year, members of the investment advisory team managing those assets will become precluded from acting on the investment advisory team of other investment funds during the next calendar year (subject to certain exceptions).

As at September 30, 2011 the Company had \$2.5 billion (September 30, 2010 \$1.9 billion) in assets under sub-advisory with IA Clarington and therefore, maintaining and managing the relationship with IA Clarington is critical to the Company's financial and operating performance.

Investment Performance of the Funds

If the funds managed by Aston Hill are unable to achieve investment returns that are competitive with or superior to those achieved by other comparable investment products offered by Aston Hill's competitors, such funds may not attract assets through gross sales or may experience redemptions, which may have a negative impact on Aston Hill's assets under management. This would have a negative impact on Aston Hill's revenue and profitability.

Dependence on Senior Management

The success of Aston Hill and its strategic focus is dependent to a significant degree upon the contributions of senior management. The loss of any of these individuals, or an inability to attract, retain and motivate sufficient numbers of qualified senior management personnel on the part of Aston Hill, could adversely affect Aston Hill's business. To partially mitigate this risk, Aston Hill has purchased "key man" insurance with respect to two of its officers and will continue to do so for the indefinite future.

Competition

Aston Hill competes with a large number of mutual fund companies and other providers of investment products, investment management firms, and other financial institutions. Many of these competitors have greater capital and other resources, and offer more comprehensive lines of products and services than Aston Hill. The trend toward greater consolidation within the investment management industry has increased the strength of a number of Aston Hill's competitors.

Aston Hill success is largely dependent on its ability to compete in the current Canadian wealth management environment. The Company's success will be based upon a number of factors including the range of products offered, brand recognition, investment performance, business reputation, financing strength, management and sales relationships, quality of service, level of fees charged and level of commissions and other compensation paid.

Aston Hill's competitors seek to expand market share by offering different products and services than those offered by Aston Hill. There can be no assurance that Aston Hill will maintain its current standing, and that may adversely affect the business, financial condition or operating results of Aston Hill.

Risks of Significant Redemptions of Aston Hill's Assets under Management

The Company's revenues depend largely on the value and composition of its investment fund assets under management. The level of assets under management is influenced by sales, redemption rates, and investment performance. Sales and redemptions may fluctuate depending on market and economic conditions, investment performance, and other factors. Increased competition and market volatility has contributed to redemptions and diminished sales for participants in the Canadian wealth management industry.

Sufficiency of Insurance

Aston Hill and its subsidiaries maintain various types of insurance including financial institution bonds, errors and omissions insurance, directors' and officers' liability insurance, and general commercial liability insurance. There can be no guarantee that claims will not exceed the limits of available insurance coverage, that any insurer will remain solvent or willing to continue providing insurance coverage with sufficient limits or at a reasonable cost or that any insurer will not dispute coverage of certain claims due to ambiguities in the policies. A judgment against any member of Aston Hill in excess of available coverage could have a material adverse effect on the Company in terms of damages awarded and the impact on the reputation of Aston Hill.

General Business Risk and Liability

Given the nature of Aston Hill's business, it may from time to time be subject to claims or complaints from investors or others in the normal course of business. The legal risks facing Aston Hill, its directors, officers, employees or agents in this respect include potential liability for violations of securities laws, breach of fiduciary duty and misuse of investors' funds. Some violations of securities laws and breach of fiduciary duty could result in civil liability, fines, sanctions, or the suspension or revocation of Aston Hill's subsidiaries' right to carry on their existing business. Aston Hill may incur significant costs in connection with such potential liabilities.

Regulation of Aston Hill and its Capital Requirements

Certain subsidiaries of Aston Hill are heavily regulated in all jurisdictions where they carry on business. Laws and regulations applied generally grant government agencies and self-regulatory bodies broad administrative discretion over the activities of Aston Hill, including the power to limit or restrict business activities as well as impose additional disclosure requirements on Aston Hill products and services. Possible sanctions include the annulment or imposition of conditions on licenses to operate certain businesses, the suspension or exclusion from a particular market or jurisdiction of any of Aston Hill's business segments or its key personnel, and the imposition of fines and censures. To the extent that existing or future regulations affect the sale or offering of Aston Hill's product or services in any way, the Company's assets under management and its revenues may be adversely affected.

