ASTORIUS RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED

MARCH 31, 2009

(Unaudited)

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited interim financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors.

The Company’s independent auditors have not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity’s auditors.

ASTORIUS RESOURCES LTD.

BALANCE SHEETS

	March 31, 2009 (unaudited)	September 30, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents (Note 4)	$ 895,240	$ 940,295
Amounts receivable	2,631	1,321
	$ 897,871	$ 941,616
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 19,080	$ 5,655
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	913,965	913,965
Contributed surplus (Note 6)	115,722	115,722
Deficit	(150,896)	(93,726)
	878,791	935,961
	$ 897,871	$ 941,616

Approved on behalf of the Board:

"Malcolm Powell" — Director

"Carl Jonsson" — Director

ASTORIUS RESOURCES LTD.

STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

(Unaudited)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008	Six Months Ended March 31, 2009	Six Months Ended March 31, 2008
Expenses				
Filing and transfer agent fees	$ 19,111	$ –	$ 23,976	$ 28,011
Legal fees	10,239	7,212	16,101	26,076
Accounting fees	4,300	2,500	13,500	9,000
Office and miscellaneous	3,351	2,450	6,467	3,668
Directors fees – Stock-based compensation	–	70,823	–	70,823
Loss from operations	(37,001)	(82,985)	(60,044)	(137,578)
Other item				
Interest income	2,874	8,558	2,874	10,574
Net loss and comprehensive loss	(34,127)	(74,427)	(57,170)	(127,004)
Deficit, beginning of period	(116,769)	(53,866)	(93,726)	(1,289)
Deficit, end of period	$(150,896)	$(128,293)	$ (150,896)	$ (128,293)
Net loss per share, basic and diluted	$ –	$ (0.02)	$ (0.01)	$ (0.02)
Weighted average number of shares outstanding	8,500,000	8,326,590	8,500,000	8,326,590

ASTORIUS RESOURCES LTD.

STATEMENT OF CASH FLOWS

(Unaudited)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008	Six Months Ended March 31, 2009	Six Months Ended March 31, 2008
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net loss for the period	$ (34,127)	$ (74,427)	$ (57,170)	$ (127,004)
Add item not involving cash:				
Stock-based compensation	–	70,823	–	70,823
	(34,127)	(3,604)	(57,170)	(56,181)
Changes in non-cash working capital items:				
Amounts receivable	(960)	(583)	(1,310)	(2,024)
Accounts payable and accrued liabilities	6,039	(15,329)	13,425	(10,370)
	(29,048)	(19,516)	(45,055)	(68,575)
FINANCING ACTIVITIES				
Proceeds from shares issued	–	–	–	900,000
Share issue costs	–	–	–	(86,072)
	–	–	–	813,928
Increase (decrease) in cash during the period	(29,048)	(19,516)	(45,055)	745,353
Cash and cash equivalents, beginning of the period	924,288	952,369	940,295	187,500
Cash and cash equivalents, end of the period	$ 895,240	$ 932,853	$ 895,240	$ 932,853
SUPPLEMENTAL INFORMATION:				
Interest paid	$ –	$ –	$ –	$ –
Income taxes paid	$ –	$ –	$ –	$ –

1. Nature of Operations

Astorius Resources Ltd. (the "Company") was incorporated under the Business Corporations Act of British Columbia on May 4, 2007 and is a Capital Pool Company as defined by Policy 2.4 of the TSX Venture Exchange (the "TSX-V").

The Company is in the process of identifying and evaluating business opportunities with the objective of completing a "Qualifying Transaction" under TSX-V rules. Under these rules, a Qualifying Transaction must be entered into within 24 months of listing. On May 20, 2009, the Company completed the Qualifying Transaction to acquire a mineral property (see Notes 10 and 11).

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a forced liquidation. These financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements and accordingly do not include all disclosures required for annual financial statements.

These unaudited interim financial statements follow the same significant accounting policies and methods of application as the Company's financial statements for the year ended September 30, 2008. The interim financial statements should be read in conjunction with the September 30, 2008 annual financial statements.

In the opinion of management, all adjustments considered necessary for fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the full fiscal year ending September 30, 2009.

3. Change in Accounting Policy and Recent Accounting Pronouncements

Effective October 1, 2008, the Company adopted the Canadian Institute of Chartered Accountant ("CICA") Handbook Section 3064, "Goodwill and Intangible Assets", which establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. The adoption of the section did not have any significant impact on the Company's financial statements.

Recent Accounting Pronouncements

In January 2009, the CICA issued Section 1582, Business Combinations, which replaces former guidance on business combinations. Section 1582 establishes principles and requirements of the acquisition method for business combination and related disclosures. The Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 2011 with earlier adoption permitted. The Company does not expect that the adoption of this standard will have a material impact on the Company's financial statements.

3. Change in Accounting Policy and Recent Accounting Pronouncements (continued)

Recent Accounting Pronouncements (continued)

In January 2006, the CICA Accounting Standards Board ("AcSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS"). On February 13, 2008, the AcSB confirmed that the standards will become effective for all publicly accountable enterprises in interim and annual financial statements for fiscal years beginning on or after January 1, 2011. The Company continues to monitor and assess the impact of convergence of Canadian generally accepted accounting principles and IFRS.

4. Cash and Cash Equivalents

Cash and cash equivalents include an investment in a redeemable guaranteed investment certificate (“GIC”) with interest rate at 1.30% (September 30, 2008 – 2.05%) per annum. At March 31, 2009, the fair value of the GIC was $894,269 (September 30, 2008 - $935,377).

