ASTORIUS RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED

JUNE 30, 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

	June 30, 2009 (Unaudited)	September 30, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents (Note 4)	$ 860,598	$ 940,295
Amounts receivable	3,715	1,321
	864,313	941,616
Mineral property (Note 5)	15,000	–
	$ 879,313	$ 941,616
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 9,048	$ 5,655
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	928,965	913,965
Contributed surplus (Note 7)	115,722	115,722
Deficit	(174,422)	(93,726)
	870,265	935,961
	$ 879,313	$ 941,616

Approved on behalf of the Board:

"Malcolm Powell"
Malcolm Powell, Director

"Carl Jonsson"
Carl Jonsson, Director

ASTORIUS RESOURCES LTD.

STATEMENTS OF OPERATIONS, COMPREHENSIVE INCOME (LOSS) AND DEFICIT

FOR THE NINE MONTHS ENDED JUNE 30, 2009

(Unaudited)

	Three months ended June 30, 2009	Three months ended June 30, 2008	Nine months ended June 30, 2009	Nine months ended June 30, 2008
EXPENSES				
Legal fees	$ 10,418	$ 1,953	$ 26,519	$ 28,029
Filing and transfer agent fees	1,408	–	25,384	28,011
Office and miscellaneous	5,833	2,688	12,300	6,356
Accounting fees	1,500	2,500	15,000	11,500
Consulting fees	7,325	–	7,325	–
Directors' fees (stock-based compensation)	–	–	–	70,823
LOSS BEFORE OTHER ITEMS	26,484	7,141	86,528	144,719
OTHER INCOME				
Interest income	2,958	8,457	5,832	19,031
NET INCOME (LOSS) AND COMPREHENSIVE (LOSS) FOR THE PERIOD	(23,526)	1,316	(80,696)	(125,688)
DEFICIT, BEGINNING OF PERIOD	(150,896)	(128,293)	(93,726)	(1,289)
DEFICIT, END OF PERIOD	$ (174,422)	$ (126,977)	$ (174,422)	$ (126,977)
NET LOSS PER SHARE – Basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.02)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	8,542,857	8,500,000	8,514,286	8,386,364

ASTORIUS RESOURCES LTD.

STATEMENT OF CASH FLOWS

FOR THE NINE MONTHS ENDED JUNE 30, 2009

(Unaudited)

	Three months ended June 30, 2009	Three months ended June 30, 2008	Nine months ended June 30, 2009	Nine months ended June 30, 2008
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net income (loss) for the period	$ (23,526)	$ 1,316	$ (80,696)	$ (125,688)
Add item not involving cash:				
Stock-based compensation	–	–	–	115,722
	(23,526)	1,316	(80,696)	(9,966)
Changes in non-cash working capital balances:				
Amounts receivable	(1,084)	2,219	(2,394)	195
Accounts payable and accrued liabilities	(10,032)	(1,376)	3,393	(11,746)
	(34,642)	2,159	(79,697)	(21,517)
FINANCING ACTIVITIES				
Proceeds from shares issued	–	–	–	900,000
Share issue costs	–	–	–	(130,971)
	–	–	–	769,029
INCREASE IN CASH DURING THE PERIOD	(34,642)	2,159	(79,697)	747,512
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	895,240	932,853	940,295	187,500
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 860,598	$ 935,012	$ 860,598	$ 935,012
SUPPLEMENTAL INFORMATION:				
Interest paid	–	–	–	–
Income taxes paid	–	–	–	–

NON-CASH INVESTING				
Mineral property acquired by issuance of shares (Note 5)	$ 15,000	$ –	15,000	$ –

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 Note 5).

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 an interest rate of 1.30% (September 30, 2008 – 2.05%) per annum. At June 30, 2009, the fair value of the GIC was $860,037 (September 30, 2008 - $935,377).

5. Mineral Property

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 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, 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, 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.

On May 22, 2009 the Company issued 100,000 common shares at their fair value of $0.15 per share to the assignor pursuant to the Assignment.

6. Share Capital

Authorized:

Unlimited number of voting common shares without par value

Issued and Outstanding:

	Number	Amount
Balance, September 30, 2008	8,500,000	$ 913,965
Issuance of shares to acquire resource property (Note 5)	100,000	15,000
Balance, June 30, 2009	8,600,000	$ 928,965

On May 22, 2009, the Company issued 100,000 common shares at $0.15 per share to acquire an option to earn a 60% interest in the Pat group of mineral claims.

