ASTORIUS RESOURCES LTD. (“Company”)

**INTERIM THIRD QUARTER MANAGEMENT DISCUSSION AND ANAYLSIS
DATED AUGUST 29, 2011**

This Interim MD & A covers the Company’s third fiscal quarter ended June 30, 2011 - and the period to August 29, 2011. It is to be read in conjunction with the Company’s audited Financial Statements prepared as of September 30, 2010 and quarterly financial statements prepared as of June 30, 2011, both prepared in accordance with the Canadian generally accepted accounting principles. All amounts are expressed in Canadian dollars. The Company’s fiscal quarter, which ended June 30, 2011, is hereinafter called the “Quarter”.

1. Overall Performance

(a) Babine Lake Claims, British Columbia

Printed below is a copy of a Press Release dated July 6, 2011, which the Company issued with respect to its completion of an airborne geophysical survey over the mineral claims it owns in the Babine Lake area and referred to as the Company’s “Babine Lake Claims”. Reference is made to previous Press Releases of the Company with respect to earlier Babine Lake claim acquisitions by the Company.

ASTORIUS RESOURCES COMPLETED AIRBORNE GEOPHYSICAL SURVEY OF ITS BABINE COPPER-GOLD PROPERTY IN BRITISH COLUMBIA

July 6, 2011, Vancouver, BC – Astorius Resources Ltd. (ASQ -- TSX Venture) ("Astorius") is pleased to announce that GEO Data Solutions GDS Inc. has completed an airborne geophysical survey of Astorius’ Babine porphyry copper-gold property located north east of Granisle, in central British Columbia. The survey involved a 2,845 line kilometer helicopter borne magnetometer survey over Astorius’s entire Babine property. The survey results will assist Astorius to plan, prioritize and carry out geological, geochemical and prospecting programs over a number of targets on its 31,851 hectare property. Processing of data and interpretation is currently underway. Preliminary indications suggest that the survey has defined structures and intrusive bodies that could host copper and gold mineralization. The final geophysical report is expected to be received by Astorius by mid-July. It will be followed up with further geological and geophysical work in order to define targets for drill testing.

The Astorius-Babine project area is located approximately 70 kilometers northeast of the community of Smithers in the prolific Babine Porphyry Copper/Gold Belt. The claims are located adjacent to the Morrison Copper/Gold Deposit owned by Pacific Booker Minerals to the northwest and the historic Bell and Granisle Mine properties owned by Xstrata Canada Corp. to the south and west. Over the past year Astorius has been accumulating claims in this region through staking and purchase and is currently the largest mineral tenure holder in the Babine camp.

The Bell Porphyry Copper-Gold Mine operated from 1977 to 1992 producing 304,795,539 Kg of copper, 12,885,964 grams of gold and 38,319,730 grams of silver from 77,146,088 tonnes of ore. The Granisle Porphyry Copper-Gold Mine operated from 1966 to 1982 producing 214,299,455 kilograms of copper, 6,832,716 grams of gold and 69,752,525 grams of silver from 52,321,517 tonnes of ore. The Morrison Copper/Gold Deposit has a proven and probable reserve of 224,250,000 tonnes at an average grade of 0.330% Cu, 0.163g/t Au and 0.004% Mo. The deposit is planned for production and has been accepted for review by the federal and provincial governments.

Astorius geologists are compiling historic information on the Babine area and have discovered a number of target areas on the claims that were generated by regional government surveys. The airborne geophysical survey will assist Astorius geologists to prioritize these targets for ground follow up. Mr. Perry Grunenberg P.Geo, of PBG Geoscience, is the Company's supervisor for the Babine Project and is the "Qualified Person" for the purpose of National Instrument 43-101.

The Company owns contiguous mineral claims covering a total area of 31,851 hectares – approximately 78,704 acres. The Company did no other work on the property during the Quarter or since the end of the Quarter.

2. **Summary of Quarterly Reports**

The following information is provided for the Company's last 8 quarterly fiscal periods:

	Quarter ended June 30/11 $	Quarter ended March 31/11 $	Quarter ended December 31/10 $	Quarter ended September 30/10 $	Quarter ended June 30/10 $	Quarter ended March 31/10 $	Quarter ended December 31/09 $	Quarter ended September 30/09 $
(a) net sales or total revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Gain (Loss) before Extraordinary items - total - per share undiluted*	 (28,759) (0.00)	 (49,362) (0.01)	 (54,880) (0.01)	 (30,544) (0.00)	 (49,694) (0.00)	 (38,524) (0.01)	 (31,912) (0.00)	 (16,535) (0.00)
(c) Net Gain (Loss) - Total - Per share diluted*	 (28,759) (0.00)	 (49,362) (0.01)	 54,880 (0.01)	 (231,255) (0.03)	 (49,694) (0.00)	 (38,524) (0.01)	 (31,912) (0.00)	 (16,535) (0.00)

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

3. **Results of Operation**

Because the Company had no regular income or business operations in the Quarter there can be no meaningful discussion and analysis of its financial performance during the Quarter of the sort that would be possible with a company with a developed operating business or regular income.

