ASTORIUS RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED

SEPTEMBER 30, 2010 AND 2009

MANNING ELLIOTT
CHARTERED ACCOUNTANTS

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AUDITORS' REPORT

To the Shareholders of
Astorius Resources Ltd.

We have audited the balance sheets of Astorius Resources Ltd. as at September 30, 2010 and 2009 and the statements of operations, comprehensive loss and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2010 and 2009, and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

/s/ “Manning Elliott LLP”

Chartered Accountants

Vancouver, British Columbia

January 24, 2011

ASTORIUS RESOURCES LTD.

BALANCE SHEETS

SEPTEMBER 30, 2010 AND 2009

		2010		2009
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Note 4)	$	496,713	$	772,152
Amounts recoverable		10,270		3,774
		506,983		775,928
PREPAID EXPLORATION EXPENDITURES		–		25,000
MINERAL PROPERTY (Note 5)		–		53,197
	$	506,983	$	854,125
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	$	10,138	$	5,895
SHAREHOLDERS' EQUITY				
Share capital (Note 6)		923,465		923,465
Contributed surplus (Note 7)		115,722		115,722
Deficit		(542,342)		(190,957)
		496,845		848,230
	$	506,983	$	854,125

Nature of Operations (Note 1)
Subsequent Events (Note 12)

Approved on behalf of the Board:

/s/ "Malcolm Powell" — Malcolm Powell, Director

/s/ "Carl Jonsson" — Carl Jonsson, Director

ASTORIUS RESOURCES LTD.

STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT

FOR THE YEARS ENDED SEPTEMBER 30, 2010 AND 2009

	2010	2009
EXPENSES		
Accounting and audit fees	$ 19,875	$ 18,000
Advertising and promotion	5,473	1,443
Filing and transfer agent fees	9,572	22,384
Impairment write-down of mineral property costs	200,711	–
Legal fees and disbursements	14,641	27,949
Management fees	60,000	20,000
Office and miscellaneous	19,937	15,794
Property investigation and exploration	25,242	–
	355,451	105,570
LOSS BEFORE OTHER INCOME	(355,451)	(105,570)
OTHER INCOME		
Interest income	4,066	8,339
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	(351,385)	(97,231)
DEFICIT, BEGINNING OF YEAR	(190,957)	(93,726)
DEFICIT, END OF YEAR	$ (542,342)	$ (190,957)
NET LOSS PER SHARE – BASIC AND DILUTED	$ (0.04)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	8,650,000	8,546,575

(The Accompanying Notes are an Integral Part of These Financial Statements)

ASTORIUS RESOURCES LTD.

STATEMENT OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30, 2010 AND 2009

	2010	2009
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss	$ (351,385)	$ (97,231)
Add item not involving cash:		
Impairment write-down of mineral property costs	200,711	–
	(150,674)	(97,231)
Changes in non-cash working capital balances:		
Amounts recoverable	(5,882)	(2,453)
Prepaid expenses	(614)	–
Accounts payable and accrued liabilities	4,243	240
	(152,927)	(99,444)
FINANCING ACTIVITY		
Proceeds from shares issued, net	–	–
INVESTING ACTIVITIES		
Prepaid exploration expenditures	–	(25,000)
Mineral property expenditures	(126,644)	(43,697)
Mineral exploration tax credit received	4,130	–
	(122,514)	(68,697)
DECREASE IN CASH DURING THE YEAR	(275,441)	(168,141)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	772,154	940,295
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 496,713	$ 772,154
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Shares issued for mineral property	$ –	$ 9,500
SUPPLEMENTAL INFORMATION:		
Cash paid for interest	$ –	$ –
Cash paid for income taxes	$ –	$ –

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 listed on the TSX Venture Exchange and trades under the symbol ASQ.

