ASTORIUS RESOURCES LTD.

Suite 1400, 570 Granville Street
Vancouver, B.C. V6E 2L3
Phone : (604) 277-1752 Fax : (604) 687-4212

FILING STATEMENT
FORM 3B2

Dated: April 28, 2009

NEITHER THE TSX VENTURE EXCHANGE (THE "EXCHANGE") NOR ANY SECURITIES REGULATORY AUTHORITY HAS IN ANY WAY PASSED UPON THE MERITS OF THE QUALIFYING TRANSACTION DESCRIBED IN THIS FILING STATEMENT.

TABLE OF CONTENTS

GLOSSARY

Glossary of Defined Terms

In this Filing Statement, the following capitalized words and terms shall have the following meanings:

Acquisition	means the proposed acquisition by Astorius of an option to acquire a 60% interest in the Property pursuant to the Option Agreement
Astorius	means Astorius Resources Ltd., a company existing under the BCA.
Available Funds	means the funds that will be available to the Company on completion of the Qualifying Transaction.
BCA	*Business Corporations Act* (British Columbia).
CPC	means a corporation: (a) that has been incorporated or organized in a jurisdiction in Canada; (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and (c) in regard to which the Completion of a Qualifying Transaction has not yet occurred.
CPC Policy	means Policy 2.4 of the Exchange.
Closing	means the date of issuance by the Exchange of the Final Exchange Bulletin.
Company	means Astorius Resources Ltd.
Completion of the Qualifying Transaction	means the date the Final Exchange Bulletin is issued by the Exchange in respect of the Company's Qualifying Transaction.
Valiant Trust	Valiant Trust Company, the registrar, transfer agent and escrow agent of Astorius, located at 600 – 750 Cambie Street, Vancouver, British Columbia V6B 0A2
Escrowed Shares	means the 2,500,000 issued shares of the Company held in escrow pursuant to the IPO Escrow Agreement.
Exchange	TSX Venture Exchange Inc.
Final Exchange Bulletin	means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation, and that evidences the final Exchange acceptance of the Qualifying Transaction.
Insider	if used in relation to the Company, means: (a) a director or senior officer of the Company (b) a director or senior officer of a company that is an Insider or subsidiary of the Company; (c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or (d) the Company itself if it holds any of its own securities.
IPO Escrow Agreement	means the escrow agreement entered into by Astorius, Valiant Trust Company, and various security holders of Astorius dated October 9, 2007

Non-Arm's Length Party	means in relation to a company a promoter, officer, director or other Insider or Control Person of that company (including the Company) and any Associates or Affiliates (as those terms are defined in Appendix 1 of the Exchange's Form 3B2) of any such persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.
Non-Arm's Length Qualifying Transaction	means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are to be subject to the proposed Qualifying Transaction.
Option Agreement	means the Option Agreement dated June 25, 2007 originally granted with respect to the Property by Cariboo Rose Resources Ltd. to Alder Resources Ltd. described in "Principal Terms of Qualifying Transaction" starting on page 6.
Option Assignment Agreement	means the Assignment Agreement dated January 23, 2009 executed in favour of the Company by Alder Resources Ltd. described in "Principal Terms of Qualifying Transaction" starting on page 6.
Pat Report	means a Report on the Property prepared by J.W. (Bill) Morton, PGeo and Colin W.P. Russell, PGeo dated February 5, 2009.
Property	means the British Columbia mineral claims listed in detail in the Turner Report and covered by the Option Agreement.
Qualifying Transaction	means, generally, a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company by other means and, in respect of the Company, means the Acquisition, all as more particularly described herein.
Resulting Issuer	means the Company after the Completion of the Qualifying Transaction
Shares	means common shares of Astorius.

1. SUMMARY

The following is a summary of information relating to the Company, its Significant Assets and the Resulting Issuer (assuming Completion of the Qualifying Transaction) and certain other matters , and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

Purpose of Filing Statement

This Filing Statement is furnished to provide full, true and plain disclosure of all material facts relating to Significant Assets acquired as its Qualifying Transaction by Astorius, a CPC under the Exchange's CPC Policy.

Summary of Astorius

Astorius was incorporated pursuant to the laws of the Province of British Columbia on May 4, 2007, whose purpose was to identify and evaluate opportunities for the acquisition of Significant Assets with a view to completing a Qualifying Transaction, and upon Completion of the Qualifying Transaction be listed as a mineral exploration issuer on Tier 2 of the Exchange.

Astorius is currently listed on the Exchange under the trading symbol ASQ.P. The securities of the Company are currently halted pending the Completion of the Qualifying Transaction. The Company requested the trading halt which became effective February 5, 2009. Reference is made to the Company's comprehensive News Release dated February 5, 2009. The closing price of the Company's shares on the last day – January 22, 2009 - it traded was $0.05 per share.

See the heading "Information Concerning the Company" herein.

Principal Terms of Qualifying Transaction

The Company has signed an Assignment Agreement dated January 23, 2009 (the "Option") to acquire from Alder Resources Ltd. ("Alder") an option it signed with Cariboo Resources Ltd. ("Cariboo") dated June 25, 2007 (the "Option Agreement"). 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 Agreement – particularly a commitment to perform at least $100,000 worth of exploration work on the property not later than September 30, 2009.

The Option Agreement 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 Agreement 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 Agreement – 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.

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.

Completion of the Option Assignment Agreement is subject to a number of conditions, including but not limited to, Exchange acceptance.

Investors are cautioned that, except as disclosed in this Filing Statement 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.

Interests of Insiders, Promoters or Control Persons of Astorius

The Option Assignment Agreement is an arm's-length transaction – although Carl R. Jonsson is a Director and Officer of both Alder and the Company. Mr. T.J.M. Powell, Director, President and CEO of the Company was a Director of Alder until his resignation January 22, 2009 and had been the President of Alder until his resignation from that office on October 3, 2007. In addition, Mr. Powell is the owner of shares in the capital of Alder.

See Items 24 and 25 "Directors, Officers and Promoters" and "Management of the Company subsequent to the Completion of the Qualifying Transaction" (pages 20 to 22) for particulars of the individuals who will be Directors, Officers and Insiders following Completion of the Qualifying Transaction.

Available Funds and Principal Purposes

As at March 31, 2009, Astorius had working capital of approximately $875,000. See Item 14 "Available Funds" and "Principal Purposes" on page 18 for detailed particulars.

Risk Factors

The securities of Astorius should be considered highly speculative investments. The Option Agreement Assignment and the exploration work programmes proposed on the Property should be considered of a high risk nature. Investors in Astorius should, prior to acquiring any securities of Astorius, carefully consider all of the information contained in this Filing Statement and, in particular, the detailed description of the applicable risk factors in Item 13 "Risk Factors" starting on page 14.

Interests of Experts

There is no person or company named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under National Instrument 51-102 *Continuous Disclosure Obligations* by the Company during, or relating to, the Company's most recently completed financial year and whose profession or business gives authority to the statement, report or valuation made by the person or company, other than:

(a) Manning Elliott LLP, Chartered Accountants, in respect of its Auditors' Report dated January 9, 2009 attached to the Audited Financial Statements attached as Schedule "A";

(b) J.W. (Bill) Morton, PGeo and Colin Russell, PGeo in respect of the Pat Report.

To the Company's knowledge, the experts named in the foregoing section did not hold, at the time they prepared or certified such statement, report or valuation, received after such time or will receive any registered or beneficial interest, directly or indirectly, in any securities or other property of the Company or of any associate or affiliate of the Company, and no director, officer or employee of such experts is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

INFORMATION CONCERNING THE COMPANY

2. Corporate Structure

The Company was incorporated on May 4, 2007 under the name "Astorius Resources Ltd." pursuant to the *Business Corporations Act* (British Columbia) (the "Corporations Act") and is authorized to issue an unlimited number of voting common shares without par value.

The Registered and Records office is located at Suite 1710, 1177 West Hastings Street, Vancouver, B.C., V6E 2L3, and its head office is located at Suite 1400, 570 Granville Street, Vancouver, B.C. V6C 3P1.

The Company has no subsidiaries.

Astorius is a public company listed on the Exchange as a Capital Pool Company under the trading symbol "ASQ.P". The Company is a reporting issuer under the *Securities Act* (BC), the *Securities Act* (Alberta) and the *Securities Act* (Ontario) (together the "Securities Acts") and as such is required to make filings on a continuous basis thereunder. Such material is available for inspection through the B.C. Securities Commission, the Alberta Securities Commission, the Saskatchewan Financial Services Commission and the Ontario Securities Commission, and under Astorius's profile on the SEDAR website at www.sedar.com.

The Company currently has no assets other than cash. The Company intends to complete the Qualifying Transaction, subject to the satisfaction of various conditions, including the approval of the Qualifying Transaction to the extent necessary by the Exchange.

3. General Development of the Business

History

On October 9, 2007 the Company issued 2,500,000 "seed" common shares for $0.075 per share and received total proceeds of $187,500. On December 18, 2007 the Company completed its initial public offering ("IPO") by Prospectus dated November 2, 2007 by the issuance of 6,000,000 common shares at a price of $0.15 per share for gross proceeds of $900,000. The Company also granted options to the Brokers who acted as agents in connection with the IPO entitling them to purchase 600,000 common shares at a price of $0.15 per share on or before January 8, 2010. The options were granted to Leede Financial Markets Inc. as to 400,000 shares and to Canaccord Capital Corporation as to 200,000 shares. The purpose of the IPO was to provide the Company with funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction.

On January 9, 2008, the Company granted options to its Directors entitling them to purchase a total of 850,000 common shares at a price of $0.15 per share on or before January 8, 2013 pursuant to its Rolling Stock Option Plan (the "Plan") dated September 28, 2007.

None of the options granted to the agents or the Directors have been exercised.

The Company requested the Exchange to halt trading in its shares pending an announcement regarding the signing of the Option Agreement Assignment. Trading was halted effective January 23, 2009.

Qualifying Transaction

Effective January 23, 2009 the Company signed the Option Agreement Assignment – which is to be the Company's Qualifying Transaction. Details of the terms of the Option Agreement are given under "Principal Terms of Qualifying Transaction" commencing on page 6.

4. Selected Financial Information and Management's Discussion and Analysis

Information from Inception of Astorius

From the Company's incorporation on May 4, 2007 until December 31, 2008 the expenses of the Company were $73,476 plus a deemed expense relating to the grant of options by the Company in 2007 of $70,823 – for a total of $144,299.

Management's Discussion and Analysis

- Select Annual Information

The following information is given for the period between the Company's incorporation of May 4, 2007 and its fiscal year-end, September 30, 2008:

	$
Net sales or total revenues:	Nil
Net income (loss) before discontinued items or extraordinary items: - total: - per share undiluted*:	 (93,726) (0.01)
Net income (loss): -total:	 (93,726)

-per share undiluted*:	(0.01)
Total assets:	941,616
Total long-term financial liabilities:	Nil
Cash dividends declared per share:	Nil

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

The losses noted above were incurred only as a result of the normal annual operating costs incurred by the Company in maintaining itself in existence and in good standing with the securities authorities and the Exchange, and in seeking a Qualifying Transaction. The above data was prepared in accordance with Canadian Generally Accepted Accounting Principals ("CGAAP").

- Summary of Quarterly Results for last 6 completed fiscal quarters since the Company's incorporation

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

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

The differences in the figures between the various quarters are due only to the amount of activity by the Company in each quarter except that in the quarter ending August 31, 2007 the Company was obliged, by the Accounting Principals binding on it, to recognize an artificial option expense loss of $70,823 – and the loss for that quarter was thereby inflated by $70,823. The loss for the quarter ending December 31, 2007 was higher as in that quarter the Company booked higher than normal professional fees of $25,364 and filing and transfer agent fees of $28,011. As the Company earns interest on its cash on hand the losses for the various periods are reduced by the amounts of interest received.

As the Company has not had any revenue from operations, the following addition information is provided, being a breakdown of general and administration expenses for the period from the Company's incorporation on May 4, 2007 to September 30, 2008, and for the quarter ending December 31, 2008.

	Oct. 1/08 – Dec. 31/08 $	May 4/07 – Sept. 30/08 $
Legal Accounting and Audit Filing and Transfer Agent fees Office and miscellaneous expenses	5,862 9,200 4,865 3,116	13,363 14,000 14,013 9,057
Totals:	23,043	50,433*

* The Company also booked share issue costs of $44,899 in the fiscal year ended September 30, 2008. If these costs had been booked as expenses the Company's expenses for the year would have been higher by that amount.

Reference is made to the Company's audited financial statements for the period ended September 30, 2008 attached hereto as Schedule "A", and the Company's interim unaudited financial statements for the quarter ended December 31, 2008 attached hereto as Schedule "B", both of which may also be viewed on SEDAR at www.sedar.com.

5. Description of the Securities

Common Shares

Astorius has an authorized capital consisting of an unlimited number of common shares (the "Common Shares") without par value. As of the date of this Filing Statement, 8,500,000 common shares are issued and outstanding including the Escrow Shares noted below.

Holders of Common Shares are entitled to one vote per Common Share at all meetings of Shareholders. None of the Common Shares have any special rights or restrictions attached to them and all rank pari passu, each with the other. All of the Common Shares, when issued, are issued as fully paid shares.

Escrow Shares

All of the Company's common ("seed") shares that were issued and outstanding prior to its IPO, being 2,500,000 common shares (which represent 29.41% of the presently issued shares of the Company), are currently held in escrow by the following holders pursuant to the IPO Escrow Agreement.

Name of Escrow Holder	Number of Escrow Shares Held
Arbutus Enterprises Ltd. (T.J. Malcolm Powell)	1,000,000
Carl R. Jonsson	500,000
Arthur Troup	500,000
Lindsay Bottomer	500,000
TOTAL:	**2,500,000**

Under the terms of the IPO Escrow Agreement, 10% of the escrowed shares will be released from escrow as of the date of the Completion of the Qualifying Transaction (the "Initial Release"), and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. The Exchange's prior consent must be obtained before a transfer within escrow of escrow shares, which generally will not be allowed unless the transfer is made to incoming principals with a proposed Qualifying Transaction. See “Escrow Shares” under the heading “Information Concerning the Company After Completion of the Qualifying Transaction” herein for particulars regarding the transfer of escrow shares to incoming principals.

6. Stock Option Plan

The Company has a "rolling" stock option plan (the "Plan") dated September 28, 2007, whereby a maximum of 10% of the number of the issued Shares of the Company from time to time may be optioned to persons who are directors, officers or employees of - or service providers to - the Company.

Options to purchase 850,000 common shares at $0.15 per share have been granted to the Directors. See “Warrants and Options Outstanding” under the heading “Information Concerning the Company After Completion of the Qualifying Transaction” for particulars of the holders of these options.

The Exchange requires yearly shareholder approval to the Plan.

The term of any options granted under the Plan will be fixed by the Board of Directors at the time such options are granted, provided that options will not be permitted to exceed a term of five years (or ten years if the Company is reclassified by the Exchange as a Tier 1 Issuer). The exercise price of any options granted under the Plan will be determined by the Board of Directors, in its sole discretion, but shall not be less than the closing price of the Company's Shares on the day preceding the day on which the Directors grant such options, less any discount permitted by the Exchange. No vesting requirements need apply to options granted; however a four month hold period will apply to all Shares issued under each option, commencing from the date of grant.