Certain subsidiaries of Aston Hill are subject to minimum regulatory capital requirements. This requires Aston Hill to keep sufficient cash and other liquid assets on hand to maintain capital requirements rather than using them in connection with its business. Failure to maintain required regulatory capital by Aston Hill may subject it to fines, suspension or revocation of registration by the relevant securities regulator. A significant operating loss by a registrant subsidiary or an unusually large charge against regulatory capital could adversely affect the ability of Aston Hill to expand or even maintain its present level of business, which could have a material adverse effect on Aston Hill's business, results of operations, and financial position.

Liquidity Risk & the impact of Credit Facilities & Convertible Debentures

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. In addition to the Company's current balance of cash and cash equivalents, other potential sources of liquidity include the Company's marketable securities, accounts receivable, and its revolving credit facility. The Company's continued ability to access capital markets to raise funds is dependent on market conditions that are subject to change.

The timing of cash outflows relating to financial liabilities are as follows:

(in thousands of Canadian dollars)

	Carrying amount	Contractual cash flows	Less than one year	One - two years	Two - five years	More than five year
Financial liabilities:						
Trade and other payables	\$ 1,710	\$ 1,710	\$ 1,710	\$ -	\$ -	\$ -
Current income tax payable	833	833	833	-	-	-
Obligation to redeem LPF shares ⁽¹⁾	405	405	405	-	-	-
Term credit facility						
-principal	5,657	6,000	4,000	2,000	-	-
-interest		320	200	120	-	-
Juno debentures						
-principal	250	250	250	-	-	-
-interest	-	24	24	-	-	-
Convertible debentures						
-principal	32,771	40,250	-	-	40,250	-
-interest	-	12,111	2,451	4,830	4,830	-
Office commitments	-	1,823	106	661	379	677
	\$ 41,626	\$ 63,726	\$ 9,979	\$ 7,611	\$ 45,459	\$ 677

⁽¹⁾ The Company's obligation to redeem LPF shares to the previous shareholders of Aston Hill Asset Management Inc. (formerly Navina Asset Management Inc.) will be settled from the cash proceeds upon disposition of the Company's shares held in LPF.

The ability of Aston Hill to settle its obligations and generate a return for its shareholders is subject to applicable laws and contractual restrictions contained in the instruments governing any indebtedness of Aston Hill and its subsidiaries. The degree to which Aston Hill is leveraged could have important consequences to shareholders, including:

- Aston Hill's ability to obtain additional financing for working capital;
- limitations of future acquisitions;
- Inability to refinance indebtedness;
- Dedicating a significant portion of Aston Hill's cash flow from operations to the payment of the principal and interest on its indebtedness, and thereby reducing the funds available for future operations.

The Credit Facilities contain a number of financial covenants that require Aston Hill to meet certain financial ratios and financial condition tests. A failure to comply with the obligations in Aston Hill's credit facility could result in a default which, if not cured or waived, could result in acceleration of the relevant indebtedness. Further, the Credit Facilities are secured by a general security agreement of Aston Hill Investments Inc., an unlimited Guarantee of Aston Hill, a limited guarantee from each of Aston Hill's material subsidiaries, an assignment of all service and management contracts, an assignment of a key executive's key man life insurance policy, a pledge of the share capital of each of Aston Hill's subsidiaries, and of all of the equity securities held by Aston Hill and its group of companies.

Prevailing interest rates will affect the market value of the Convertible Debentures. The price or market value of the Convertible Debentures will decline as prevailing interest rates for comparable securities rise. The Convertible Debentures are direct, unsecured, and subordinated obligations of Aston Hill and are not secured by any mortgage, pledge, hypothec or other charge and will rank equally with one another and with all other existing and future unsecured indebtedness of Aston Hill. Therefore, there can be no assurance that future borrowings or equity financing will be available to Aston Hill or available on acceptable terms in an amount sufficient to fund Aston Hill's needs.