5. Share Capital

Authorized:

Unlimited number of voting common shares without par value

Issued and Outstanding:

	Number	Amount
Balance, September 30, 2008 and March 31, 2009	8,500,000	$ 913,965

Escrowed Shares:

As at March 31, 2009, 2,500,000 (September 30, 2008 – 2,500,000) shares issued and outstanding were held in escrow. Under the escrow agreement, 10% of the shares will be released on the issuance of the Final Exchange Bulletin (the TSX-V’s acceptance of the Qualifying Transaction) and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months 24 months, 30 months and 36 months following the initial release.

Stock Options:

The Company has established a stock option plan for directors, employees, and consultants. Under the Company's stock option plan, the exercise price of each option is determined by the Board of Directors, subject to the pricing policies of the TSX-V. Options vest immediately when granted and expire five years from the date of the grant, unless the Board of Directors establishes more restrictive terms. The aggregate number of shares issuable pursuant to options granted under the plan is limited to 10% of the Company's issued shares at the time the options are granted. The aggregate number of options granted to any one optionee in a 12-month period is limited to 5% of the issued shares of the corporation.

As of March 31, 2009 the Company had stock options outstanding and exercisable to acquire an aggregate of 1,450,000 common shares summarized as follows. All of these options vested upon grant. The common shares to be issued on the 850,000 directors’ options, if exercised prior to the completion of the Qualifying Transaction, are subject to escrow until the issuance of the Final Exchange Bulletin. The options have a weighted average remaining life of 2.5 years.

5. Share Capital (continued)

Stock Options (continued):

Number of Options	Weighted Average Exercise Price	Expiry Date
600,000	$0.15	January 8, 2010
850,000	$0.15	January 8, 2013
1,450,000	$0.15	

The Company uses the Black-Scholes option valuation model to value the stock options granted during the year. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

There were no options granted during the six months ended March 31, 2009.

During the six month ended March 31, 2008, the Company recorded share issue costs of $44,899 for the 600,000 agent's options and stock-based compensation of $70,823 for the 850,000 directors' options. For purposes of the calculation, the following weighted average assumptions were used under the Black-Scholes option pricing model:

	Agent's Options	Directors' Options
Risk free interest rate	3.54%	3.56%
Expected dividend yield	0%	0%
Expected stock price volatility	90%	100%
Expected life of options	2 years	5 years

The weighted average grant date fair value of the stock options was $0.08 per option.

6. Contributed Surplus

Balance, September 30, 2008 and March 31, 2009	$	115,722

7. Related Party Transactions

During the six months ended March 31, 2009, the Company incurred legal fees of $13,015 (March 31, 2008 - $26,076) from a law firm of which a director of the Company is a principal, and paid office services, facilities and rent of $6,000 (March 31, 2008 - $2,400) to a company with common directors.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Management of Capital

The Company's objectives when managing capital are to pursue and complete the identification and evaluation of assets, properties or businesses with a view to acquisition or participation in a qualifying transaction. The Company does not have any externally imposed capital requirements to which it is subject.

As at March 31, 2009, the Company had capital resources consisting of cash and cash equivalents. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash and cash equivalents.

The Company's investment policy is to invest its cash in investment instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its process of identifying and completion of a qualifying transaction.

9. Financial Instruments

Fair Value of Financial Instruments

As at March 31, 2009, the Company's financial instruments consist of cash and cash equivalents and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company classifies its cash and cash equivalents as held-for-trading and its accounts payable as other financial liabilities.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Liquidity Risk

The Company ensures its holding of cash and cash equivalents is sufficient to meet its short-term general and administrative expenditures. The Company's cash equivalents are invested in business guaranteed investment certificates which are immediately available on demand when required. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as its administrative operations are all located in Canada.

Interest Rate Risk

The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available in the market by the major Canadian financial institutions.

10. Assignment Agreement

On January 23, 2009, the Company entered into an Assignment Agreement (the "Assignment") to acquire an option ""Option") to earn a 60% interest in the Pat group of mineral claims (the "Property") covering approximately 1,330 hectares located near Horsefly, Cariboo Mining Division, British Columbia (the "Property").

Pursuant to the Assignment, the Company must, to maintain and exercise the Option, to make cash payments and issue shares to the assignor and the underlying optionor of the Property as follows:

Due Date		Cash Payments to the Optionor	Share Issuances to the Assignor	Share Issuances to the Optionor
On closing of the Agreement	$	–	100,000	–
July 9, 2009		30,000	–	50,000
July 9, 2010		40,000	–	50,000
July 9, 2011		45,000	–	50,000
	$	115,000	100,000	150,000

The Company must also, to maintain and exercise the Option, to incur minimum expenditures on the Property as follows**:**

(a) an aggregate of $100,000 by September 30, 2009 which is a firm and not an optional commitment by the Company. The Company is to pay the optionor an amount equal to any shortfall in expenditures within 30 days after the due date; and

(b) an aggregate of not less than $1,200,000 by June 25, 2011.

The acquisition is the Qualifying Transaction for the Company and is subject to acceptance for filing by the TSX Venture Exchange.

11. Subsequent Event

On May 20, 2009, TSX Venture Exchange accepted the Company's filing of the Qualifying Transaction as described in Note 10. The Company also issued 100,000 common shares to the assignor pursuant to the Assignment.