The Plan contains, among other things, the following additional terms and conditions:

(a) all options will be non-transferable;
(b) no more than 5% of the issued Shares may be granted to any one individual in any 12 month period;
(c) no more that 2% of the issued Shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period;
(d) disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Company's issued Shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued Shares; and
(e) options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's Shares.

7. Prior Sales

As at the date of this Statement, Astorius has 8,500,000 common shares issued and outstanding. The following table sets out Astorius’s share sales since the Company’s inception and to the date hereof:

No. of Common Shares Issued	Total Price	Reason for Issue & Month Shares Issued
2,500,000 @ $0.075	$187,500	Seed shares issued in October, 2007 to Non-Arm’s-Length placees
6,000,000 @ $0.15	$900,000	IPO shares issued in December, 2007
Totals 8,500,000	**1,087,500**	

8. Trading Prices and Volumes

The following table sets out the market price range and trading volume of the Company's common shares on the Exchange on a quarterly and monthly basis, for the period between the commencement of trading in January, 2008 and February, 2009. The Issuer's shares last traded on January 22, 2009 at a closing price of $0.05 per share. The shares were halted from trading effective February 5, 2009 pending the Completion of the Qualifying Transaction. The following gives information with respect to the trading of the Company's shares on the Exchange for the following designated quarterly periods:

Period	**High - $**	**Low - $**	**Close - $**	**Volume**
January, 2008 – March, 2008	0.165	0.14	0.14	110,000
April, 2008 – June, 2008	0.14	0.14	0.14	15,000
July, 2008 – September, 2008	0.195	0.085	0.17	261,000
October, 2008 – December, 2008	0.07	0.07	0.07	50,000
January, 2009	0.08	0.05	0.05	45,000
February, 2009	trading	halted		
March, 2009	trading	halted		
April, 2009	trading	halted		

9. Arm's Length Transaction

The Qualifying Transaction is an Arm's Length Transaction.

10. Auditor, Transfer Agent and Registrar

The Company's Auditor is Manning Elliott LLP, Chartered Accountants, of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

The Company's registrar and transfer agent is Valiant Trust Company, of 600 – 750 Cambie Street, Vancouver, British Columbia, V6B 0A2.

11. Material Contracts

(a) The IPO Escrow Agreement dated October 9, 2007. See "Escrow Shares" on page 11.

(b) Four Stock Option Agreements with the Company's four Directors, dated January 9, 2008 pursuant to which a total of 850,000 options have been granted.

(c) Option Agreement dated December 19, 2007 with Canaccord Capital Corp. granting it options to purchase up to 200,000 shares of the Company for $0.15 per share until January 8, 2010.

(d) Option Agreement dated December 19, 2007 with Leede Financial Markets Inc. granting it options to purchase up to 400,000 shares of the Company for $0.15 per share until January 8, 2010.

(e) Option Agreement dated June 25, 2007, between Cariboo Rose Resources Ltd. and Alder Resources Ltd. relating to the Property.

(f) Option Assignment Agreement dated January 23, 2009 between the Company and Alder Resources Ltd.

Copies of the Company's Material Contracts may be viewed without charge at any time during normal business hours up until Closing - and for 30 days thereafter - at the Company's Registered Office located at Suite 1710, 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3.

INFORMATION CONCERNING ACQUISITION OF SIGNIFICANT ASSETS

12. Qualifying Transaction

As at the date hereof, the Company is listed on the Exchange as a "Capital Pool" Issuer. In connection with the Acquisition - the principal terms of which are described in the Summary herein under the heading "Principal Terms of Qualifying Transaction" - the Company intends to apply to the Exchange to have "Capital Pool" status removed, so that it can trade as a Tier 2 Issuer under the Policies of the Exchange. The Company does not presently carry on an active business.

As detailed elsewhere in the Statement – see Section 1 - the Company's proposed Qualifying Transaction is an option to earn and acquire a 60% interest in the Property. Attached as Schedule "C" is a copy of the Pat Report on the Property - and the Pat Report is incorporated by reference into this Filing Statement.

13. Risk Factors

An investment in the Shares of the Company should be considered highly speculative. An investor should carefully consider the following factors, which assume the Completion of the Qualifying Transaction.

(a) Mineral Exploration and Development

The Property is in the exploration stage, essentially unexplored, and is without a known body of commercial ore. Development of the Property will only proceed upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that even if a body of commercial ore is discovered on the Property, a mine will be brought into commercial production. The feasibility of developing a mineral deposit once discovered is dependent on a number factors, including the particular attributes of the deposit, such as size, grate and proximity to infrastructure, metal prices and government regulations.

The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programmes, which may be affected by a number of factors which are beyond the control of the Company. .

(b) Operating Hazards and Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations which the Company proposes to undertake will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, explosions, cave-ins, land slides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration programmes. Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs or uninsured losses that could have a material adverse effect upon its financial condition.

(c) Economics of Developing Mineral Properties

Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes to extract metal from ore and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities or grades to justify development of the deposit, or that the funds required for development can be obtained on a timely basis.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be predicted, such as metal price and market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is not commercially feasible to commence or continue commercial production.

(d) Environmental Factors and Government Regulation

All phases of the Company's operations will subject to environmental regulation. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulations, if any, will not adversely affect the Company's operations. There is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the Property which are unknown to the Company at present which have been caused by previous or existing owners or operators of the Property.

(e) Additional Financing

The Company does not currently have sufficient financial resources to undertake by itself all of the exploration work that may be required on the Property. The exploration and subsequent development of the Property may therefore depend on the Company's ability to obtain additional required financing. The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fulfill its obligations on the Property. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and the possible loss of the Company's interest in the Property.

(f) Metal Prices

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of minerals or interests related thereto. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the price of base and precious metals, and therefore the economic viability of the Company's operations cannot be accurately predicted.

(g) Competition and Agreements with Other Parties

The resource industry is intensively competitive in all of its phases, and the Company competes with many companies possessing far greater financial resources and technical facilities than itself. Competition could adversely affect the Company's ability to acquire suitable properties for exploration in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and the Company may, as a result, have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete recommended programmes.

(h) Governmental Regulation

Exploration and development of the Property will be affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law; (iii) restrictions on production; price controls; tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are required in connection with the exploration activities proposed for the Property. To the extent such approvals are required and not obtained, the Company's planned exploration activities may be delayed, curtailed, or cancelled entirely.

Failure to comply with applicable laws, regulations and requirements may result in enforcement action against the Company, including orders calling for the curtailment or termination of operations on the Property, or calling for corrective or remedial measures requiring considerable capital investment. Parties engaged in mineral exploration and mining activities may be subject to civil and criminal liability as a result of failure to comply with applicable laws and regulations.

Amendments to current laws, regulations and permitting requirements affecting mineral exploration and mining activities could have a material adverse impact on the Company's operations and prospects.

(i) Claims Titles and Aboriginal Rights

Aboriginal rights may be claimed with respect to Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to aboriginal issues having been instituted with respect to the Property. The Company is aware of the mutual benefits afforded by co-operative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such cooperation.

Other parties may dispute the Company's entitlement to the interests in the Property and the Property may be subject to prior unregistered agreements or transfers or land claims by aboriginal peoples, and title may be affected by undetected encumbrances, defects or government actions.

(j) Management

The Company does not have any employees and its affairs are managed by its officers. Development of the Company will be dependent upon it having the funds necessary to, and being successful in, employing and retaining skilled personnel.

(k) Conflicts of Interest

With respect to conflicts of interests reference is made to Item 28.

14. Available Funds and Principal Purposes

As at March 31, 2009, the Company had approximately $875,000 in working capital The working capital will be used for the following principal purposes in the following approximate amounts:

Costs of work on the Property as recommended in the Pat Report		$ 258,000
Cash payment required by the Option Agreement in 2009		30,000
Estimated general and administrative expenses over the next 12 months		150,000
Estimated additional costs to achieve Completion of Qualifying Transaction		20,000
Reserve for working capital		417,000
Total:	**$**	**875,000**

15. Conflicts of Interest

To the best of its knowledge, the Company and its Board of Directors are not aware of any conflicts of interest other than as may arise due to their being parties to the Control Change Agreement. However, insofar as the directors of the Company also serve as directors of other companies, it is possible that certain opportunities may be offered exclusively to such other companies, or to both the Company and to such other companies, and further that those other companies may participate in the same opportunities in which the Company has an interest.

In exercising their powers and performing their functions, the directors are required to act honestly and in good faith and in the best interests of the Company, and to exercise the care, due diligence and skill of a reasonably prudent person.

Every director who is, in any way, directly or indirectly interested in a proposed contract or transaction with the Company, must disclose the nature and extent of his interest at a meeting of the directors. Every such director must account to the Company for any profit made as a consequence of the Company entering into or performing the proposed contract or transaction, unless he discloses his interest, and after his disclosure, the proposed contract or transaction is approved by the directors and he abstains from voting on the approval of the proposed contract or transaction.

INFORMATION CONCERNING THE COMPANY AFTER COMPLETION OF QUALIFYING TRANSACTION

16. Corporate Structure

The corporate structure of the Company as set out under “Information Concerning the Company” herein will not change following Completion of the Qualifying Transaction.

17. Narrative Description of the Business

Upon Completion of the Qualifying Transaction the Company will be a junior mineral exploration company engaged in the exploration, initially, of the Pat Property. It is the Company's intent at this time to, for the foreseeable future, focus on mineral exploration and to grow its holdings of attractive mineral exploration properties.

18. Description of the Securities

(i) *Common Shares*

After Completion of the Qualifying Transaction, Astorius will continue to have an authorized capital consisting of an unlimited number of common shares without par value. After the issuance of 100,000 shares pursuant to the Option Assignment Agreement a total of 8,600,000 common shares will be issued and outstanding.

The Company has no present plans to issue further shares or do further equity financing – other than to issue subsequent annual tranches of shares as required to maintain the Option Agreement.

(ii) *Escrow Shares*

The only shares that are currently subject to escrow restriction are 2,500,000 common shares of the Company, the details of which are given in Item 5. The Completion of the Qualifying Transaction will not require any further shares to be escrowed – nor any of the escrowed shares to be transferred and the 2,500,000 escrowed shares will continue to be held. The 2,500,000 shares will then be 29.07% of the then outstanding shares of the Company.

19. Pro Forma Consolidated Capitalization

The following describes the pro forma share and loan capital of the Company, on a consolidated basis, after giving effect to the Qualifying Transaction.

Designation of Security	**Amount authorized or to be authorized**	**Amount outstanding as at March 31, 2009, prior to giving effect to Qualifying Transaction**	**Amount outstanding immediately following Completion of the Qualifying Transaction**
Common Shares	Unlimited	8,500,000	8,600,000
Long Term Debt	Unlimited	Nil	Nil

20. Fully Diluted Share Capital

	Number of Securities	**Percentage of Total**
Issued by the Company as of March 31, 2009	8,500,000	83.33%
To be issued under Option Agreement	150,000	1.47%
Shares that may be issued pursuant to outstanding share purchase options	1,450,000	14.22%
Shares to be issued pursuant to Option Assignment Agreement	100,000	0.98%
Total:	**10,200,000**	**100%**

21. Warrants and Options Outstanding

1. Warrants - the Company has no share purchase warrants outstanding.

2. Options - The Exchange requires that all listed companies must implement a stock option plan pursuant to which options are granted to Directors, employees, consultants and certain other service providers. The Company currently has a 10% rolling stock option plan to govern the future grant, from time to time, of options to purchase common shares in the capital stock of the Company to eligible recipients.

The following stock options are outstanding as of March 31, 2009:

Name of Optionee	**Number of Options**	**Exercise Price**	**Expiry Date**
Leede Financial Markets Inc.	400,000	$0.15	January 8, 2010
Canaccord Capital Corporation	200,000	$0.15	January 8, 2010
T.J. Malcom Powell	340,000	$0.15	January 8, 2013
Arthur Troup	170,000	$0.15	January 8, 2013
Carl R. Jonsson	170,000	$015	January 8, 2013
Lindsay Bottomer	170,500	$0.15	January 8, 2013
TOTAL:	1,450,000		

See “10% Rolling Stock Option Plan” under the heading “Information Concerning the Company” herein for particulars regarding the Plan.

22. Principal Securityholders

As at November 30, 2008, being the most recent month end, and on Completion of the Qualifying Transaction contemplated herein, no individuals – except T.J. Malcolm Powell - have or will have (a) a direct or indirect beneficial ownership of; (b) control or direction over; or (c) a combination of direct or indirect beneficial ownership of and/or control or direction over voting securities that constitute more than 10% of any class of such securities of the Company. Mr. Powell will, following the Closing, have 1,000,000 shares which will be 11.63% of the then issued 8,600,000 shares.

23. Public and Insider Ownership

Upon Completion of the Qualifying Transaction, and the subsequent share issuance pursuant to the Option Assignment Agreement 8,600,000 shares will be issued and outstanding, of which 6,100,000 (70.93%) will be held by the public, and 2,500,000 shares (29.07%) will be held by the Company’s promoters, Directors, Officers and insiders.

24. Directors, Officers and Promoters

Set out below are the name, municipality of residence, positions to be held with the Company, principal occupation during the last five years, security holdings and percentage owned concurrently with the Completion of the Qualifying Transaction, and the concurrent issuance of shares described above, of the persons who will be the Directors and Officers of the Company following the completion of all such events:

Name and Municipality of Residence	Position and Period of Service	Principal Occupation for the Last Five Years	Number and Percentage of Shares outstanding immediately following Completion of Qualifying Transaction
T.J. Malcolm Powell Richmond, BC	Director, President and Chief Executive Officer since May 7, 2007	Businessman; engaged as public relations and business consultant through his wholly owned company, Arbutus Enterprises Ltd. Director of various public companies	Total: 1,000,000 common shares (11.63%)
Carl R. Jonsson Vancouver, BC	Director, Secretary and Chief Financial Officer	Principal in Vancouver law firm Tupper Jonsson & Yeadon – the Solicitors for the Company; Director of various public companies	500,000 (5.81%)
Lindsay Bottomer North Vancouver, BC	Director since May 4, 2007	Vice-President, Corporate Development of Entrée Gold Corp. from November, 2005 to present; formerly President and Chief Executive Officer of Silver Quest Resources – formerly Southern Rio Resources Ltd. - until November, 2005.	500,000 (5.81%)
Arthur Troup West Vancouver, BC	Director since May 4, 2007	Director, President, CEO Sultan Minerals Ltd. since June 1997; Director Cream Minerals; formerly Senior Geologist with Emgold & ValGold Resources; prior to that President of Archean Engineering Ltd.	500,000 (5.81%)

25. Management of the Company subsequent to Completion of the Qualifying Transaction

Management, following the Completion of the Qualifying Transaction, will be comprised of the current Directors and Officers. None of them will be providing their services to the Company as an employee or under a written contract and will perform their services as independent contractors. It is not proposed that any of the Directors will enter into any non-competition or non-disclosure agreements with the Company – and no such agreements exist between any of them and the Company. With respect to the four persons and the services they will provide the following additional information is provided:

(a) T.J. Malcolm Powell (aged 69) will continue as a Director and as the President and Chief Executive Officer of the Company. It is anticipated that, depending on the activities of the Company and the resulting requirements, Mr. Powell will devote approximately 25% of his time to fulfilling his duties with the Company.

