ASTORIUS RESOURCES LTD.
("Company")

FIRST QUARTER MANAGEMENT DISCUSSION AND ANAYLSIS DATED FEBRUARY 27, 2014

This Interim MD & A covers the Company's first fiscal quarter ended December 31, 2013 - and the period to February 27, 2014. It is to be read in conjunction with the Company's audited Financial Statements prepared as of September 30, 2013 and quarterly financial statements prepared as of December 31, 2013.

All amounts are expressed in Canadian dollars. The Company's fiscal quarter which ended December 31, 2013, is hereinafter called the "Quarter".

1. Overall Performance

(a) Babine Lake Claims, British Columbia

The Company completed, toward the end of January 2014, the Induced Polarization ("IP") geophysical survey on the property which it had commenced in November 2013. The objective of the IP survey was to follow up on targets that had been discovered by an airborne Magnetic Survey the Company did on the property in 2011. The IP survey was done to assist the Company's geologist to define potential targets for porphyry copper gold mineralization – for potential follow up work on the property during the 2014 work season.

The Company had assembled 104 mineral claims covering a total of 39,023 hectares (approximately 96,429 acres). It recognized that not all of this large area of claims would be worth retaining – particularly considering the expense of retaining all of the claims. As a result of a number of the claims having assessment work filings become due Management determined to allow 70 of the claims to expire and has retained 35 claims covering an area of approximately 9,613 hectares (approximately 23,750 acres). The retained claims cover the areas which the Company believes is most likely to contain the copper gold mineralization which is being sought.

The property is located approximately 85 kilometres northeast of the community of Smithers in the Prolific Babine Porphyry Copper/Gold Belt in Central British Columbia. The claims that have been retained surround the historic Bell and Granisle copper gold mines now owned by Glencor Canada Corporation.

The Bell Mine operated from 1977 to 1992 reportedly producing 304,795,539 kilograms of copper, 12,885,964 grams of gold and 38,319,730 grams of silver from 77,146,088 tonnes of ore. The Granisle Mine operated from 1966 to 1982 reportedly 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.

(b) Financing

In December, 2013 the Company sold, by private placement, 1,460,000 Units for $0.06 per Unit and received proceeds of $87,600. Each Unit consists of one share of the Company and one-half of a share purchase warrant so that the Company issued 730,000 full warrants. Each full warrant will entitle the holder to purchase a further share of the Company for $0.10 during the period expiring June 3, 2015.

2. Summary of Quarterly Reports

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

	Quarter ended December 31/13 $	Quarter ended September 30/13 $	Quarter ended June 30/13	Quarter ended March 31/13 $	Quarter ended December 31/12 $	Quarter ended September 30/12 $	Quarter Ended June 30/12 $	Quarter ended March 31/12 $
(a) net sales or total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Gain (Loss) before Extraordinary items - total - per share undiluted*	(46,688) (0.00)	(30,699) (0.00)	(64,587) (0.01)	(51,607) (0.01)	(43,130) (0.00)	(32,890) (0.00)	(28,586) (0.00)	(49,723) (0.01)
(c) Net Gain (Loss) - