
**ASTORIUS RESOURCES LTD.
(AN EXPLORATION STAGE COMPANY)
FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
DECEMBER 31, 2010
(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.
(AN EXPLORATION STAGE COMPANY)

BALANCE SHEETS

AS AT DECEMBER 31, 2010

	December 31, 2010 (Unaudited)	September 30, 2010 (Audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents (Note 3)	\$ 449,535	\$ 496,713
Amounts recoverable	12,746	10,270
Prepaid expense	4,596	—
	<hr/> 466,877	<hr/> 506,983
MINERAL PROPERTY (Note 4)	36,179	—
	<hr/> \$ 503,056	<hr/> \$ 506,983
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 21,023	\$ 10,138
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	941,465	923,465
Contributed surplus (Note 7)	137,790	115,722
Deficit	(597,222)	(542,342)
	<hr/> 482,033	<hr/> 496,845
	<hr/> \$ 503,056	<hr/> \$ 506,983

Nature of Operations (Note 1)

Approved on behalf of the Board:

/s/ "Malcolm Powell"
Malcolm Powell, Director

/s/ "Carl Jonsson"
Carl Jonsson, Director

ASTORIUS RESOURCES LTD.
(AN EXPLORATION STAGE COMPANY)

STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
FOR THE THREE MONTHS ENDED DECEMBER 31, 2010

(Unaudited)

	Three months ended December 31, 2010	Three months ended December 31, 2009
EXPENSES		
Accounting fees	\$ 8,500	\$ 8,900
Advertising and promotion	–	3,333
Filing and transfer agent fees	1,533	1,378
Legal fees	4,200	539
Management fees	15,000	15,000
Office and miscellaneous	5,473	4,812
Stock-based compensation	22,068	–
	<hr/> 56,774	<hr/> 33,962
LOSS BEFORE OTHER INCOME	(56,774)	(33,962)
OTHER INCOME		
Interest income	1,894	2,050
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(54,880)	(31,912)
DEFICIT, BEGINNING OF PERIOD	(542,342)	(190,957)
DEFICIT, END OF PERIOD	<hr/> \$ (597,222)	<hr/> \$ (222,869)
NET LOSS PER SHARE – BASIC AND DILUTED	<hr/> \$ (0.01)	<hr/> \$ (0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<hr/> 8,673,913	<hr/> 8,650,000

ASTORIUS RESOURCES LTD.
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STATEMENT OF CASH FLOWS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2010

(Unaudited)

	Three months ended December 31, 2010	Three months ended December 31, 2009
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	\$ (54,880)	\$ (31,912)
Add item not involving cash:		
Stock-based compensation	22,068	—
	(32,812)	(31,912)
Changes in non-cash working capital balances:		
Amounts recoverable	(2,476)	1,335
Prepaid expense	(4,596)	18,858
Accounts payable and accrued liabilities	10,885	5,629
	(28,999)	(6,090)
INVESTING ACTIVITY		
Mineral property expenditures	(18,179)	(115,412)
DECREASE IN CASH DURING THE PERIOD	(47,178)	(121,502)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	496,713	772,154
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 449,535	\$ 650,652
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Shares issued in connection with acquisition of property	\$ 18,000	\$ —
SUPPLEMENTAL INFORMATION:		
Cash paid for interest	\$ —	\$ —
Cash paid for income taxes	\$ —	\$ —

**ASTORIUS RESOURCES LTD.
(AN EXPLORATION STAGE COMPANY)**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2010

(Unaudited)

1. NATURE OF OPERATIONS

Astorius Resources Ltd. (the "Company") was incorporated under the Business Corporation Act of British Columbia on May 4, 2007 and is listed on the TSX Venture Exchange.

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 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 December 31, 2010, the Company continues to be an exploration stage company.

The Company has realized recurring losses which are 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. BASIS OF PRESENTATION

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, 2010. The interim financial statements should be read in conjunction with the September 30, 2010 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, 2011.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included an investment in a redeemable guaranteed investment certificate ("GIC") with an interest rate of 1.20% per annum on September 30, 2010. At December 31, 2010, the fair value of the GIC was \$Nil as it matured (September 30, 2010 - \$494,900).

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2010

(Unaudited)

4. MINERAL PROPERTY

	Babine Project Dec. 31, 2010
Acquisition costs	
Balance, beginning of period	\$ —
Cash paid for acquisition of property	11,253
Shares issued in connection with acquisition of property	18,000
Balance, end of period	<u>29,253</u>
Exploration costs	
Balance, beginning of period	—
Consulting	5,684
Other	1,242
Balance, end of period	<u>6,926</u>
	<u>\$ 36,179</u>

a) Babine Project, British Columbia, Canada

During October 2010, the Company acquired twenty-four mineral claims 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 2, 2010, the Company expanded its mineral tenure within its Babine Project area. The newly acquired claims were sold to the Company for a cash purchase price of \$8,000.

On December 9, 2010, the Company issued 100,000 shares to a consultant for their assistance in acquiring the Babine Project. The fair value of these shares was \$18,000.

b) Pat Property, British Columbia, Canada

As of September 30, 2010, no further exploration on the Pat Property was planned and the Company was in the process of pursuing additional properties. The Company signed a termination agreement for the Pat Property effective December 23, 2010. As a result, the Pat Property was impaired and all related deferred acquisition and exploration costs were written off as of September 30, 2010.

5. SHARE CAPITAL

Authorized:

Unlimited number of voting common shares without par value

Issued and Outstanding:

Balance, September 30, 2010	8,650,000	\$ 923,465
Issuance of shares in connection with property (Note 4)	100,000	18,000
Balance, December 31, 2010	<u>8,750,000</u>	<u>\$ 941,465</u>

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FOR THE THREE MONTHS ENDED DECEMBER 31, 2010

(Unaudited)

6. 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 December 31, 2010 the Company had stock options outstanding and exercisable to acquire an aggregate of 850,000 common shares summarized as follows. All of these options are fully vested.

	Number of Options	Weighted Average Exercise Price	Expiry Date
Directors' Options	680,000	\$0.15	January 8, 2013
Balance, September 30, 2010	680,000	\$0.15	
Granted: Director's Options	170,000	\$0.15	October 18, 2015
Balance, December 31, 2010	850,000	\$0.15	

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. The fair value of the options issued was determined to be \$22,068 and the weighted average issue date fair value for the options was \$0.13 per option. During the period ended December 31, 2010, the Company recognized stock-based compensation of \$22,068 related to this grant.

The fair values of the options granted during the year were determined using the Black-Scholes pricing model, using the following weighted average assumptions:

Risk free interest rate	1.85%
Expected dividend yield	0%
Expected stock price volatility	160%
Expected life of options	5 years

7. CONTRIBUTED SURPLUS

Balance – September 30, 2010	\$ 115,722
Fair value of stock options granted and vested	22,068
Balance – December 31, 2010	\$ 137,790

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FOR THE THREE MONTHS ENDED DECEMBER 31, 2010

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8. RELATED PARTY TRANSACTIONS

During the period ended December 31, 2010, 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 \$4,200 (2009 - \$539) from a law firm of which a director of the Company is a principal.
- b. The Company paid office services, facilities and rent of \$4,500 (2009 - \$4,500) to a corporation with common directors.
- c. The Company paid management fees of \$15,000 (2009 - \$15,000) to a corporation owned by a director of the Company.
- d. At December 31, 2010, accounts payable and accrued liabilities included \$5,392 (December 31, 2009 - \$Nil) for amounts due to a law firm of which a director is a principal.

9. 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 December 31, 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.

10. FINANCIAL INSTRUMENTS

Fair Value of Financial Instruments

As at December 31, 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.

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.

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10. FINANCIAL INSTRUMENTS (continued)

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 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.

11. SUBSEQUENT EVENTS

During February 2011, the Company expanded its mineral tenure within its Babine Project area by an area of 1,314 hectares. The claims were acquired by the Company for a cash purchase price of \$5,000.

During February 2011, the Company further expanded its mineral tenure within its Babine Project area by an area of 3,323 hectares. The claims were acquired by the Company for a purchase price of 300,000 shares of the Company. The shares will be issued in three tranches of 100,000 shares each, issued 4, 8 and 12 months from the date of TSX Venture Exchange acceptance. Including this further purchase, the Company owns, or holds under option, claims covering an area of 12,344 hectares in Babine Project area.