One of Mr. Powell's principal occupation during the past 5 years has been as acting as President and Director of Arbutus Enterprises Ltd. which has been engaged in providing corporate communications and public relations services and advice with respect to the raising of equity financing for other publicly traded companies from August 1962 to the present date. He has also been active as the Director, President and Chief Executive Officer of Acrex Ventures Ltd. from May 1986 to January 1995 and, again, from August 2000 to the present date; of Altima Resources Ltd. from November 2003 until July 2006; of Alder Resources Ltd. from its organization in May 2006 until he resigned as President in October, 2007 and then as a Director in January, 2009. He was also the President and Chief Executive Officer and a Director of

Armadillo Resources Ltd. from its incorporation in May 2007 until March 25, 2009. From such positions Mr. Powell is well experienced in managing mineral exploration companies in B.C. and administering publicly listed trading companies.

(b) Carl R. Jonsson (aged 73) will continue as a Director, Secretary and Chief Financial Officer of the Company. Depending on the activity level of the Company it is anticipated that Mr. Jonsson's involvement with the Company will be for approximately 5% of his time on average.

Mr. Jonsson's principal occupation is and has been for the last 35 years as a principal of the Vancouver law firm of Tupper Jonsson & Yeadon, as a result of which he has acted as the lawyer for a number of public companies, many of which have been involved in mineral and oil and gas exploration. In relation to his position as Solicitor, Mr. Jonsson has also acted as, and currently acts as, a Director and, in some cases and Officer, and, in some cases, Chief Financial Officer of various publicly traded companies which are principally involved in mineral and oil and gas exploration.

(c) Arthur Troup (aged 65) will remain a Director of the Company. It is anticipated that, depending on the activities of the Company and the resulting requirements, Mr. Troup will devote approximately 5% of his time to fulfilling his duties with the Company.

Mr. Troup is a Professional Engineer and has extensive experience in geological exploration, mine development and as a director and officer of companies involved in mineral exploration and mine development – as well as experience in managing public listed companies. Mr. Group has, for more than the past 5 years, held the positions described in Item 26 – working at the companies' offices at 1400 – 570 Granville Street, Vancouver, BC

(d) Lindsay Bottomer (aged 59) will remain a Director of the Company. It is anticipated that, depending on the activities of the Company and the resulting requirements, Mr. Bottomer will devote approximately 5% of his time to fulfilling his duties with the Company.

Mr. Bottomer is a professional Geoscientist and has extensive experience in geological exploration, mine development and as a director and officer of companies involved in mineral exploration and mine development – as well as experience in managing public listed companies.

A "Promoter" is defined in the B.C. Securities Act as "a person who (a) alone or in concert with other persons directly or indirectly takes the initiative of founding, organizing or substantially reorganizing the business of the issuer; or (b) in connection with the founding, organization or substantial reorganization of the business of the issuer, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the issuer's own securities or 10% or more of the proceeds from the sale of a class of the issuer's own securities of a particular issue.

The Company's current President and Chief Executive Officer, T.J. Malcolm Powell, is the only Promoter of the Issuer. Mr. Powell currently owns 1,000,000 common shares, all of which are held in escrow.

Mr. Powell also has – and will retain - an option to purchase 340,000 shares of the Company – exercisable for $0.15 per share until January 8, 2013 or 30 days after he ceases to be a Director of the Company.

26. Other Reporting Issuers

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Position	From	To
T.J. Malcolm Powell	Acrex Ventures Ltd. (TSX-V)	Director, President Chief Executive Officer	May 1986 August 2000	Present Present
	Altima Resources Ltd. (TSX-V)	Director, President and Chief Executive Officer	November 2003	July 2006
	Alder Resources Ltd. (TSX-V)	Director President and Chief Executive Officer	May 2006 May 2006	Jan. 2009 Oct. 2007
	Armadillo Resources Ltd. (TSX-V)	Director, President and Chief Executive Officer	May 2007	March 2009
Arthur Troup(1) Director	Acrex Ventures Ltd. (TSX-V)	Director	Sept. 2001	Present
	Emgold Mining Corporation (TSX-V)	Vice-President, Exploration	Sept. 1993	June, 2005
	Cream Minerals Ltd. (TSX-V)	Director and Vice-President Exploration	Sept. 1987	Present
	Sultan Minerals Ltd. (TSX-V)	Director President	June, 1989 June, 1997	Present Present
	ValGold Resources Ltd. (formerly Valerie Gold Resources Ltd.) (TSX-V)	Vice-President, Explorations	June, 1996	Jan., 2005
	Altima Resources Ltd. (TSX-V)	Director	Nov., 2003	June, 2006
	Alder Resources Ltd. (TSX-V)	Director	Aug., 2006	Present
	Astorius Resources Ltd. (TSX-V)	Director	May, 2007	Present
Carl R. Jonsson(1) Director	Novitas Energy Ltd. (TSX-V)	Director	October 2001	Oct. 2004
	Bonterra Oil & Gas Ltd. (and its predecessors) (TSX)	Director	February 1998	Present
	Caledonia Mining Corporation (TSX, NASD, OTC BB & LSE AIM)	Director	February 1992	Present
	Comaplex Minerals Corp. (and its predecessors) (TSX)	Director	From prior to 1997	Present
	Comet Industries Ltd. (TSX-V)	Director	September 1996	Present
	Guildhall Minerals Ltd. (formerly Global Net Entertainment Corp.) (TSX-V)	Director and Secretary	September 2000	July, 2008
	Acrex Ventures Ltd. (TSX-V)	Director, Secretary and Chief Financial Officer	February 1998	Present
	TelcoPlus Enterprises Ltd. (TSX-V)	Director	August 1995	February 2005
	Dolly Varden Resources Ltd. (TSX-V)	Director	May 2001	Present
	Altima Resources Ltd. (TSX-v)	Director, Secretary and Chief Financial Officer	November 2003	June 2006
	Earthworks Industries Inc. (TSX-V)	Secretary	January 2004	Present

	Pine Cliff Energy Ltd. (TSX-V)	Director	November 2004	Present
	Emissions Differentials Ltd. (NASD OTC BB)	Director	July 2006	December, 2008
	Alder Resources Ltd. (TSX-V)	Director, Secretary and Chief Financial Officer	May 2006	Present
	Supreme Resources Ltd. (TSX-V)	Director	December, 2006	November 2007
	Armadillo Resources Ltd. (TSX-V)	Director, Secretary and Chief Financial Officer	May 2007	March 2009
Lindsay Bottomer(1) Director	Entrée Gold Inc. (TSX)	Director; V-P Corporate Development	June 2002 November 2005	Present Present
	Silver Quest Resources (formerly Southern Rio Resources Ltd.) (TSX-V)	President Director	July 2001 July 2001	Nov. 2005 Aug. 2007
	Altima Resources Ltd. (TSX-V)	Director	Nov. 2003	May 2006
	Pacific North West Capital Corp. (TSX)	Director	May 1998	Aug. 2005
	Strategem Capital Corp. (TSX-V)	Director	June 2003	Sept. 2006
	CRMnet.com Inc. (TSX-V)	Director	July 2003	April 2004
	Yale Resources Ltd. (TSX-V)	Director	Dec. 2005	Present
	Amera Resources Ltd. (TSX-V)	Director	Feb. 2004	Nov. 2006
	Titan Uranium Inc. (TSX-V)	Director	Feb. 2005	Jan. 2007
	Centrasia Mining Corp. (TSX-V)	Director	Sept. 2005	Aug. 2007
	BCM Resources Corp. (TSX-V)	Director	Sept. 2006	Present
	Alder Resources Ltd. (TSX-V)	Director	May 2006	April, 2008
	Golden Odyssey Mining Inc. (TSX-V)	Director	Dec. 2006	Dec. 2007
	Rochester Resources Ltd. (TSX-V)	Director	Jan. 2007	Present
	Richfield Ventures Corp. (TSX-V)	Director	April 2007	Present
	Armadillo Resources Ltd. (TSX-V)	Director	May 2007	Mar. 2009
	Zenith Industries Corp. (TSX-V)	Director	March, 2008	Present

(1) Proposed members of the Audit Committee.

27. Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, no current or proposed director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer:

(a) is, as at the date hereof or has been, within the past ten (10) years before the date hereof, a director or executive officer of any company (including the Issuer), that while that person was acting in that capacity:

(i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, except Carl Jonsson, who was during that period a director and in two instances secretary of three companies: Global CT & T Telecommunications Ltd., Global Net Entertainment Corporation and TelcoPlus Enterprises Inc., which were cease traded for more than 30 days as a result of the non-filing of audited financial statements on a timely basis. The cease trade order against Global C & T Telecommunications Inc. is still outstanding; the Orders against TelcoPlus Enterprises Inc. and Global Net Entertainment Corporation has been revoked; and

(ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

(iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

28. Conflicts of Interest

There are no existing or potential material conflicts of interest between the Company and a proposed director, officer or promoter of the Company following Completion of the Qualifying Transaction.

Insofar as certain of the proposed directors of the Company also serve as directors of other companies, it is likely that certain opportunities may be offered exclusively to such other companies, or to both the Company and to such other companies, and further that those other companies may participate in the same opportunities in which the Company has an interest.

In exercising their powers and performing their functions, the proposed directors are required to act honestly and in good faith and in the best interests of the Company, and to exercise the care, due diligence and skill of a reasonably prudent person.

Every proposed director who is, in any way, directly or indirectly interested in a proposed contract or transaction with the Company, must disclose the nature and extent of his interest at a meeting of the directors. Every such proposed director must account to the Company for any profit made as a consequence of the Company entering into or performing the proposed contract or transaction, unless he discloses his interest, and after his disclosure, the proposed contract or transaction is approved by the directors and he abstains from voting on the approval of the proposed contract or transaction.

29. Indebtedness of Directors, officers, Promoters and Other Management

There is no indebtedness of any director, executive officer, or proposed director or officer or associate of them, to or guaranteed or supported by the Company during the most recently completed financial year or to the date of the Statement.

30. Investor Relations Arrangements

The Company does not currently have nor does it anticipate having any investor relations arrangements upon Completion of the Qualifying Transaction.

31. Management Contracts and Executive Compensation

The Company currently has no written management contracts and did not pay any compensation to executives during the period from its incorporation and the date hereof; provided that Carl Jonsson has acted as the Company’s lawyer since the Company’s incorporation and he benefits from the fees paid for his services to his Law Firm, Tupper Jonsson & Yeadon in Vancouver, B.C.

PARTICULARS OF ANY OTHER MATERIAL FACTS

32. Relationship between Company and Professional Persons

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Filing Statement or prepared or certified a report or valuation described or included in this Filing Statement has any beneficial ownership, direct or indirect, in the securities of the Company, and no such person and no Director, officer or employee of any such company is or is expected to be elected, appointed, or employed as a Director, officer or employee of the Company.

33. Legal Proceedings

There are currently no actual or pending materials legal proceedings to which the Company is or is likely to be a party or of which any of its properties is or is likely to be the subject.

34. Auditor

The Company's Auditor both before and after Completion of the Qualifying Transaction is Manning Elliott LLP, Chartered Accountants, of Suite 11th Floor, 1050 West Pender Street, Vancouver, BC V6E 3S7.

35. Registrar and Transfer Agent

The Company's Registrar and Transfer Agent both before and after Completion of the Qualifying Transaction is Valiant Trust Company, having an office at 600 – 750 Cambie Street, British Columbia V6B 0A2.

36. Other Material Facts

There are no other material facts that have not been disclosed elsewhere in this Filing Statement.

37. Legal Counsel

The Company's Solicitors are Tupper Jonsson & Yeadon, Barristers & Solicitors, Suite 1710, 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3. Carl R. Jonsson, who is presently a director, officer and shareholder of the Company , is a principal of Tupper Jonsson & Yeadon.

CERTIFICATES

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Astorius Resources Ltd. as set out herein, assuming Completion of the Qualifying Transaction.

April 28, 2009.

"T.J. Malcolm Powell"

T.J. Malcolm Powell, President and Chief Executive Officer

"Carl R. Jonsson"

Carl R. Jonsson, Secretary and Chief Financial Officer

ON BEHALF OF THE CURRENT AND CONTINUING BOARD OF DIRECTORS OF ASTORIUS

"A. Troup"

Arthur Troup

"L. Bottomer"

Lindsay Bottomer

SCHEDULE "A"

Audited Financial Statement for Period Ended September 30, 2008

ASTORIUS RESOURCES LTD.
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
SEPTEMBER 30, 2008 AND THE PERIOD FROM
INCORPORATION ON MAY 4, 2007
TO SEPTEMBER 30, 2007

MANNING ELLIOTT
CHARTERED ACCOUNTANTS
11th floor, 1050 West Pender Street, Vancouver, BC, Canada V6E 3S7
Phone: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

AUDITORS' REPORT

To the Shareholders of
Astorius Resources Ltd.

We have audited the balance sheets of Astorius Resources Ltd. as at September 30, 2008 and 2007 and the statements of operations, comprehensive loss and deficit and cash flows for the year ended September 30, 2008 and the period from incorporation on May 4, 2007 to September 30, 2007. 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, 2008 and 2007, and the results of its operations and its cash flows for the year ended September 30, 2008 and the period from incorporation on May 4, 2007 to September 30, 2007 in accordance with Canadian generally accepted accounting principles.

Manning Elliott LLP

Chartered Accountants

Vancouver, British Columbia

January 9, 2009

ASTORIUS RESOURCES LTD.

BALANCE SHEETS

SEPTEMBER 30, 2008 AND 2007

		2008		2007
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Note 4)	$	940,295	$	–
GST recoverable		1,321		530
		941,616		530
Deferred share issue costs		–		13,000
	$	941,616	$	13,530
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	$	5,655	$	14,819
SHAREHOLDERS' EQUITY				
Share capital (Note 5)		913,965		–
Contributed surplus (Note 6)		115,722		–
Deficit		(93,726)		(1,289)
		935,961		(1,288)
	$	941,616	$	13,530

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

		Year Ended September 30, 2008		From Incorporation on May 4, 2007 to September 30, 2007
EXPENSES				
Directors fees - Stock-based compensation	$	70,823	$	–
Filing and transfer agent fees		14,013		–
Accounting fees		14,000		–
Legal fees		12,074		1,289
Office and miscellaneous		9,057		–
		119,967		1,289
LOSS BEFORE OTHER INCOME		(119,967)		(1,289)
OTHER INCOME				
Interest income		27,530		–
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(92,437)		(1,289)
DEFICIT, BEGINNING OF PERIOD		(1,289)		–
DEFICIT, END OF PERIOD	$	(93,726)	$	(1,289)
NET LOSS PER SHARE – Basic and diluted	$	(0.01)	$	(1,289.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		7,447,945		1

ASTORIUS RESOURCES LTD.

STATEMENT OF CASH FLOWS

		Year Ended September 30, 2008		From Incorporation on May 4, 2007 to September 30, 2007
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net loss for the period	$	(92,437)	$	(1,289)
Add item not involving cash:				
Stock-based compensation		70,823		–
		(21,614)		(1,289)
Changes in non-cash working capital balances:				
GST recoverable		(791)		(530)
Accounts payable and accrued liabilities		3,836		1,819
		(18,569)		–
FINANCING ACTIVITY				
Proceeds from shares issued, net		958,864		–
INCREASE IN CASH DURING THE PERIOD		940,295		–
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		–		–
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	940,295	$	–
SUPPLEMENTAL INFORMATION:				
Interest paid in cash		–		–
Income taxes paid in cash		–		–

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.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within twenty-four months from the date the Company’s shares are listed for trading, at which time the TSX-V may suspend or de-list the Company’s shares from trading.