Commitment of Key Personnel

The success of Aston Hill is also dependent upon the skills and expertise of its human resources including the management and investment personnel and its personnel with skills related to marketing, risk management, credit, information technology, accounting, administrative operations and legal affairs. These individuals play an important role in developing, implementing, operating, managing and distributing Aston Hill's products and services. Accordingly, the recruitment of competent personnel, continuous training and transfer of knowledge are key activities that are essential to Aston Hill's performance. In addition, the growth in assets under management in the industry and the reliance on investment performance to sell financial products have increased the demand for experienced and high-performing portfolio managers. Compensation packages for these managers may increase at a rate well in excess of inflation and well above the rates of increase observed in other industries and the rest of the labour market. Aston Hill believes that it has the resources necessary for the operation of Aston Hill's business. The loss of these individuals or an inability to attract, retain and motivate a sufficient number of qualified personnel could adversely affect Aston Hill's business.

Related Party Transactions

The Company had the following related party transactions:

- a) The Company manages a private oil and gas company and on behalf of the majority shareholders is paid a quarterly management fee in accordance with an executed management agreement. Accounts receivable includes \$385,000 (December 31, 2010 - \$nil) as at September 30, 2011 in respect of these management fees. For the three and nine month period ended September 30, 2011 \$347,000 (2010 - \$364,000) and \$1,006,000 (2010 - \$1,143,000) respectively was recorded as revenue.
- b) Notes receivable as at September 30, 2011 from Aston Hill Energy 2010 Short Term FT Limited Partnership ("the Fund") of \$nil (December 31, 2010 - \$303,000) are promissory notes due from the Fund. The notes are receivable on demand and accrue interest at a rate of 6% annually. Interest is calculated daily on the remaining balance and is receivable on a monthly basis on the last day of each month. Aston Hill Energy 2010 GP Inc., is a wholly owned subsidiary of the Company, and is the General Partner of the Fund. The notes were fully repaid on June 22, 2011.
- c) The Company's wholly owned subsidiaries receive management fees and pay for expenses incurred by its various funds under management. These expenses are then charged back to the funds and are recovered under non-interest bearing, normal credit terms. Management fees and other amounts due from funds under management and included in accounts receivable at September 30, 2011 is \$1,723,000 (December 31, 2010 - \$273,000). During the three and nine month period ended September 30, 2011 \$2,055,000 (2010 - \$872,000) and \$4,865,000 (2010 - \$1,939,000) respectively was recorded as revenue in respect of these management fees.
- d) The note payable as described in note 5 for the Aston Hill Global High Income Fund is one of the Company's funds under management and is a related party transaction.
- e) As at September 30, 2011 \$437,000 (December 31, 2010 - \$1,089,000) of the financial assets at fair value through profit or loss is related to holdings of two of the Company's funds under management. For the nine month period ended September 30, 2011 \$3,604,000 (2010 - \$90,000) in changes in fair market value of these investments was recognized and recorded in net income. In addition, during the nine month period ended September 30, 2011 the Company redeemed 19,214 of its 31,105 units held in Lawrence Partners Fund Inc. On the redemption, the Company recorded realized losses of \$3,597,000. Lawrence Partners Fund Inc. is one of the Company's assets under management and as such, these represent related party transactions.

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.

Commitments and Guarantees

The Company is committed to lease office premises with future base rent payments as follows:

(in thousands of Canadian dollars)

	September 30	December 31
	2011	2010
Less than one year	\$ 106	\$ 387
Between one and five years	1,040	1,049
More than five years	677	689
	\$ 1,823	\$ 2,125

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.

Significant Accounting Policies & Estimates

The September 30, 2011 Interim Consolidated Financial Statements have been prepared in accordance with IFRS. The accounting policies followed in these interim Consolidated Financial Statements are the same as those applied in the Company's interim Consolidated Financial Statements for the period ended June 30, 2011. The Company has consistently applied the same accounting policies throughout all periods presented, as if these policies had always been in effect. Also included in the Interim Consolidated Financial Statements is note 12 which includes a discussion on the recoverable amount of the Company's intangible assets compared to its carrying value. In addition, Note 3 includes a discussion on the determination of the fair values of the Company's investments.