The Company is in the business of acquisition, exploration and development of resource properties. The recovery of the Company's investment in resource properties and the attainment of profitable operations is dependent upon the discovery and development of economic reserves and the ability to arrange sufficient financing to bring the reserves into production. The ultimate outcome of these matters cannot presently be determined because they are contingent on future events. At September 30, 2010, the Company continues to be in the exploration stage.

The Company incurred a loss of $351,385 for the year ended September 30, 2010, and has an accumulated deficit of $542,342 at September 30, 2010 which has been funded primarily by issuance of shares. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, and generating profitable operations in the future.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Use of Estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Significant areas requiring the use of management estimates relate to the valuation of mineral properties, determination of future income tax assets and liabilities and assumptions used in valuing options and warrants in stock-based compensation calculations. Actual results could differ from management estimates.

b) Financial Instruments

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor’s carrying amount or exchange amount in accordance with the Canadian Institute of Chartered Accountant (“CICA”) Handbook Section 3840 – Related Party Transactions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Financial Instruments (continued)

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

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

c) Mineral Properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units of production method over estimated recoverable reserves. Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. If management determines that the carrying values cannot be recovered or the carrying values are related to properties that are allowed to lapse, the unrecoverable amounts are expensed in the period that this determination is made.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

d) Cash and Cash Equivalents

The Company considers deposits with banks or highly liquid short-term interest bearing securities that are readily convertible to known amounts of cash and those that have maturities of three months or less when acquired to be cash equivalents.

e) Share Issue Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Stock-based Compensation

The Company applies the fair value method to stock-based payments to all awards that are direct awards of stock, that call for settlement in cash or other assets or are stock appreciation rights that call for settlement by the issuance of equity instruments. Compensation expense is recognized over the applicable vesting period with a corresponding increase in contributed surplus. When the options are exercised, the exercise price proceeds together with the amount initially recorded in contributed surplus are credited to share capital.

g) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences which arise between the accounting basis and the tax basis of various assets and liabilities, and are measured using substantively enacted tax rates and laws expected to apply when these differences reverse. A valuation allowance is provided for any future income tax assets if it is more likely than not that the asset will not be realized.

h) Asset Retirement Obligations

The Company follows Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3110, "Asset Retirement Obligations", which establishes standards for asset retirement obligations and associated retirement costs related to site reclamation and abandonment. The fair value of the liability for an asset retirement obligation is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at September 30, 2010 and 2009, the Company has not incurred any asset retirement obligation related to the exploration and development of its mineral property.

i) Comprehensive Loss

Comprehensive loss reflects net loss and other comprehensive income (loss) for the period. Other comprehensive income (loss) includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent they are effective. As the Company does not have items comprising other comprehensive loss, the Company's net loss is the same as the comprehensive loss.

j) Loss per Share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

k) Government Assistance

B.C. mining exploration tax credits for certain exploration expenditures incurred in B.C. are treated as a reduction of the exploration and development costs of the respective mineral property.

3. CHANGES IN ACCOUNTING POLICIES

Financial Instruments – Disclosures

In June 2009, the CICA amended Section 3862, “Financial Instruments – Disclosures”, to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant inputs are based on observable market data, either directly or indirectly. Level 3 valuations are based on inputs that are not based on observable market data. These disclosures are reflected in Note 11.

Recent Accounting Pronouncements Not Yet Adopted

In January 2009, the AcSB issued CICA Handbook Section 1582, “Business Combinations”, which replaces Section 1581, “Business Combinations”. The AcSB also issued Section 1601, “Consolidated Financial Statements”, and Section 1602, “Non-Controlling Interests”, which replace Section 1600, “Consolidated Financial Statements”. These new sections are based on the International Accounting Standards Board’s (“IASB”) International Financial Reporting Standard 3, “Business Combinations”. These new standards replace the existing guidance on business combinations and consolidated financial statements. These new standards require that most assets acquired and liabilities assumed, including contingent liabilities, to be measured at fair value and all acquisition costs to be expensed. These new standards also require non-controlling interests to be recognized as a separate component of equity and net earnings to be calculated without a deduction for non-controlling interests. The objective of these new standards is to harmonize Canadian accounting for business combinations with the international and U.S. accounting standards. The new standards are to be applied 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 1, 2011, with earlier application permitted. Assets and liabilities that arose from business combinations whose acquisition dates preceded the application of the new standards will not be adjusted upon application of these new standards. The Non-Controlling Interests standard should be applied retrospectively except for certain items. The Company does not expect that the adoption of these standards will have a material impact on the Company’s financial statements.