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

(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 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 those reported.

(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.

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.

(c) 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.

2. Summary of Significant Accounting Policies (continued)

(d) Share Issue Costs

Professional, consulting and regulatory fees as well as other costs directly attributable to financing transactions are reported as deferred financing costs until the transactions are completed, if the completion of the transaction is considered to be more likely than not. Share issue costs are charged to share capital when the related shares are issued. Costs relating to financing transactions that are not completed, or for which successful completion is considered unlikely, are charged to operations.

(e) 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.

(f) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Future income tax assets and liabilities are determined based on temporary differences between the accounting and tax bases of existing assets and liabilities, and are measured using the tax rates expected to apply when these differences reverse. A valuation allowance is recorded against any future income tax asset if it is more likely than not that the asset will not be realized.

(g) 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.

(h) 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.

3. Change in Accounting Policy and Recent Pronouncements

Effective October 1, 2007, the Company adopted the CICA Handbook Section 1506, "Accounting Changes", to make accounting policy changes only in the event that a change is made within a primary source of generally accepted accounting principles, or where a change is warranted to provide more relevant and reliable information. All accounting policy changes are to be applied retroactively, unless there is no specific transition provision or it is impracticable to do so. Any prior period errors identified also require retroactive application. The adoption of the section did not have any significant impact on the Company's financial statements.

Effective October 1, 2007, the Company adopted the CICA Handbook Section 3862 ("CICA 3862"), "Financial Instruments – Disclosure", and Section 3863 ("CICA 3863"), "Financial Instruments – Presentation. CICA 3862 and CICA 3863 increase the emphasis on recognition and management of the risks associated with recognized and unrecognized financial instruments. These sections relate to disclosure and presentation only and did not have any impact on the Company's financial results or position.

Effective October 1, 2007, the Company adopted the CICA Handbook Section 1535, "Capital Disclosures", to disclose its objectives, policies and processes for managing capital, and compliance with externally imposed capital requirements, if any. The adoption of this standard did not have any significant impact on the Company's financial statements.

Recent accounting pronouncements

In February 2008, the Accounting Standards Board issued CICA Handbook Section 3064, "Goodwill and Intangible Assets", which replaces CICA 3062, "Goodwill and Intangible Assets", and CICA 3450, "Research and Development Costs". Section 3064 establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. This new standard is effective for the Company's interim and annual financial statements commencing October 1, 2008. The Company is currently assessing the impact of the new standard and has not yet determined its effect on the Company's financial statements.

In June 2007, the Accounting Standards Board issued CICA Handbook Section 1400, "General Standards of Financial Statement Presentation", which provides revised guidance on management's responsibility to assess and disclose the Company's ability to continue as a going concern. This standard is effective for the Company's interim and annual financial statements for fiscal years beginning on or after October 1, 2008. The Company does not expect that the adoption of this standard will have a material impact on its financial statements.

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 prime minus 2.05% per annum. At September 30, 2008, the fair value of the GIC was $935,377 (2007 - $Nil).

5. Share Capital

Authorized:

Unlimited number of voting common shares without par value

Issued and Outstanding:

	Number	Amount
Issued on incorporation at $0.10 each	1	$ –
Balance, September 30, 2007	1	–
Share redeemed and cancelled	(1)	–
Issued for cash at $0.075 per share	2,500,000	187,500
Issued for cash at $0.15 per share	6,000,000	900,000
Share issue costs	–	(173,535)
Balance, September 30, 2008	8,500,000	$ 913,965

On October 10, 2007, the Company issued 2,500,000 common shares at $0.075 per share for gross proceeds of $187,500.

On December 4, 2007 the Company completed an Initial Public Offering of 6,000,000 common shares at $0.15 per share for gross proceeds of $900,000. The Company paid Leede financial Markets Inc. (the "Agent") a commission of $90,000, a finance fee of $8,000 and $6,046 for legal fees and expenses incurred. In addition, the Company also granted the Agent options to acquire 600,000 common shares at an exercise price of $0.15 per common share expiring January 8, 2010. The fair value of the options was $44,899. The Company also incurred legal and other listing costs of $24,590 in relation to the initial public offering.

Escrowed Shares:

As at 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.

5. Share Capital (continued)

Stock Options: (continued)

As of September 30, 2008 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 3 years.

	Number of Options	Weighted Average Exercise Price	Expiry Date
Balance, September 30, 2007	–	–	
Granted: Agent	600,000	$0.15	January 8, 2010
Granted: Directors	850,000	$0.15	January 8, 2013
Balance, September 30, 2008	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.

During the year ended September 30, 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.

There were no options granted during the period ended September 30, 2007.

6. Contributed Surplus

Balance, September 30, 2007	$	–
Fair value of agent's options granted		44,899
Fair value of directors' options granted		70,823
Balance, September 30, 2008	$	115,722

7. Related Party Transactions

During the year ended September 30, 2008, the Company incurred share issue costs of $15,305 (2007 - $Nil) and legal fees of $12,074 (2007 - $1,289) from a law firm of which a director of the Company is a principal, and paid office services, facilities and rent of $7,600 (2007 - $Nil) 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. 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:

	2008	2007
Combined statutory tax rate	31.41%	34.12%
Income tax recovery at statutory rate	$ 29,034	$ 440
Non-deductible expenses	(22,246)	(110)
Share issue costs	40,405	–
Reduction in income tax rates	(8,198)	–
Valuation allowance	(38,995)	(330)
	$ –	$ –

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

	2008	2007
Non-capital loss carry forwards	$ 12,309	$ 110
Incorporation costs	335	330
Share issue costs	26,757	–
Valuation allowance	(39,401)	(440)
Net future income tax asset	$ –	$ –

As at September 30, 2008, the Company has approximately $47,000 of non-capital loss carry forwards available to reduce taxable income for future years. The loss expires in 2028 if unused.

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 September 30, 2008, 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.

9. Management of Capital (continued)

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 September 30, 2008, 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.

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, 2008 and 2007. 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.

	2008	**2007**
Impact on net loss:		
1% increase	$ 7,000	$ –
1% decrease	$(7,000)	$ –

SCHEDULE “B”

Unaudited Financial Statement for Period Ended December 31, 2008

ASTORIUS RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED

DECEMBER 31, 2008

(Unaudited)

ASTORIUS RESOURCES LTD.

BALANCE SHEETS

AS AT DECEMBER 31, 2008

	December 31, 2008 (Unaudited)	September 30, 2008 (Audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents (Note 4)	$ 924,288	$ 940,295
Amounts receivable	1,671	1,321
	$ 925,959	$ 941,616
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 13,041	$ 5,655
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	913,965	913,965
Contributed surplus (Note 6)	115,722	115,722
Deficit	(116,769)	(93,726)
	912,918	935,961
	$ 925,959	$ 941,616

Subsequent events (Note 10)

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 THREE MONTHS ENDED DECEMBER 31, 2008

(Unaudited)

		Three months ended December 31, 2008		Three months ended December 31, 2007
EXPENSES				
Accounting fees	$	9,200	$	6,500
Legal fees		5,862		18,864
Filing and transfer agent fees		4,865		28,011
Office and miscellaneous		3,116		1,218
LOSS BEFORE OTHER ITEM		(23,043)		(54,593)
OTHER INCOME				
Interest income		–		2,016
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(23,043)		(52,577)
DEFICIT, BEGINNING OF PERIOD		(93,726)		(1,289)
DEFICIT, END OF PERIOD	$	(116,769)	$	(53,866)
NET LOSS PER SHARE – Basic and diluted	$	(0.00)	$	(0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		8,500,000		8,134,146

ASTORIUS RESOURCES LTD.

STATEMENT OF CASH FLOWS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2008

(Unaudited)

	Three months ended December 31, 2008	Three months ended December 31, 2007
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	$ (23,043)	$ (52,577)
Changes in non-cash working capital balances:		
Amounts receivable	(350)	(1,411)
Accounts payable and accrued liabilities	7,386	4,959
	(16,007)	(49,059)
FINANCING ACTIVITIES		
Proceeds from shares issued	–	900,000
Share issuance costs	–	(86,072)
	–	813,928
INCREASE (DECREASE) IN CASH DURING THE PERIOD	(16,007)	764,869
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	940,295	187,500
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 924,288	$ 952,369
SUPPLEMENTAL INFORMATION:		
Interest paid	–	–
Income taxes paid	–	–

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

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.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within twenty-four months from the date the Company’s shares are listed for trading, at which time the TSX-V may suspend or de-list the Company’s shares from trading.

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% per annum. At December 31, 2008, the fair value of the GIC was $920,456.

5. Share Capital

Authorized:

Unlimited number of voting common shares without par value

Issued and Outstanding:

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

Escrowed Shares:

As at December 31, 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 December 31, 2008 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 2.75 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 period ended December 31, 2008.

6. Contributed Surplus

Balance, September 30, 2008 and December 31, 2008	$ 115,722

7. Related Party Transactions

During the period ended December 31, 2008, the Company incurred legal fees of $5,862 from a law firm of which a director of the Company is a principal, and paid office services, facilities and rent of $3,000 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 December 31, 2008, 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 December 31, 2008, 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. Subsequent Events

On January 23, 2009, the Company entered into an Assignment Agreement (the "Assignment") 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 agreed 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

10. Subsequent Events (continued)

The Company also agreed to incur minimum expenditures as follows**:**

(a) an aggregate of $100,000 by September 30, 2009. 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.

SCHEDULE "C"

PAT REPORT

SUMMARY REPORT

on the

PAT PROPERTY

CARIBOO MINING DIVISION, BRITISH COLUMBIA

WITH RECOMMENDATIONS FOR FURTHER WORK

NTS: 093A/025/ 093A/035

Latitude 52 degrees 18' N, Longitude 121 degrees 10' W

For

ASTORIUS RESOURCES LTD.
1400-570 Granville Street
Vancouver, BC, V6C 3P1

by

J.W. (Bill) Morton P.Geo
And
Colin Russell P.Geo

February 5, 2009

TABLE OF CONTENTS

LIST OF FIGURES

Summary

The Pat Mineral Project is located approximately 15 kilometres to the east of the village of Horsefly in the Cariboo Mining Division. The Pat project lands, which encompass 1,330 hectares (approximately 64 cell claim units), were staked in 2004 to cover a prominent magnetic anomaly indicated in a 1968 government airborne survey. The Pat property is 100% owned by Cariboo Rose Resources and is subject to an option agreement, dated June 25, 2007 with Alder Resources Ltd. which gives Alder the right to earn a 60% interest in it by completing $1.2 million dollars in exploration, paying $150,000 in cash and issuing 200,000 shares over a four year term. In January 2009, Alder Resources Ltd. assigned its option on the Pat property to Astorius Resources Ltd. The assignment requires that all remaining obligations prescribed in the June 25, 2007 agreement be met. The magnetic feature at Pat is roughly constrained by the 4500 gamma contour which is approximately 4 kilometres across and is roughly circular. A stronger centre to the feature, which measures approximately two kilometres by one kilometre, is centered immediately south of the east end of Patenaude Lake. The Patenaude Lake airborne magnetic anomaly is comparable in area and intensity to the magnetic feature which occurs at the Mount Polley mine site some 35 kilometres to the northwest. A strong induced polarization anomaly, detailed by Cominco Limited in 1990, occurs immediately to the east of the magnetic anomaly and although drilled without significant results in 1991, can be reinterpreted as a pyrite halo (pyrite mineralization without copper mineralization is commonly a distal feature to copper-gold mineralization at Mount Polley). In addition to the conceptual comparison to Mount Polley the Patenaude magnetic anomaly lies along a trend of known copper-gold mineralized alkalic intrusives including the Redgold Prospect, the Cowtrail Prospect (Dajin Resources Inc and Cariboo Rose resources Ltd.), the Beekeeper Prospect and the Lemon Lake Propect. The project is also contiguous to the Woodjam Prospect (Fjordland Exploration Inc and Cariboo Rose Resources Ltd.). It is highly probable that the Pat magnetic anomaly is (at least in part) due to another alkalic stock (buried).

Four diamond drill holes totaling 439 metres were completed on the Pat Project in 2006 at a cost of $101,162 A further program of linecutting and drill site preparation was completed in 2008 at a cost of $16,809. The first two holes of the 2006 program, 06-P-01 and 06-P-02, drilled in the centre of the magnetic anomaly bottomed at 98 and 129 metres respectively, and failed to penetrate a succession of overlying sand and gravel before being terminated before encountering bedrock. The third 2006 hole, 06-P-03, located approximately one kilometre to the north, encountered altered and weakly mineralized mafic volcanics and volcanic sediments from

which the most anomalous 3-metre sample returned an analysis of 942 ppm copper supporting the concept that the buried magnetic feature may have porphyry copper (gold) potential.

The authors conclude that the Pat claims are situated on an airborne magnetic anomaly that is similar to anomalies in the Carboo caused by alkalic intrusive bodies that have potential to host copper-gold porphyry style mineralization. Exploration completed in 2006 has identified favourable rock types and provides evidence that a copper mineralizing event may be present. The centre of the magnetic anomaly remains untested and because the 2006 work has established that it is deeply buried under a sequence of Pleistocene sand, gravel and clay it could have gone undetected for a long time.

It is recommended that a program of drilling (equipped with sufficient drill casing to penetrate the deep overburden) be undertaken. Eight sites have been selected and a budget of $258,000 proposed to accomplish this work.

Introduction and Terms of Reference

This report has been prepared at the request of Astorius Resources Limited for the purpose of providing a National Policy 43-101 compliant report that can be used as a technical document for Astorius Resources Ltd, hereafter "the issuer", for meeting issuer reporting requirements required by British Columbia regulatory agencies and Canadian Stock exchanges. The authors are familiar with the area surrounding the Pat property and the model for mineralization that is being explored and are both currently supervising other exploration projects in the Cariboo Region. On June 13, 2007 both authors conducted a property tour of the project and on September 26, 2008 J.W. Morton again toured the property. Other sources of information include assessment reports filed by various companies with the Ministry of Energy and Mines and various publications of the Geological Survey of Canada and the British Columbia Geological Branch.

The Reliance on Other Experts

Other than has been discussed in the preceding section the authors have not relied on other individuals to provide opinions or information for this report. The authors are not aware of any environmental or aboriginal issues, besides those which prevail to British Columbia and Canada in generality, which are specific to the Pat claims. The authors believe that the claim tenure, in terms of how the regulations were adhered to for the "ground staked" claims and subsequent conversions into the Mineral Title On-line system, is in accordance with the relevant regulations. The authors are not aware of any other issues that might negatively impact the claims.

Property Description and Location

The western boundary of the Pat Property is located approximately 15 kilometres east of the village of Horsefly and 65 kilometres northeast of Williams Lake, British Columbia. The total area of the Pat claims is 1,330 hectares (3,286 acres).

The mineral claims which make up the property are located on NTS maps 093A/025/ 093A/035 Latitude 52 degrees 18' N, Longitude 121 degrees 10' W in the Cariboo Mining Division, British Columbia. They are owned outright by Cariboo Rose Resources Ltd.

Claims

Claim Name	Record #	Area (Hectares)	Expiry Date
Pat 1	407992	500	Jan 24/11
- (converted Pat 2)	508372	830	Jan 24/11

The boundaries of the claims are established in GIS (geographic information base) coordinates recorded by Mineral Titles Online BC (a BC government department) and are indicated on Figure 3 taken directly from the Mineral Titles Online BC web site .

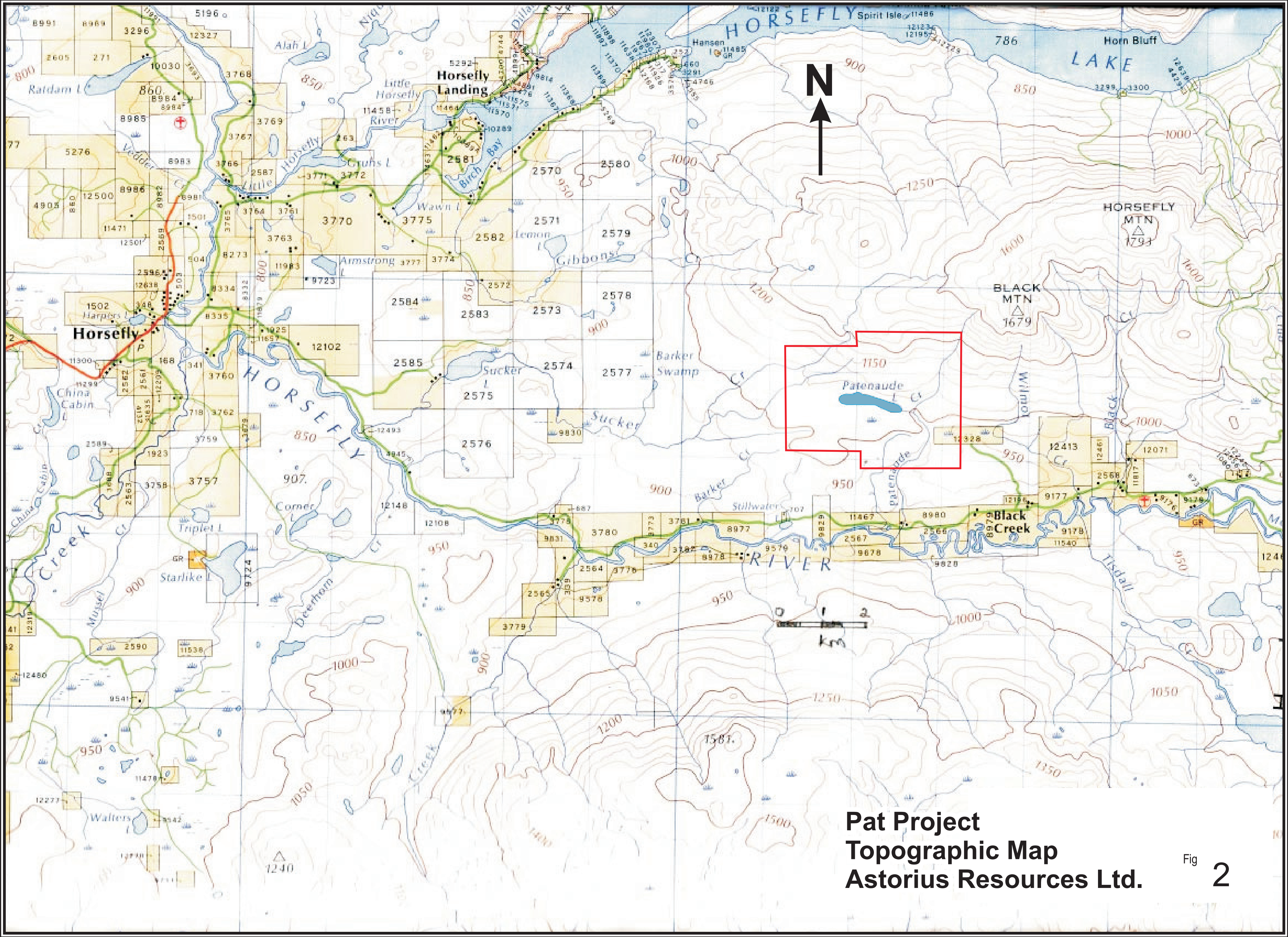
ASTORIUS RESOURCES LTD.

PAT PROJECT

Cariboo M.D., B.C.

Location Map

Date	April, 2007	UTM	NAD 83, Zone 10	Fig
Scale	as shown	NTS	093A035	1



Pat Project
Topographic Map
Astorius Resources Ltd.

Fig 2

Assessment work requirements in British Columbia require that, in the first three years of a claims existence, exploration work in the amount of $4.00 per hectare per year be completed. The amount of exploration work required to keep the claims in good stead increases to $8.00 per hectare per year after the third anniversary. An equal amount of cash may be paid in substitution to exploration expenditures (cash in lieu). A filing fee of $0.40 per hectare per year is also required. The Pat claims currently have sufficient assessment work filed to cover them until January 2011. Exploration permits for work which results in significant surface disturbance are required in British Columbia. The normal turn around time from submitting an exploration work proposal to receiving a permit is about six weeks. The work permit covering the drilling completed on the Pat project in 2006 was issued in an expedient manner and future exploration programs are not expected to be difficult to permit.

The June 25, 2007 option agreement between Alder Resources Ltd. (Optionee) [now assigned to Astorius Resources Ltd. and Cariboo Rose Resources Ltd. (Optionor) to earn a 60% interest in Pat Property can be summarised as follows:

Date	*Shares*	*Cash*	*Work*
Signing		$5000	Paid
Regulatory Approval	25,000	$5000	Paid and issued
First Anniversary	25,000 paid	$25,000 issued	$100,000 (committed but deferred to Sept 30, 2008)
Second Anniversary	50,000	$30,000	-
Third Anniversary	50,000	$40,000	-
Fourth Anniversary	50,000	$45,000	-
Total	200,000	$150,000	$1,200,000 (Cumulative)

Accessibility, Climate and Local Resources

The Pat property covers the north side of the Horsefly River valley and its immediate uplands. Elevations on the property vary between 950 metres (3100 feet) and 1250 metres (4100 feet).

Access to the area is provided by a paved road from 150 Mile House to Horsefly, and then the gravel Black Creek road.

The climate of this area is modified continental, with cold, snowy winters and long warm summers. Being located just east of the B.C. interior dry belt, the area receives about 40 cm of precipitation, with much of it falling in the winter as snow. The till-covered hillsides have poorly developed first-order stream drainages supporting a heavy growth of spruce, pine, fir, aspen and birch.

Most of the terrain covered by the claims is moderately undulating and will provide many options for surface facilities to develop an ore body if one is discovered. Water is readily available and Hydro available within ten kilometres of the site. Option partner Cariboo Rose Resources Ltd., through a separate joint venture agreement with Fjordland Exploration Inc., controls a larger land package immediately contiguous to the Pat claims. Excepting a small area extending from the southeast corner of the property (L12328 on Figure 8) all of the property is situated on government land and not subject to privately controlled surface rights.

The village of Horsefly has basic amenities: a motel and other accommodation with options to rent, two corner stores, gas pumps, a bar and a restaurant (currently idle). Several hundred people live in the area with forestry, and agriculture providing the main employment opportunities. Some heavy equipment is available locally for hire but most equipment and supplies are sourced from the regional centre of Williams Lake.

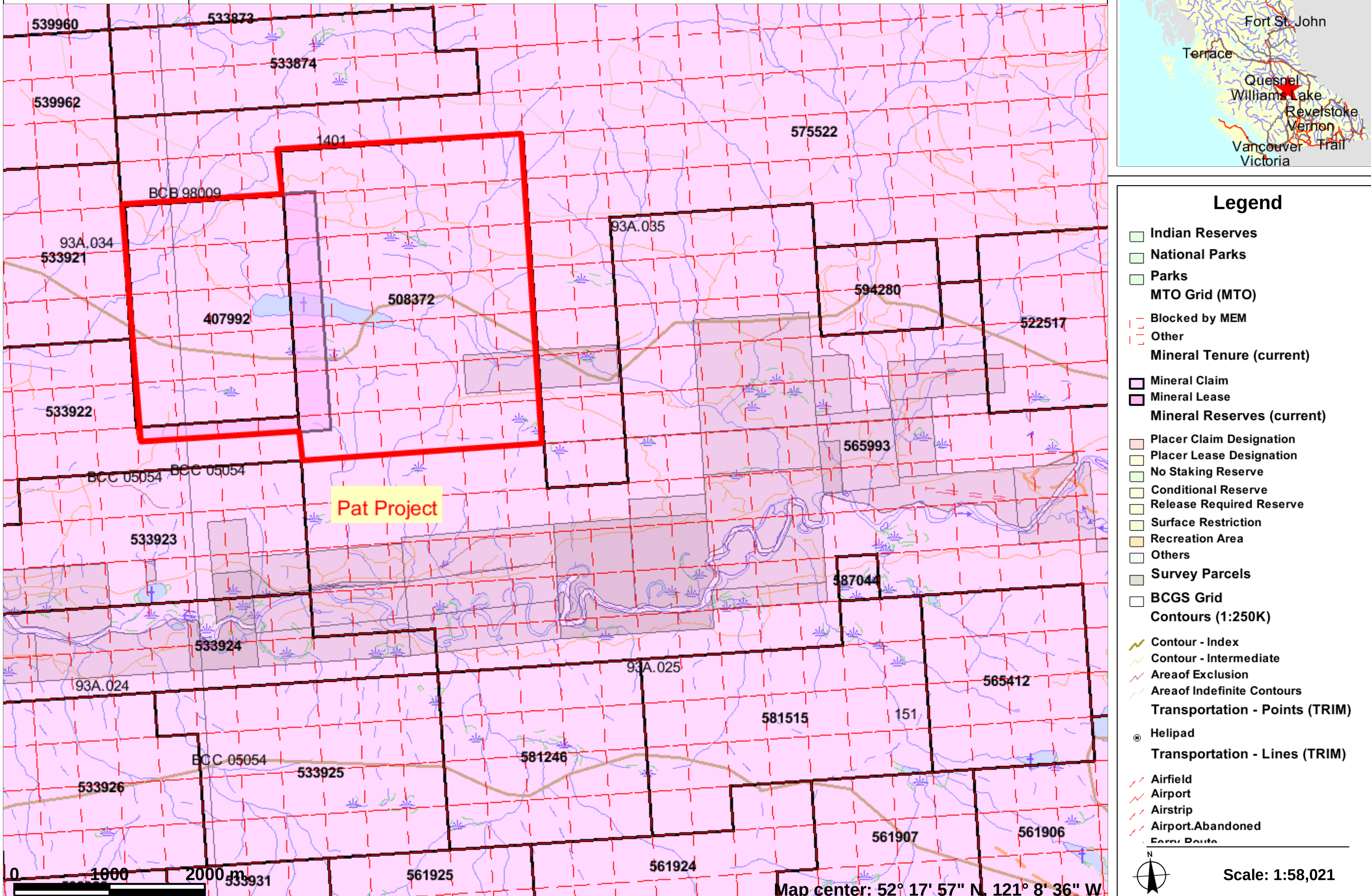
History

In 1859 significant placer gold was discovered in the Horsefly River gravels and in the late 1880's a significant underground placer gold mine was put into operation where the current village of Horsefly is situated, approximately 15 kilometres to the northwest of the Pat property.

In 1968 the area of the claims was included within a high elevation airborne magnetic survey and a prominent magnetic high was outlined within the current claim group (Geological Survey of Canada Geophysics Paper 5239, sheet 93 A/6, 1968).

Following this survey a number of groups, including individuals and Utah Mines Ltd., (now BHP Billiton) staked the area and carried out preliminary soil and prospecting

Pat Claims



This map is a user generated static output from an Internet mapping site and is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. THIS MAP IS NOT TO BE USED FOR NAVIGATION.

activities. The area was found to essentially be completely till covered and did not produce encouraging results.

In 1990 Cominco Ltd. staked the area of the Pat claims and completed reconnaissance style induced polarization “IP” and magnetometer surveys on the area of the claims. Cominco completed 31 line kilometers of “IP” and magnetometer surveys on the area covered by the present Pat claims. An “IP” anomaly measuring approximately two kilometres by one kilometer (based on a greater than 10 mv/V response) was outlined to the east of and north of Patenaude Lake distal to the airborne magnetic anomaly (and to a 1990 ground based magnetometer anomaly). In 1991 nine percussion drill holes totaling 822 metres was completed in the “IP” target. While the drilling is summarized as disappointing the descriptive narrative and the specific observations sighted in the drill logs are more encouraging. Drill logs describe considerable footages of drill chips containing more than 2% sulphides including both disseminated and stringer morphologies as well as brown to pink feldspar, common biotite and abundant epidote indicating the presence of a hydrothermal sulphide alteration system.

In 2006 four diamond drill holes totaling 439 metres were completed by Cariboo Rose Resources Ltd. (then Wildrose Resources Ltd.) and partner MaxTech Ventures Inc. Two of the holes (the most important two drilled into the centre of the magnetic anomaly) failed to get through an unconsolidated sequence of sand, gravel and varved clay while the other two holes, drilled on the north side of Patenaude Lake, intersected a sequence of mafic volcanics, polylithic volcanic tuff and volcaniclastic rocks interfingered with black shale of which one hole, 06-P-03, contained minor copper mineralization.

In 2008 a small program consisting of cutting approximately 10 kilometres of line (to enable a small surface magnetometer and induced polarization survey to be completed should a geophysical crew working in the area suddenly avail itself) and 750 metres of drill site access was cut. The small 2008 program allowed assessment work to be filed to advance the expiry dates of the claims to 2011.

Recent Expenditures

June 6-Aug 2, 2006	$3,800
Aug 2-29, 2006	$97,262
Sept 26-Nov 7, 2008	$16,809
Total	**$117,871**

Geological Setting

1.) **Regional Geology**

Geologically, the Pat property is located in a structural feature known as the Quesnel Terrane, a 30 kilometre wide, northwest-trending, Early Mesozoic age volcanic-sedimentary belt consisting of rocks belonging to the Nicola Group in southern BC, the Takla Group in central BC and the Stuhini Group in Northern BC. The units are believed to be derived from a series of volcanic islands characterized by generally alkalic to sub-alkalic basalts and andesites, related sub-volcanic intrusive rocks and derived clastic and pyroclastic units. The Quesnel Terrane in the Horsefly area is a fault-bounded region that is flanked to the east by Precambrian to Paleozoic rocks of the Barkerville and Slide Mountain terranes and to the west by Paleozoic rocks of the Cache Creek terrane.

Coeval intrusive centres, such as occur at Mount Polley, occur along the centre of this sequence and often are associated with porphyry style copper-gold mineralization in which chalcopyrite and bornite occur both in the intrusions and in the hosting volcanic and volcaniclastic units often with only minor concentrations of associated pyrite.

