# ASTORIUS RESOURCES LTD.

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### **News Release**

**February 5, 2009** 

Symbol "ASQ.P": TSX Venture Exchange

# ASTORIUS ACQUIRES ASSIGNMENT OF MINERAL CLAIM OPTION AGREEMENT AS PROPOSED QUALIFYING TRANSACTION

Astorius Resources Ltd. (the "Company") has signed an Assignment Agreement dated January 23, 2009 ("Assignment") to acquire from Alder Resources Ltd. ("Alder") an option it signed with Cariboo Resources Ltd. ("Cariboo") dated June 25, 2007 (the "Option"). The Company has, in consideration of the assignment to it by Alder, agreed to issue and allot to Alder 100,000 shares and assume Alder's obligations under the Option – particularly a commitment to perform at least \$100,000 worth of exploration work on the property not later than September 30, 2009.

The Company has acquired the Assignment from Alder as its proposed Qualifying Transaction. The Assignment is subject to acceptance for filing by the TSX Venture Exchange (the "Exchange").

The Option grants an option to acquire a 60% interest in the Pat group of mineral claims covering an area of 1,330 hectares which lie approximately 15 kilometres east of the village of Horsefly, Cariboo Mining Division, British Columbia (the "Claims"). To maintain and exercise the Option Astorius will have to:

- 1. pay and issue to the Optionor the following amounts and numbers of shares not later than the following specified dates:
  - (i) \$30,000 and 50,000 shares of the Company on July 9, 2009;
  - (ii) \$40,000 and 50,000 shares of the Company on July 9, 2010;
  - (iii) \$45,000 and 50,000 shares of the Company on July 9, 2011;

for a total of \$115,000 and 150,000 shares; and

- 2. incur the following minimum expenditures on the Claims by the following specified dates:
  - (i) \$100,000 by September 30, 2009 which is a firm obligation and not an optional obligation;
  - (ii) an aggregate total of not less than \$1,200,000 by June 25, 2011.

If the Company exercises its option and acquires a 60% interest in the Claims it and Cariboo will thereupon be a Joint Venture pursuant to a Joint Venture Agreement which is a Schedule to the Option – and which provides that the Company will be the operator of the Joint Venture so long as it maintains at least a 50% interest in the Joint Venture.

The Company has commissioned the preparation of a National Instrument 43-101 compliant geological report on the Claims – which is a requirement of the Exchange.

Alder is a public Canadian company, the shares of which trade on the TSX Venture Exchange. The only shareholder of Alder who could be considered to directly or indirectly beneficially hold a controlling interest in Alder is Bruce Ford of Toronto, Ontario.

Neither Alder nor the Company own any shares in each other and, as a result of the Assignment, Alder will hold no residual interests in the Option or the Claims covered by the Option.

The Assignment is an arm's-length transaction – although Carl R. Jonsson is a director and officer of both Alder and the Company. Mr. T.J. Malcolm Powell, Director, President and CEO of the Company, was a director of Alder until his resignation on January 22, 2009. It is not proposed that the Assignment will be subject to the approval of the shareholders of the Company.

The Assignment, and the anticipated ultimate acceptance of it by the Exchange as the Company's Qualifying Transaction, will not result in any change in the Board of Directors or the management of the Company. Those persons are:

T.J. Malcolm Powell - Director, President and Chief Executive Officer Carl R. Jonsson LLB - Director, Secretary and Chief Financial Officer

Arthur Troup, P.Eng. - Director Lindsay Bottomer, P.Geo. - Director

As a result of the signing of the Assignment the Company requested the Exchange to halt trading in the Company's shares and the halt became effective February 5, 2009.

The Directors and Officers are, and will after the closing of the Assignment, continue to be the only insiders of the Company.

Completion of the assignment transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

#### FOR FURTHER INFORMATION PLEASE CONTACT:

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## **ASTORIUS RESOURCES LTD.**

"T.J. Malcolm Powell"

Per:

T.J. Malcolm Powell,

President

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this Press Release.