In February 2008, the 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"). AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP. This date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date for the Company will be October 1, 2011 and will require the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011. The Company continues to monitor and assess the impact of convergence of Canadian GAAP 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 1.20% (2009 – 1.30%) per annum. At September 30, 2010, the fair value of the GIC was $494,900 (2009 - $771,782).

5. MINERAL PROPERTY

		2010	2009
Acquisition costs			
Balance, beginning of year	$	39,500	–
Cash paid to optionor		–	30,000
Shares issued to assignor		–	5,000
Shares issued to optionor		–	4,500
Payment to optionor as per Amendment Agreement		34,300	–
Acquisition costs, end of year		73,800	39,500
Exploration costs			
Balance, beginning of year		13,697	–
Consulting		17,608	3,697
Drilling		99,736	10,000
Less: Mineral exploration tax credit received		(4,130)	–
		126,911	13,697
Impairment write-down of Pat Property		(200,711)	–
Balance, end of year	$	–	53,197

Pat Property, British Columbia, Canada

On January 23, 2009, the Company entered into an assignment agreement, amended January 26, 2009, to acquire a previously existing option (“Option”) to acquire a 60% interest in the Pat Mineral Claims located in the Cariboo Mining Division, British Columbia. In consideration of the assignment the Company issued 100,000 shares to the assignor and issued 50,000 shares and paid $30,000 in cash to the optionor.

During December 2009 the Company did a drill programme and no significant mineralization was encountered. As of September 30, 2010, continued exploration was uncertain and the Company is pursuing other properties, refer to Note 12. Accordingly, on September 30, 2010 the capitalized cost of the Pat Property was written down to zero and an impairment write-down of $200,711 was recorded in expenses.

6. SHARE CAPITAL

a) Authorized

Unlimited number of voting common shares without par value

6. SHARE CAPITAL (continued)

b) Issued and fully paid

	Number of Shares		Amount
Balance, September 30, 2008	8,500,000	$	913,965
Issued for mineral property assignment	100,000		5,000
Issued for mineral property option	50,000		4,500
Balance, September 30, 2009 and 2010	8,650,000	$	923,465

During the year ended September 30, 2009

i) On January 23, 2009, the Company issued 100,000 common shares to the assignor of the option agreement for acquisition of the Pat property (see Note 5). The fair value of the shares was $5,000.

ii) On July 14, 2009, the Company issued 50,000 common shares to the optionor of the Pat property (see Note 5). The fair value of the shares was $4,500.

c) Escrowed Shares

As at September 30, 2010, 1,500,000 (2009 – 2,250,000) common shares issued and outstanding were held in escrow. Under the escrow agreement, 375,000 shares will be released every six months from December 12, 2008 to December 12, 2011.

d) 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 September 30, 2010 the Company had stock options outstanding and exercisable to acquire an aggregate of 680,000 common shares summarized as follows. All of these options vested upon grant. The options have a weighted average remaining life of 2.28 years.

	Number of Options	Weighted Average Exercise Price	Expiry Date
Agent's Options	600,000	$0.15	January 8, 2010
Directors' Options	850,000	$0.15	January 8, 2013
Balance, September 30, 2008 and 2009	1,450,000	$0.15	
Expired: Agent's Options	(600,000)	$0.15	
Forfeited: Director's Options	(170,000)	$0.15	
Balance, September 30, 2010	680,000	$0.15	

There were no options granted during the years ended September 30, 2009 and 2010.