The Company booked expenses during the Quarter of $30,230 – but received interest of $1,471 and therefore had a net loss for the Quarter of $28,759 (2010 - $49,694).

The Company's expenses for the Quarter, were not significantly different from the expenses incurred in recent quarters. Expenses – and losses – for the various quarters have varied based on the extent of the Company's activities and due to the posting in various quarters of expenses which do not occur on a regular basis.

4. Liquidity

As at June 30, 2011 the Company had $228,476 in cash on hand (2010 - $496,713) and working capital of $242,906 (2010 - $496,845). At August 26, 2011 it had working capital of approximately $180,000 and cash on hand of $185,259.

5. Transactions with Related Parties

There have been no transactions with related parties in the Quarter – except the following related party transactions which were recorded at their exchange amounts as agreed upon by the parties and on terms and conditions similar to transactions with non-related parties:

(a) The Company pays $5,000 per month for the management services of the President and Chief Executive Officer, Malcolm Powell. The payments are made to Mr. Powell's wholly owned private company. For the Quarter the amount paid was $15,000 (2010 - $15,000).

(b) Carl Jonsson, the Company's Director and Corporate Secretary, acts as the Company's lawyer through his firm, Tupper Jonsson & Yeadon. All of the charges for Mr. Jonsson's services are invoiced by the firm. The legal fees paid to, or incurred with, the firm for the Quarter totaled $1,640 (2010 - $1,600).

(c) The Company, pursuant to an informal agreement with a company which has common directors and officers, pays $1,500 per month for office services, facilities and rent.

6. Other MD & A Requirements

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

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

	Nine Months Ended June 30, 2011 $	Nine Months Ended June 30, 2010 $
Management fees	45,000	45,000
Accounting fees	20,500	17,375
Office and miscellaneous	23,622	15,358
Legal fees and disbursements	13,665	10,891
Filing and transfer agent fees	12,473	7,684
Advertising and promotion	-	4,554
Totals:	115,260	100,862

(c) Breakdown of exploration costs incurred by the Company during the last three fiscal quarters:

	June 30, 2011 $	June 30, 2010 $
Consulting	14,342	-
Geophysical	97,843	-
Miscellaneous - other	1,242	22,970
Totals	113,427	22,970

(d) Outstanding share data:

(i) The Company has 8,750,000 common shares issued. The shares are all voting shares and rank equally with each other.

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

No.	Exercise Price	Expiry Date
680,000	$0.15	January 8, 2013
170,000	$0.15	October 18, 2015
850,000		

The Company has no share purchase warrants outstanding.

7. Financial and Other Instruments

The Company's financial instruments consist of cash, cash equivalents and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity for prompt liquidation.

8. Controls

(a) *Evaluation of disclosure controls and procedures*

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

Management has evaluated the effectiveness of the Company's disclosure controls and procedures as at June 30, 2011 and, given the size of the Company and the involvement at all levels of the Chief Executive Officer, and the Chief Financial Officer, believes that they are sufficient to provide reasonable assurance that the Company's disclosures are compliant with securities regulations.

(b) *Internal controls over financial reporting*

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

9. Change in Accounting Policies including Initial Adoption and Recent Accounting Pronouncements Not Yet Adopted

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

In August 2009, the AcSB issued amendments to Section 1625, Comprehensive Revaluation of Assets and Liabilities, for consistency with new Section 1582, Business Combinations. The amendments require that, when push-down accounting is used following the acquisition of an enterprise, the assets and liabilities are to be measured at the values used in accounting for the purchase transaction or transactions in accordance with Section 1582. The amendments also require that, when a future income tax asset that arose prior to the date of a comprehensive revaluation and that was not recognized in the comprehensive revaluation is subsequently recognized, the benefit should be recognized in accordance with Section 1582 and Section 3465, Income Taxes. The Company is currently assessing the future impact of this standard on its financial statements.

The amendments apply prospectively to comprehensive revaluations of assets and liabilities occurring in fiscal years beginning on or after January 1, 2011. Early adoption is permitted as of the beginning of a fiscal year. An entity adopting this Section for a fiscal year beginning before January 1, 2011 also adopts Section 1582.

Also in August 2009, the AcSB issued amendments to Section 3251, *Equity*, as a result of issuing Section 1602, *Non-controlling Interests*. The amendments require non-controlling interests to be recognized as a separate component of equity.

(b) Securities regulators and the Canadian Accounting Standards Board have edicted that all public Canadian companies must adopt and comply with IFRS effective January 1, 2011 with restatement, for comparative purposes, of amounts reported by the Company for the year ended September 30, 2011 and for all interim periods reported within fiscal 2010. The Company is currently assessing the adoption of IFRS for 2012. The financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time. However, at this point, due to the limited nature of the Company's activities, it is not expected that the transition to IFRS will have a significant impact. Management expects to, in 2011, formulate a changeover plan. Although companies were, in some cases, entitled to adopt certain new accounting policies that will comply with IFRS prior to January 1, 2011, the Company concluded that it would not be appropriate for it to adopt any of the new accounting policies prior to the date they will be required.