Escrowed Shares:

As at June 30, 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 June 30, 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.

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 nine months ended June 30, 2009.

7. Contributed Surplus

Balance, September 30, 2008 and June 30, 2009	$	115,722

8. Related Party Transactions

During the nine month period ended June 30, 2009, the Company incurred legal fees of $26,519 (June 30, 2008 - $28,029) from a law firm of which a Director is a principal, rent expenses of $10,500 (June 30, 2008 - $4,800) from a company with common Directors and consulting fees of $5,000 (June 30, 2008 - $nil) from a company related to the President.

These transactions were 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.

9. 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 June 30, 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.

10. Financial Instruments

Fair Value of Financial Instruments

As at June 30, 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.

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 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.

ASTORIUS RESOURCES LTD. ("Company")

MANAGEMENT DISCUSSION AND ANAYLSIS
DATED AUGUST 28, 2009

This interim MD & A is intended to cover the Company's third fiscal quarter from April 1, 2009 – June 30, 2009 and the period to August 28, 2009. It is to be read in conjunction with the Company's audited Financial Statements prepared as of September 30, 2008 and the unaudited quarterly Financial Statement prepared to June 30, 2009, both prepared in accordance with the Canadian generally accepted accounting principles. All amounts are expressed in Canadian dollars.

1. Overall Performance

Because the Company did not carry on any business activities during the quarter there are no performance figures to analyze or discuss.

During the previous quarter the Company signed an agreement, dated January 26, 2009 (the "Agreement") to acquire – by assignment – an option to earn a 60% interest in two contiguous mineral claims covering 1,330 hectares located approximately 15 kilometres east of the village of Horsefly, British Columbia, known as the "Pat" property. The original Option Agreement as to the 60% interest in the Pat property, dated June 25, 2007 (the "Original Agreement"), was executed by the claim's owner, Cariboo Rose Resources Ltd. in favour of Alder Resources Ltd. ("Alder"). Details of the Agreement and the Original Agreement were disclosed in the Company's annual MD & A dated January 26, 2009. The Agreement was subject to approval by the TSX Venture Exchange (upon which the shares of the Company are listed for trading). Exchange approval was received and the transaction was closed May 22, 2009. On that date the Company issued 100,000 shares to Alder as consideration for the assignment of the Original Agreement to it. The Agreement qualified as the Company's "Qualifying Transaction" – and, as a result, the Company ceased to be a Capital Pool Corporation. As of May 21, 2009 it became a Tier 2 Issuer on the TSX Venture Exchange and it's ticker symbol became "ASQ".

On July 14, 2009 the Company issued 50,000 shares to Cariboo Rose Resources Ltd. – being the first tranche of shares that the Company was required to make pursuant to the Original Agreement. No further share allotments or cash payments have to be made until July 9, 2010. However, the Company has committed to perform not less than $100,000 of exploration work on the property by September 30, 2009 – which is a firm obligation and not an optional obligation.

The Company has engaged Mincord Exploration Consultants Ltd., of Vancouver, BC to conduct the required work on the property. The programme will consist principally of diamond drilling and related work.

Astorius has established a website – www.astoriusresources.com. Further information about the Company can be viewed on the website – including a geological report on the Pat property.

2. Summary of Quarterly Reports

The following information is provided for the period since the incorporation of the Company on May 4, 2007:

	Quarter ended June 30/09 $	Quarter ended March 31/09 $	Quarter ended December 31/08 $	Quarter ended September 30/08 $	Quarter ended June 30/08 $	Quarter ended March 31/08 $	Quarter ended December 31/07 $	Period between May 4/07 and Oct. 10/07 $
(a) net sales or total revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Gain (Loss) before Extraordinary items								
- total	(23,526)	(34,127)	(23,043)	30,304	1,316	(71,480)	(52,577)	(1,289)
- per share undiluted*	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.08)
(c) Net Gain (Loss)								
- Total	(23,526)	(34,127)	(23,043)	30,304	1,316	(71,480)	(52,577)	(1,289)
- Per share diluted*	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.08)

*As the effect of dilution is to reduce the reported loss per share, fully diluted loss per share information has not been shown.