7. CONTRIBUTED SURPLUS

	2010	2009
Balance, beginning of year	$ 115,722	$ 115,722
Fair value of options granted	–	–
Balance, end of year	$ 115,722	$ 115,722

8. RELATED PARTY TRANSACTIONS

During the year, the Company incurred the following related party transactions measured at the exchange amounts, which were the amounts agreed upon by the transacting parties and are on terms and conditions similar to those for arms length transactions:

a) The Company incurred legal fees of $13,850 (2009 - $22,550) from a law firm of which a director of the Company is a principal.

b) The Company paid office services, facilities and rent of $19,936 (2009 - $14,500) to a company with common directors.

c) The Company paid management fees of $60,000 (2009 - $20,000) to a company owned by a director of the Company.

d) The Company issued 100,000 common shares at a fair value of $5,000 to acquire an option to acquire a 60% interest in the Pat property from a company with a common director.

9. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2010	2009
Combined statutory tax rate	28.88%	30.13%
Income tax recovery at statutory rate	$ 101,473	$ 29,296
Permanent differences	(456)	–
Reduction in income tax rates	(13,621)	(6,571)
Valuation allowance	(87,396)	(22,725)
	$ –	$ –

Significant components of the Company's future income tax assets are shown below:

	2010	2009
Non-capital loss carry forwards	$ 89,621	$ 42,904
Incorporation costs	218	322
Mineral property	47,215	–
Share issue costs	12,864	19,296
Valuation allowance	(149,918)	(62,522)
Net future income tax asset	$ –	$ –

9. INCOME TAXES (continued)

The Company has non-capital losses for income tax purposes of approximately $358,000 which may be carried forward and offset against future taxable income. The non-capital losses expire as follows:

Year	2010
2027	1,000
2028	47,000
2029	134,000
2030	176,000
	$ 358,000

As at September 30, 2010, the Company has approximately $189,000 (2009: $53,000) resource expenditures that can be carry-forwarded indefinitely for tax purposes to reduce taxable income for future years.

10. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of mineral properties in Canada. The Company does not have any externally imposed capital requirements to which it is subject.

As at September 30, 2010, 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 exploration and development plans and operations through its current operating period.

11. FINANCIAL INSTRUMENTS

Fair Value of Financial Instruments

As at September 30, 2010, 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.

CICA 3862 "Financial Instruments – Disclosures", requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. CICA 3862 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. CICA 3862 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

11. FINANCIAL INSTRUMENTS (continued)

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets measured at fair value by level within the fair value hierarchy as of September 30, 2010 were as follows:

	Balance at September 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	$	$	$	$
Cash and cash equivalents	494,713	494,713	–	–

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 it's administrative and exploration 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.

The Company has investments in guaranteed investment certificates. The following table summaries the impact of reasonable possible changes on interest rates for the Company at September 30, 2010 and 2009. The sensitivity analysis is based on the assumption that interest rate changes by 1% with all other variables remaining constant. The 1% sensitivity is based on reasonably possible changes over a financial year, using the observed range of historical rates for the preceding year.

	2010	2009
Impact on net loss:		
1% increase	$ 4,900	$ 7,600
1% decrease	$(4,900)	$(7,600)

12. SUBSEQUENT EVENTS

On October 19, 2010, the Company granted options to a director to purchase up to 170,000 shares of the Company at $0.15 per share on or before October 18, 2015.

On October 25, 2010, the Company acquired twenty-four mineral claims in two properties located in British Columbia, covering an area of 6,782 hectares known as the Babine Project. The Company plans to carry out geological, geophysical, geochemical prospecting programs in the Babine Project.

On November 15, 2010, the Company announced that it has expanded its mineral tenure within its Babine Project area. The newly acquired claims were sold to the Company for a cash purchase of $8,000.

On December 9, 2010, the Company issued 100,000 shares for fees owing to a consultant.

On December 24, 2010, the Company announced the termination of the option agreement to acquire a 60% interest in the Pat mineral claim block. There are no further commitments related to this property.