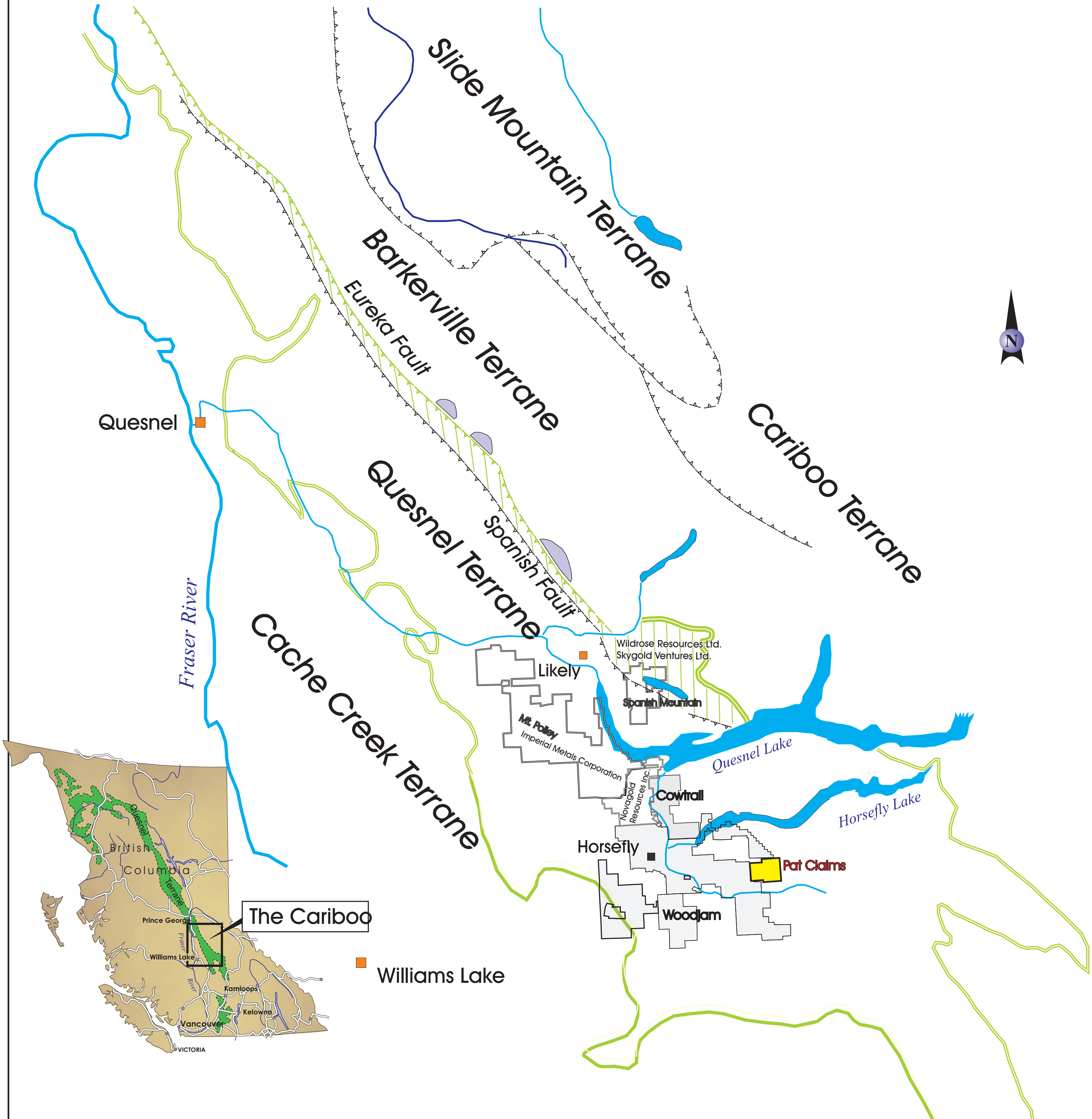
2. Property Geology

Outcrop on the south and west sides of Patenaude Lake is non existent while minor exposures of mafic volcanic rock and argillaceous sediments have been noted by Cominco in the higher elevation region north of Patenaude Lake. Chip logs from a 1991 percussion drill program completed by Cominco Limited to the immediate east of the airborne magnetic anomaly suggest that units display alteration characterized by the presence of potassium feldspar, biotite and epidote. Drilling completed in 2006 established that deep exposures of sand and gravel, in excess of 100 metres thick, exist south of Patenaude Lake and extend to 56 metres in thickness on the northwest side of Patenaude Lake (as logged in hole 06-P-03) and suggest that induced polarization surveys completed by Cominco in 1990 would not have been an effective tool in these areas. Hole 06-P-03, completed in 2006 to the north of Patenaude Lake (at its western end), encountered weakly mineralized interbedded mafic tuffaceous volcanics below argillaceous sediments from 56 metres to the bottom of the hole at 108 metres. Pervasive propylitic alteration (epidote) occurred in this hole with some potassium felsdspar noted at the bottom. Hole 06-P-04, drilled to the north of Patenaude Lake on the eastern end of it in 2006, encountered interbedded unmineralized mafic tuffaceous volcanics and lesser argillaceous sediments with some silicification to 111 metres. Bedrock was encountered in this hole at a depth of only 5 metres. The geology logged in holes 06-P-03 and 06-P-04 and as described by Cominco their 1991 work and by R.H. Jones (an earlier explorer in the area) is consistent.

No information, either from surface exposures or drilling, provides geological insight into the geology of the claims to the south of Patenaude Lake from the east end of the lake to the western boundary of the claims.

Deposit Types

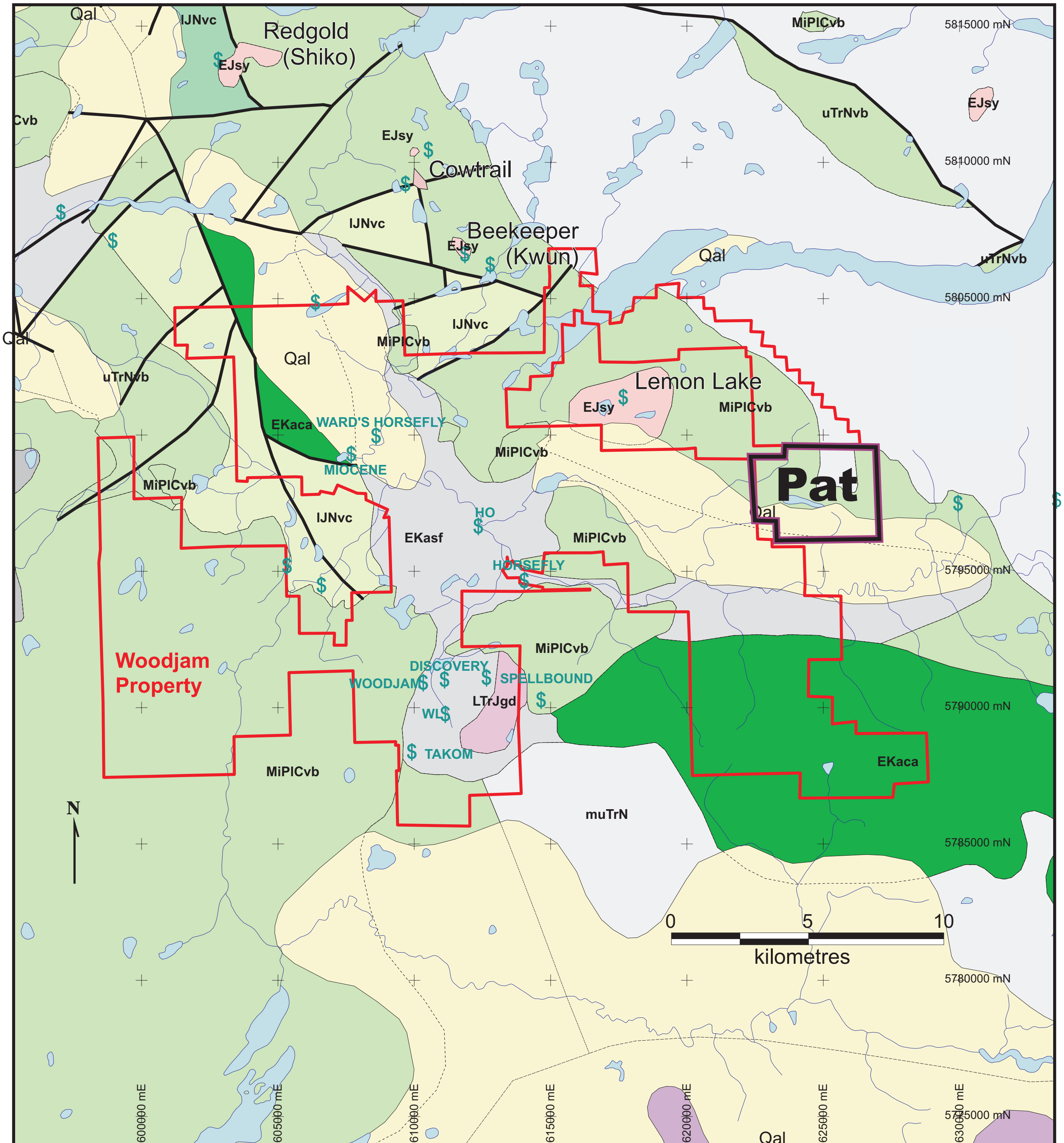
The deposit model applicable at the Pat project is of an alkalic porphyry copper-gold deposit. A number of examples exist in British Columbia including Galore Creek, Afton, Copper Mountain and Mount Polley. Mount Polley, because of its proximity to the Pat claims, is the deposit that is considered most likely to be an analogue for a discovery on the Pat claims. The southern edge of the Mount Polley property is located approximately 25 kilometres northwest of the Pat claims. The geology and the economic parameters of the Mount Polley deposit have changed substantially in the last few years following the discovery of the Northeast Zone (now the Wright Pit) in August 2003 and a resumption of mining in 2004. Imperial Metals Corporation, the operator of Mount Polley summarized the geology and economic parameters of the Mount Polley deposit in the Imperial Metals Corporation March 27, 2007 Annual Information Form (AIF) This summary is used for much of the basis of the following discussion:



Pat Claims on Regional Geology
Astorius Resources Ltd.

25 kilometres

Fig 4



	Age	Group	Unit	Lithology
	PLEISTOCENE & HOLOCENE	none	Qal	glacial, fluvial, alluvial deposits
	MIOCENE TO PLEISTOCENE	Chilcotin	MiPlCvb	basaltic volcanic rocks
	EOCENE	Kamloops	EKaca	calc-alkaline volcanic rocks
	EOCENE	Kamloops	EKasf	mudstone, siltstone, shale fine clastic sediment
	EARLY JURASSIC	unnamed	EJsy	syenitic to monzonitic intrusive rocks
	LOWER JURASSIC	Nicola	lJNvc	volcaniclastic rocks
	LATE TRIASSIC TO EARLY JURASSI C	unnamed	LTrJgd	granodioritic intrusive rocks
	UPPER TRIASSIC	Nicola	uTrNvb	basaltic volcanic rocks
	MIDDLE TRIASSIC TO UPPER TRIASS	Nicola	muTrN	undivided sedimentary rocks

REGIONAL GEOLOGY

Fig 5

After: B.C. Ministry of Energy and Mines, Geofile 2003-21 (N.W.D. Massey, et al)

$ MINFILE Occurrence

Astorius Resources Ltd.

Ore reserves, which are the aggregate amount from several deposits (March 31, 2008, Imperial Metals Corp. news release) are quoted as being 55.56 million tonnes grading 0.357% copper,0.298g/t gold and 0.661 g/t Ag. In addition to these reserves ore mined from the Mount Polley Mine that commenced production late in 1997 until present (although on a care and maintenance basis from 2001 until 2004) includes approximately six years of production (these reserves have not been confirmed to be compliant with 43-101 requirements and were taken directly from an Imperial Metals Corp. news release dated March 31, 2008; they should not be relied on other than for context in this section)..

The Mount Polley deposit(s) are related to the Polley Lake monzodiorite pluton and to a number of polymictic magmatic hydrothermal breccias that occur in and near the boundary of the intrusive rocks within the hosting Triassic-Jurassic Nicola alkalic volcanics. Important alteration styles include potassium alteration manifested as potassium feldspar and sometimes biotite. Other alteration minerals include albite and (with the exception of the Northeast Zone) abundant magnetite. Recently a skarn style of mineralization, related to an intercalated sequence of Triassic limestone, has been discovered at the Pond Zone in the southern sector of the property. The greater significance of the hydrothermal breccias is an important recent revision in the overall understanding of the Mount Polley deposit(s) and expands the prospective geological environment of the area.

Another deposit in the Cariboo that shares geological characteristic with the geological setting of the Pat project is the QR Mine located approximately 80 kilometres to the northwest. At QR propylitic altered calcareous basalts (pervasive epidote), outbound from a dioritic stock, host an auriferous pyrite deposit. The QR deposit was put into production in 1994 by the Kinross Gold Corporation and produced 1.06 million tonnes of ore grading 4.1 g/t gold before the mine was placed on care and maintenance in 1998. Cross Lake Minerals Limited, is the current owner of the QR property

In 2007 Fjordland Exploration Inc and Cariboo Rose Resources Ltd.discovered a significant new copper-molybdenum-gold occurrence on their Woodjam propery. The newly discovered occurrence (called the Southeast Zone) is located 12 kilometres to the southwest of the Pat Project. Diamond drill intercepts from the Southeast Zone, which is located beneath 80 to 140 metres of till, included an intercept of 200.76 metres grading

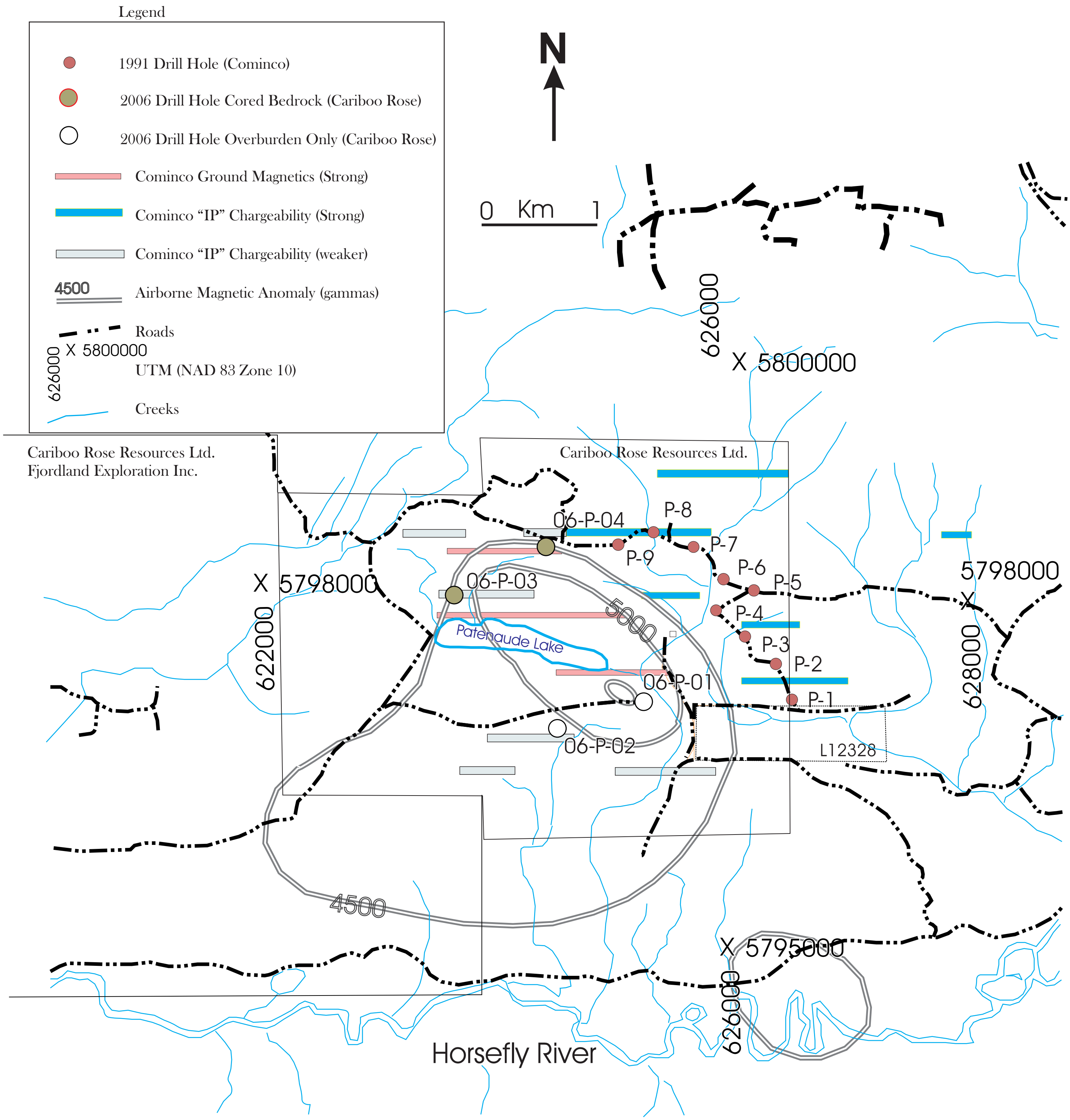
1.01% Cu and 0.44 g/t Au. Drilling completed at the Southeast Zone in 2007 and 2008 totals 7,250 metres in 18 vertical diamond drill holes with all holes intersecting and bottoming in mineralization.