The Company carries significant intangible assets on its balance sheet. Aston Hill uses valuation models that use estimates of sales and redemptions of investment products as the primary determinants of fair value. Aston Hill uses a valuation approach based on a multiple of assets under management. Aston Hill has reassessed these variables in light of the current economic climate. Estimates of sales and redemptions are very likely to change as economic conditions either improve or deteriorate.

Adoption of International Financial Reporting Standards

Aston Hill adopted IFRS effective January 1, 2011 with a transition date of January 1, 2010. The adoption of IFRS has not had a material impact on the Company's operations, strategic decisions and cash flow. Note 25 of the interim Consolidated Financial Statements presents reconciliations between the Company's September 30, 2010 and December 31, 2010 GAAP results and the September 30, 2010 and the December 31, 2010 IFRS results and explanations of the adjustments to IFRS. The reconciliations include the Company's reported financial position and financial performance including the nature and effect of significant changes in accounting policies as at and for the nine month period ended September 30, 2010 as well as at and for the twelve month period ended December 31, 2010.

Future Changes in Accounting Policies

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company: IFRS 10, Consolidated Financial Statements (IFRS 10), IFRS 11, Joint Arrangements (IFRS 11), IFRS 12, Disclosure of Interests in Other Entities (IFRS 12), IAS 27, Separate Financial Statements (IAS 27), IFRS 13, Fair Value Measurement (IFRS 13) and amended IAS 28, Investments in Associates and Joint Ventures (IAS 28). Each of the new standards is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company has begun the process of assessing the impact that the new and amended standards will have on its financial statements but has not yet concluded whether to early adopt any of the new requirements.

In June 2011, the IASB amended IAS 19, "Employee Benefits" ("IAS 19"). The amendment eliminates the option to defer the recognition of actuarial gains and losses, commonly known as the corridor approach; rather it requires an entity to recognize actuarial gains and losses in Other Comprehensive Income ("OCI") immediately. This amended standard is effective for annual periods beginning on or after January 1, 2013, with modified retrospective application. Earlier adoption is permitted. Management has concluded that the amendment to IAS 19 is unlikely to have any impact on its Consolidated Financial Statements.

In June 2011, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" ("IAS 1") requiring companies to group items presented within OCI based on whether they may be subsequently reclassified to profit or loss. This amendment to IAS 1 is effective for annual periods beginning on or after July 1, 2012 with full retrospective application. Early adoption is permitted. We are currently evaluating the impact of adopting this amendment on our Consolidated Financial Statements.

Effectiveness of Disclosure Controls and Procedures & Internal Control over Financial Reporting

The Company is required to disclose herein any change in the design of the Company's disclosure controls and procedures ("DC&P") & internal control over financial reporting ("ICFR") that occurred during the quarter ended on September 30, 2011 that has materially affected, or is reasonably likely to materially affect, the Company's ICFR. No material changes in Aston Hill's ICFR were identified during the three months ended September 30, 2011, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

It should be noted that a control system, including the Company's disclosure and internal controls and procedures, no matter how well conceived can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud.

As at September 30, 2011 Aston Hill is not required to certify the design and evaluation of its DC&P and ICFR and has not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective basis DC&P and ICFR for the Company may result in additional risks to the quality, reliability, transparency, and timeliness of the interim and annual filings and other reports provided under securities legislation.

Outstanding Share Data

Capital	Authorized	Outstanding as at November 22, 2011	Common Shares Underlying Convertible Securities
Common shares ⁽¹⁾	Unlimited	72,592,959	-
Stock options	Not Applicable	5,341,705	5,341,705
Convertible debentures	Not Applicable	Nil	15,784,315

⁽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.

Subsequent events

On October 31, 2011 the Company made an early principal repayment on its Term Credit Facility in the amount of \$2.5 million. The remaining balance drawn on the Term Credit Facility as at October 31, 2011 was \$3.5 million.

During October 2011, 556,665 stock options were exercised for gross proceeds to the Company of \$175,000.

Other information

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.

Company Contact: Larry Titley, Vice President and Chief Financial Officer

Company Address: Suite 500, 321 – 6th Avenue S.W., Calgary, Alberta, T2P 3H3

Company Phone Number: (403) 770-4800

Company Fax Number: (403) 770-4850