3. Results of Operation

Because the Company did not have any business operations in the period covered by this document there can be no meaningful discussion of the results of operations as a result of the Company being inactive during the fiscal quarter. For that reason the Company's cash expenses for the quarter were minimal. Legal fees and other costs were higher during the quarter due to the extra work done to achieve the results described in Clause 1.

The Company booked expenses during the quarter of $26,484 – but received interest of $2,958 and therefore had a net loss for the period of only $23,526.

4. Liquidity

As at June 30, 2009 the Company had $860,598 in cash on hand and working capital of $855,265. At August 25, 2009 it had working capital of approximately $805,000.

5. Transactions with Related Parties

There have been no transactions with related parties in the past fiscal year – except that:

(a) The Company agreed, commencing June 1, 2009, to pay $5,000 per month for the management services of the President and Chief Executive Officer, Malcolm Powell. Mr. Powell's services to the Company had not been previously paid for. The payments will be made to Mr. Powell's wholly owned private company.

(b) Carl Jonsson, the Company's Director and Corporate Secretary, acts as the Company's lawyer through his firm, Tupper Jonsson & Yeadon. All of the charges for Mr. Jonsson's services are invoiced by the firm. The legal fees paid to, or incurred with, the firm for the quarter ending June 30, 2009 totaled $7,575.

(c) The Company, pursuant to an informal agreement with a company which has common directors and officers, pays $1,000 per month for office services and facilities.

6. Other MD & A Requirements

(a) Additional information relating to the Company has been filed on SEDAR and is available at www.sedar.com.

(b) As the Company has not had any revenue from operations the following breakdown of general and administration expenses is provided.

	Quarter ended June 30, 2009 $	Quarter ended June 30, 2008 $
Office and general:	5,833	2,688
Legal Fees and disbursements:	10,418	1,953
Filing and Transfer Agent Fees:	1,408	-
Accounting:	1,500	2,500
Consulting fees:	7,325	-
Totals:	26,484	7,141

(c) Outstanding share data:

(i) The Company has 8,650,000 common shares issued. The shares are all voting shares and rank equally with each other.

(ii) The Company has share purchase options outstanding as follows:

No.	Exercise Price	Expiry Date
600,000	$0.15	January 8, 2010
850,000	$0.15	January 8, 2013

The Company has no share purchase warrants outstanding.

7. Disclosure Controls

(a) *Evaluation of disclosure controls and procedures*

Public companies are required to perform an evaluation of disclosure controls and procedures annually and to disclose management's conclusions about the effectiveness of these disclosure controls and procedures in its annual Management's Discussion and Analysis. The Company has established, and is maintaining, disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is disclosed in annual filings, interim filings or other reports, and is recorded, processed, summarized and reported within the time periods specified as required by securities regulations.

Management has evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2008 and, given the size of the Company and the involvement at all levels of the Chief Executive Officer, and the Chief Financial Officer, believes that they are sufficient to provide reasonable assurance that the Company's disclosures are compliant with securities regulations.

(b) *Internal controls over financial reporting*

The Company's ICFR has material weaknesses as it effectively has only two people – the CEO and the CFO – working on financial record-keeping and reporting. As a result, the Company does not have the number of people/staff that would be necessary to segregate the various accounting and book-keeping functions that are performed. Notwithstanding these weaknesses it is not considered that they have any impact on the Company's financial reporting or ICFR. Due to the small size of the Company and its very limited funds there are no plans, or actions undertaken, to remediate the material weaknesses.

(c) *International Financial Reporting Standards ("IFRS")*

Securities regulators and the Canadian Accounting Standards Board have edicted that all public Canadian companies must adopt and comply with IFRS effective January 1, 2011 with restatement, for comparative purposes, of amounts reported by the Company for the year ended December 31, 2010 and for all interim periods reported within 2010. The Company is currently assessing the adoption of IFRS for 2011. However the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time. At this point, due to the limited nature of the Company's activities, it is not expected that the transition to IFRS will have a significant impact. Management expects to, in the fourth quarter, formulate a changeover plan. Although companies are, in some cases, entitled to adopt certain new accounting policies that will comply with IFRS prior to 2011, the Company has not concluded that it would be appropriate for it to adopt any of the new accounting policies prior to the date they will be required.