Mineralization

No economic mineralization is known to exist on the Pat claims. Drilling completed in 2006 by Cariboo Rose Resources Ltd. and partner MaxTech Ventures Inc. on the north side of Patenaude Lake identified polymictic volcanic tuffs, intercalated argillite/ siltstone and mafic volcanic rocks with localized anomalous copper to 942 ppm (hole 06-P-03). Alteration identified included pervasive epidote, minor potassium feldspar and silicification. In 2008 a subcropping boulder was discovered in the channel of Patenaude Creek immediately east of Patenaude Lake. The sample can be described as a light grey coloured felsic tuff or subvolcanic intrusive with a one centimeter thick red rind probably indicating ankerite alteration. It contains 1-2% pyrite and returned a geochemical analysis of 195 ppm Cu, 203 ppm As and 59 ppb Au. Cominco, in a report dated October, 1991, mentions that "weak chlorite-biotite hornfelsing of the argillites has been noted on adjacent properties" [locations not provided].

Exploration

In 2006 Cariboo Rose Resources Ltd. and MaxTech Ventures Inc. completed four diamond drill holes totaling 439 metres. Results for all holes excepting 06-P-03 were nondescript. The airborne magnetic anomaly and the entire area of the claims south and west of Patenaude Lake remain undrilled. A further appreciation of the depth of overburden was gained by the 2006 work. In 2008 Alder Resources Ltd. completed a minor program which consisted of the cutting of approximately 10 line kilometers of survey line and 750 metres of drill access.



Pat Project
Geophysical Compilation

Astorius Resources Ltd.

Fig 6

Drilling

A total of thirteen holes have been drilled on the Pat Property of which nine (the PAT holes drilled by Cominco Limited in 1991) were percussion and four (the 06 holes drilled by Cariboo Rose Resources Ltd. and MaxTech Ventures Inc. in 2006) were diamond. The total meterage drilled is 1261 metres. Drill results are summarized as follows:

Hole #	Dip	Depth (m) to Bottom	Depth (m) to Rock	Anomalous Results and Selected Comments
PAT-1 *p	-90	91.5	23.8	Tan chips of fspar and qtz. (biotite?).
PAT-2 *p	-90	91.5	8.2	<1% pyrite, incipient biotite at bottom.
PAT-3 *p	-90	91.5	13.1	Fine grained diorite, minor pyrite.
PAT-4 *p	-90	91.5	7.6	2-3% pyrite at bottom of hole.
PAT-5 *p	-90	91.5	4.9	1-2% pyrite common.
PAT-6 *p	-90	91.5	20.1	Pyrite common some >3%, biotite.
PAT-7 *p	-90	91.5	3.6	Up to 5% pyrite.
PAT-8 *p	-90	91.5	4.9	Siltstone?, up to 3% diss py + py stringers.
PAT-9 *p	-90	91.5	8.2	Argillite and volcaniclastic, 3-4% pyrite.
06-P-01	-90	98.1	Abandoned	Sand, gravel and varved clay to bottom
06-P-02	-90	128.6	Abandoned	Sand, gravel and varved clay to bottom
06-P-03	-90	108.2	56.1	Volcaniclastic, weak copper to 942 ppm
06-P-04	-90	110.9	5.2	Tuff, epidote, silicified, minor pyrite.

p Percussion Drill Hole Cominco Limited 1991

Sampling Method and Approach

Very few exploration programs have been carried out on the Pat property. In the opinion of the authors, the programs run by Cominco Limited and Cariboo Rose Resources Ltd. /MaxTech Ventures Inc, which this report largely draws upon for information, have been professionally managed and the programs conducted according to accepted industry standards.

Drill core samples during the 2006 program were obtained from drill core after the core was delivered from the drill and marked by the field geologist before splitting using a mechanical core splitter. Half of the sample was then returned to the core box for further inspection and for on site storage to enable further future review. Samples were generally taken on three metre intervals. Samples were placed in plastic sample bags with numbered tags and then closed with plastic fasteners. A typical sample would weigh between 12 and 15 kilograms. Samples were then assembled in groups of four or five in larger bags that were then shipped by commercial (generally bonded) carriers to the laboratory for analysis. All of the 2006 analysis was preformed by Acme Analytical Laboratories located in Vancouver. Samples were kept in the custody of either project or freight company personnel until delivered to the lab. Drill recovery was generally high once the bedrock interface was reached with only a few lost or un-recovered intervals. In the opinion of the authors the sample results are representative of the grades of mineralization intersected.

Sample Preparation, Analysis and Security

All samples collected in the 2006 program were kept in a chain of continuous custody consisting firstly of project personnel and secondly a reputable freight company until delivered to the laboratory. The laboratory conducting the analysis completed all sample preparation without any other party having any part of the sample preparation procedure. Normal lab procedure was to crush the entire sample and then obtain a 15 gram sub sample from the larger sample and analyze using ICP/ES MS techniques. All analyses for the 2006 program were completed by Acme Analytical Laboratories, an ISO 9001:2000 certified facility. Analyses for the 1991 drill program completed by Cominco were completed by the Cominco Exploration Research Laboratory located in Vancouver. Although no external standards were employed Acme Analytical inserted laboratory standards in the 2006 drilling on a ratio of approximately one standard per nine samples and re-ran sample pulps on a ratio of one rerun per ten determinations. The results of the re-run pulps are very consistent and there are no obvious (or suspected) anomalies indicated in the laboratory standard results. The authors are satisfied that the sample preparation, analytical and security procedures adhered to at Pat have been professional and satisfactory.

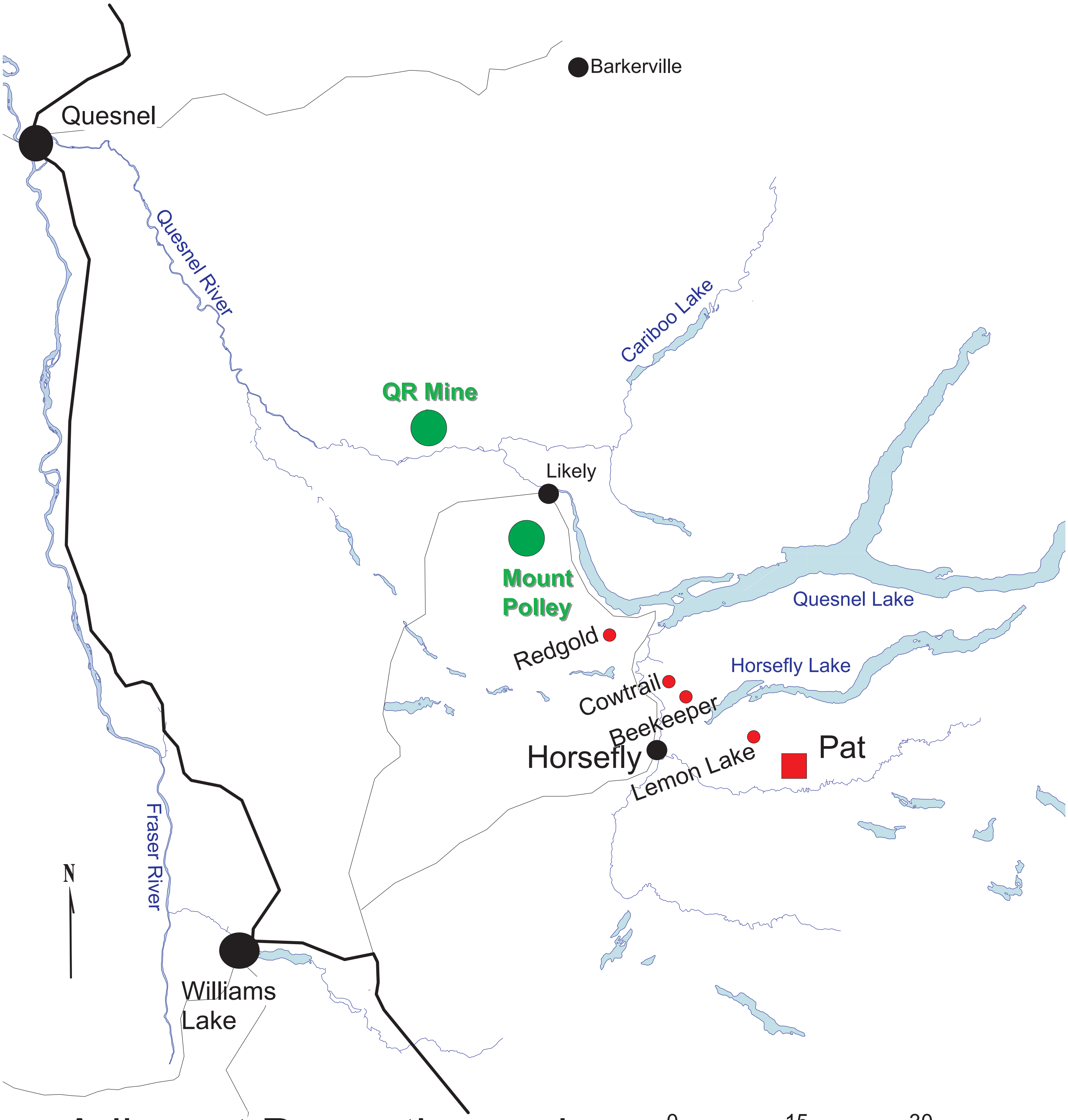
Data Verification

In the opinion of the authors, the programs run by Cariboo Rose Resources Ltd. and Cominco Inc. which this report largely draws upon for information, have been professionally managed according to accepted industry standards including acceptable verification of results. No external standards were employed on work completed to date although the laboratory routinely submitted internal standards on a ratio of about 1:9 with occasional repeat analysis completed using the same pulverized sub sample. External standards are recommended for future programs. Analytical work for most if not all work was conducted under the supervision of a registered B.C. assayer. The authors are satisfied and verify that the quality control procedures adhered to at Pat have been professional and satisfactory and that the data described in this report can be relied upon.

Adjacent Properties

There are no properties with known mineralization that are adjacent to the Pat property. Cariboo Rose Resources Ltd. and partner Fjordland Exploration Inc., through a separate joint venture, control a large claim position to the west and south of the Pat claims that extends as far as the Woodjam occurrences which, although not specifically adjacent to the Pat property, include several zones of copper-gold-molybdenum mineralization.

Reference has been made to a series of known monzodioritic plutons that extend northwesterly toward Mount Polley and the QR Mine. These occurrences include the Lemon Lake Stock, the Beekeeper/Birch Property (Kwun Lake Stock) and the Redgold Property (Shiko Stock). They are typified by regional magnetic highs associated with



Adjacent Properties and Deposit Targets Types

0 15 30

kilometres

Fig 7

Adjacent Properties With Copper-Gold Mineralization on Magnetic Anomalies - Red Circles

Deposit Targets Types - Green Circles

Astorius Resources Ltd.

alkalic intrusive centres. All have been or currently are being explored for copper-gold porphyry mineralization.

Mineral Processing and Metallurgical Testing

The authors are not aware of any metallurgical testing of materials from the Pat property.

Mineral Resource and Mineral Reserve Estimates

There are no mineral resources or estimates computed for the Pat Property.

Other Relevant Data and Information

The authors are not aware of any other data that is relevant to this report.

Conclusions

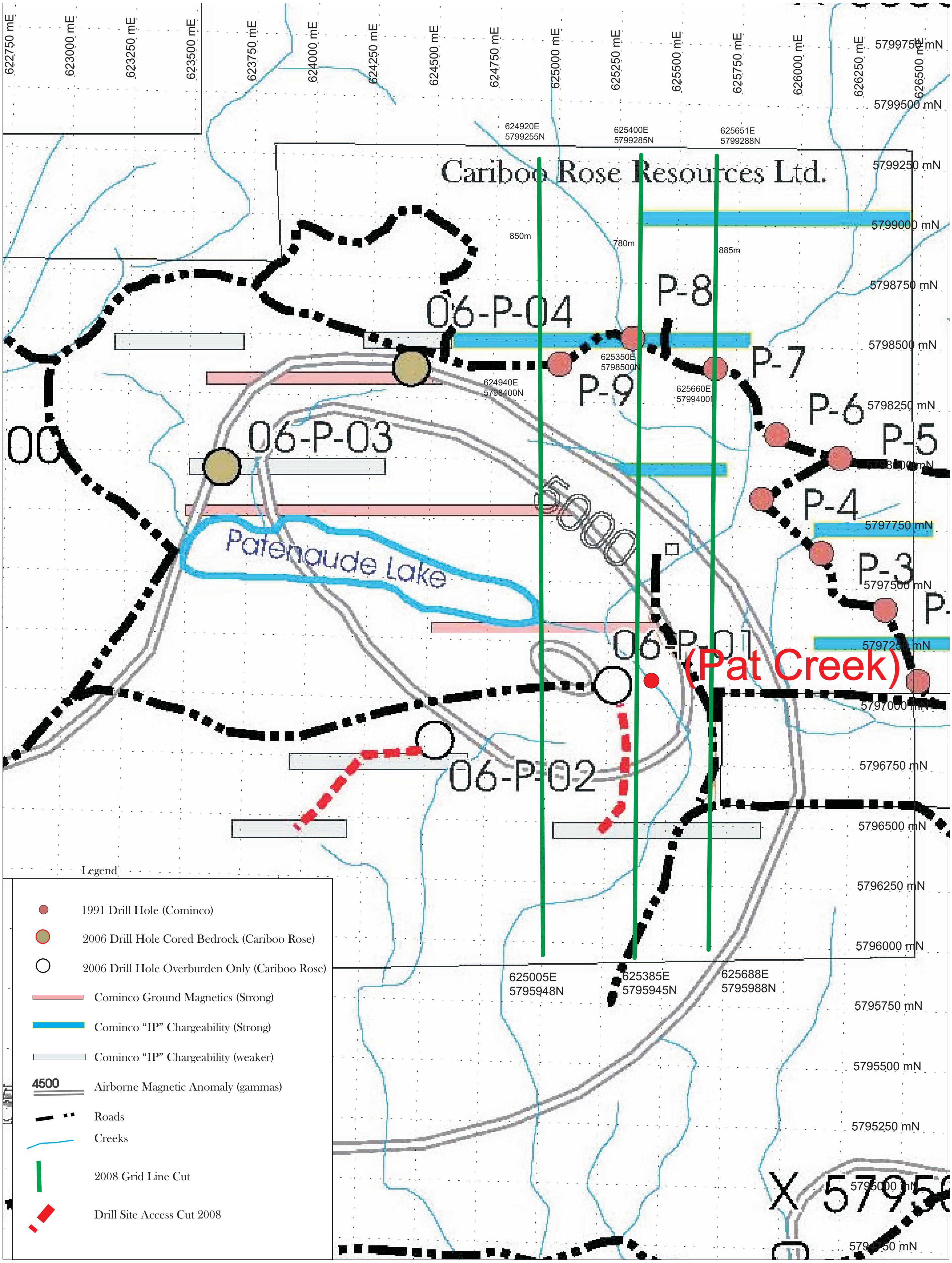
The Pat property was staked in 2004 to cover a prominent aeromagnetic anomaly that is similar in size (about three kilometres by three kilometres), shape and intensity to one which corresponds to the Mount Polley Mine. Mount Polley was originally discovered as a follow up to the release of the survey which depicts both anomalies. Unlike Mount Polley, which occupies a high point of land, the Pat property is located in the low elevation Horsefly valley without bedrock exposure. In 1990 Cominco Exploration Ltd. completed an induced polarization survey over the Pat aeromagnetic anomaly and outlined an extensive, and well expressed, induced polarization anomaly to the east and north of the magnetic anomaly (the Cominco induced polarization anomaly at Patenaude Lake covers an area of one by two kilometres and is open to the north and south). In 1991 nine percussion drill holes (2700 feet - 822 metres) were completed by

Cominco within the induced polarization anomaly. The results were reported to be disappointing excepting for the confirmation of pyrite and porphyry alteration minerals including epidote, biotite and a small amount of potassium feldspar.

In 2006 four diamond drill holes totaling 439 metres were completed some distance to the west of the Cominco drilling (700 metres to several kilometres) by Cariboo Rose Resources Ltd. and partner MaxTech Ventures Inc. The first two holes bottoming at 98 and 129 metres successively, failed to penetrate a succession of sand and gravel before being terminated. Both of these holes, located 700 metres distant from each other, were drilled in a very strong regional magnetic anomaly that must now be interpreted to be even stronger with this amount of cover. The other two holes intersected polymictic volcanic breccia, argillite/siltstone and mafic volcanic tuff. Minor copper mineralization (to 942 ppm) was obtained in the third hole 06-P-03. Alteration style consisting of pervasive epidote (propylitic style), localized silicfication and localized potassium feldspar were observed suggesting proximity to a porphyry sulphide system.

Recommendations

It is recommended that a new diamond drill program be completed in the magnetic anomaly. Six holes, drilled to an average depth of 200 metres are recommended. The drill contractor should come equipped with sufficient of casing (at least 150 metres) or alternately the holes should be preset using a water well drill or pre-cased with “H” casing if a water well drill is unavailable. The locations for the proposed drill holes (all a minimum of 600 metres distant from each other) are indicated on Figure 8. These sites have been chosen to allow a broad test of the target area (influenced by weak copper mineralization encountered in hole 06-P-03 and by the airborne magnetic response) and to take maximum advantage of road construction completed in 2006 and right-of-way clearing in 2008.



Cariboo Rose Resources Ltd.
622750 mE
623000 mE
623250 mE
623500 mE
623750 mE
624000 mE
624250 mE
624500 mE
624750 mE
625000 mE
625250 mE
625500 mE
625750 mE
626000 mE
626250 mE
626500 mE
5799750 mN
5799500 mN
5799250 mN
5799000 mN
5798750 mN
5798500 mN
5798250 mN
5798000 mN
5797750 mN
5797500 mN
5797250 mN
5797000 mN
5796750 mN
5796500 mN
5796250 mN
5796000 mN
5795750 mN
5795500 mN
5795250 mN
5795000 mN
5794750 mN
624920E
5799255N
625400E
5799285N
625651E
5799288N
850m
780m
885m
06-P-04
P-8
P-7
P-9
P-6
P-5
P-4
P-3
625350E
5798500N
624940E
5798400N
625660E
5799400N
06-P-03
00
5000
Patenaude Lake
06-P-01
(Pat Creek)
06-P-02
625005E
5795948N
625385E
5795945N
625688E
5795988N
Legend
1991 Drill Hole (Cominco)
2006 Drill Hole Cored Bedrock (Cariboo Rose)
2006 Drill Hole Overburden Only (Cariboo Rose)
Cominco Ground Magnetics (Strong)
Cominco "IP" Chargeability (Strong)
Cominco "IP" Chargeability (weaker)
4500
Airborne Magnetic Anomaly (gammas)
Roads
Creeks
2008 Grid Line Cut
Drill Site Access Cut 2008

Budget

1200 metres @ $215 per metre (all in see*1) $258,000.

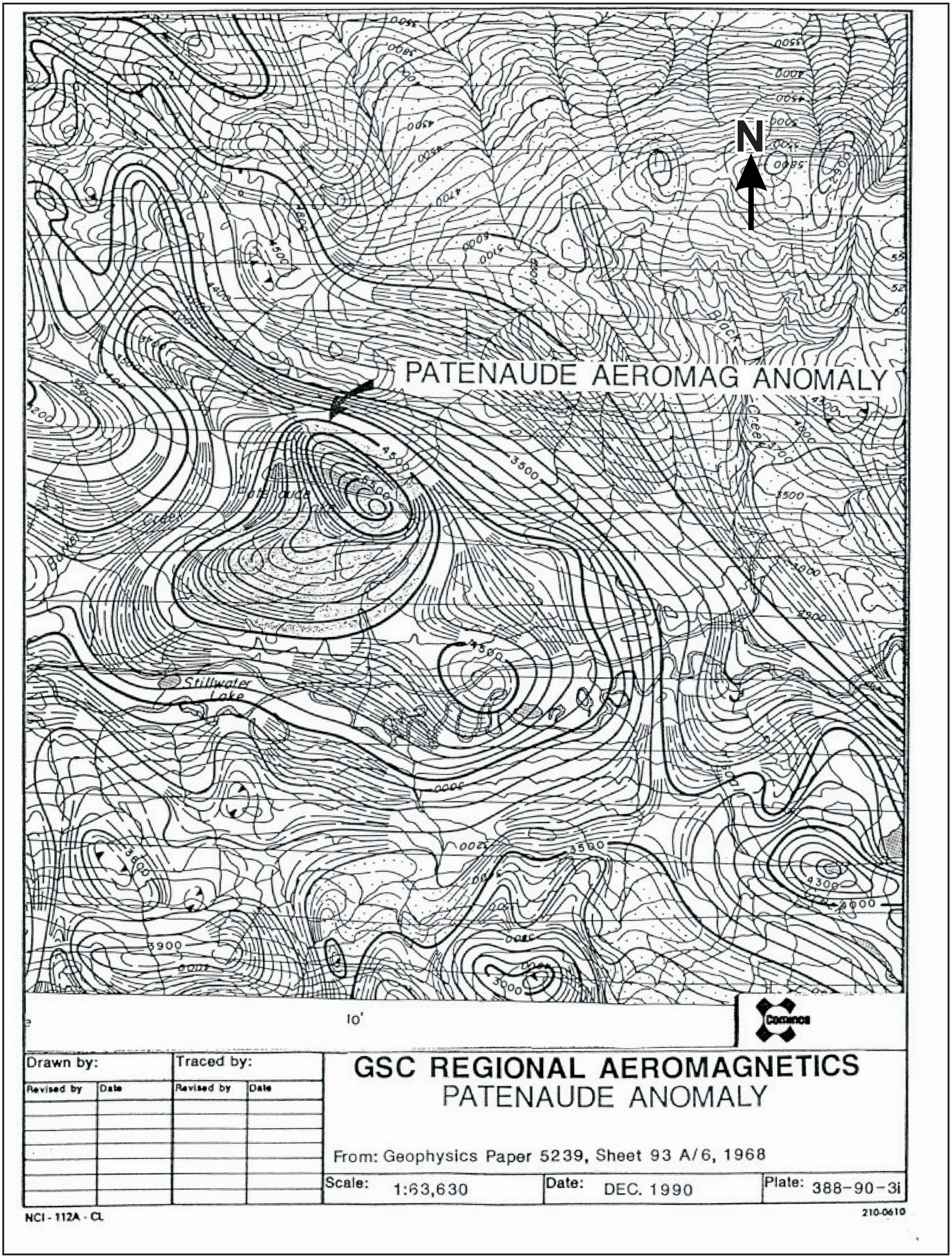
(*1) The all in cost of the 2006 program including site preparation, geological management, drilling and analytical costs was $101,162 and 439 metres were drilled (equating to $230 per metre).

The recommended 2009 program will require considerably less site preparation and road construction. The (non contingent) budget to complete 1200 metres of drilling is estimated to be $258,000 and is broken down as follows:

Geologist 35 days at $650	$22,750
Assistant 30 days at $350	$10,500
Drill contract 1200 metres at $130 m	$156,000
Assaying 400 samples at $24	$9,600
Room and board 150 man days at $80	$12,000
Site preparation	$20,000
Truck rental	$3,150
Communications	$2,000
Report Preparation and drafting	$8,000
Assessment filing fees	$4,000
Contingency	$10,000
Total	$258,000

Date

February 5, 2009



Patenaude Lake Aeromagnetic Anomaly
(after Cominco Limited, 1990)

References

Aulis, R.J., October 1991, Year End Report, Patenaude Property, Cariboo Mining Division, internal report Cominco Ltd. Western District.

Deighton, J.R., Sept 1984, Geochemical Report on the Pat Mineral Claim, for Utah Mines Ltd., BC Ministry of Energy and Mines Assessment Report # 12,886.

Geological Survey of Canada, 1968, Geophysics Paper 5239, Sheet 93A/6.

Geological Survey of Canada, 2006, Geophysical Series, NTS 93A, 92P, Quesnel Lake, B.C., Open File 5295

Helicon Exploration Ltd., 1966, Report on Induced Polarization, Gibbons Creek Groups, for Helicon Exploration, BC Ministry of Energy and Mines Assessment Report # 883.

Holcombe, D.J., November 1990, Assessemnt Report on Geophysical Reports on the Patenaude 1-5 Mineral Claims, internal report Cominco Ltd. Western District.

Imperial Metals Corporation, March 31, 2008, News Release viewed on Imperial Metals Corporation web page).

Jones. R.H., July 1991, Geological and Geochemical Surveys on the Jul 1 Mineral Claim, Cariboo Mining Division, BC, BC Ministry of Energy and Mines Assessment Report # 21,533.

Morton, J.W., 2007, 2006 Diamond Drilling Program on the Pat Property, for Cariboo Rose Resources Ltd., filed for Assessment Work with the BC Ministry of Energy and Mines.

Morton, J.W. and Russell, C.W.P., August 14, 2007, Summary Report on the Pat Property, Cariboo Mining Division with Recommendations for Further Work, filed as a N.I. 43-101 compliant report for Alder Resources Ltd.

Morton, J.W., December 22, 2008, 2008 Line and Drill Site Cutting on the Pat Project, Assessment Report filed on behalf of Cariboo Rose Resoruces Ltd. and Alder Resources Ltd.

Schroeter, T., January 27, 2009, Woodjam Copper-Gold-Molybdenum Porphyry Project: The Exciting Southeast Zone Discovery and Beyond, Technical Abstracts 2009 A.M.E (BC) Roundup.

CERTIFICATE of AUTHOR

J.W. (Bill) Morton
Mincord Exploration Consultants Ltd.
110-325 Howe Street
Vancouver, BC V6C 1Z7
Telephone: 604-681-0419

I, J.W. (Bill) Morton, P.Geo. do hereby certify that:

1. I am currently employed as a Consulting Geologist by:

   Mincord Exploration Consultants Ltd.
   110-325 Howe Street
   Vancouver, BC, V6C 1Z7

2 I graduated with a B.Sc. in Geology from Carleton University in 1972 and a M.Sc. from the University of British Columbia in 1976.

3 I am a member of the Association of Professional Engineers and Geoscientists of British Columbia, registration number 18-303.

4 I have worked as a geologist for at least 20 years since graduation from university. Since graduation I have worked on a number of porphyry and precious metal projects at a number of locations in British Columbia, the western United States and Mexico. I supervised the exploration programs completed at the Pat Property in 2007 and 2008. I am currently involved with the exploration of the adjacent Woodjam property being explored by Fjordland Exploration Inc. and Cariboo Rose Resources Ltd.

5 I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101 but do not fulfill the requirements of an "independent qualified person".

6. I have assisted in the preparation of the technical report titled SUMMARY REPORT on the PAT PROPERTY, CARIBOO MINING DIVISION BRITISH COLUMBIA WITH RECOMMENDATIONS FOR FURTHER WORK dated February 5, 2009 ("The Technical Report") relating to the property. I have visited the property on several occasions, most recently on Sept 26, 2008.

7. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical report misleading.

8. I have read National Instrument 43-101 and Form 43-101F1 and the Technical Report has been prepared in compliance with that instrument and form.

Dated this 5th day of February, 2009

Original signed by

J.W. (Bill) Morton

____

J. W. (Bill) Morton, P.Geo.

CERTIFICATE of AUTHOR

Colin W. P. Russell, P.Geo.
Consulting Geologist
330 Stevens Drive
Kamloops, B.C., V2H 1L5
Telephone: 250-578-2068
Fax: 250-578-2053
Email: crgeo@telus.net

I, Colin W. P. Russell, P.Geo., do hereby certify that:

1. I am a Consulting Geologist with an office at:

   330 Stevens Drive,
   Kamloops, British Columbia, Canada
   V2H 1L5.

2. I graduated with a degree in Science (B.Sc.) from the University of British Columbia in 1989.

3. I am a member of the Association of Professional Engineers and Geoscientists of British Columbia, registration number 21592 and a member of the Canadian Institute of Mining, Metallurgy and Petroleum.

4. I have worked as a geologist for a total of twenty years since my graduation from university. I am familiar with this area and I recently (2007) managed a large project at Spanish Mountain located approximately 40 kilometres northwest of the Pat claims within a lower section of the Takla succession which is thought to underlie the Pat claims. Since graduation I have worked on a number of porphyry and precious metal targets for a number of companies at a number of localities in British Columbia, Nunavut, Yukon Territories, Guyana and China. I have not had any other prior involvement with the Pat property other than preparing a technical report for it.

5. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101 and I also fulfill the requirements of an "independent qualified person" having applied all the tests in section 1.4 of National Instrument 43-101.

6. I am responsible for the technical report titled SUMMARY REPORT on the PAT PROPERTY, CARIBOO MINING DIVISION BRITISH COLUMBIA WITH RECOMMENDATIONS FOR FURTHER WORK dated February 5, 2009 ("The Technical Report") relating to the property. I visited the property on June 13 2007.

7. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical report misleading.

8. I have read National Instrument 43-101 and Form 43-101F1 and the Technical Report has been prepared in compliance with that instrument and form.

Dated this 5th day of February, 2009.

Original signed by

Colin W. P. Russell, P.Geo.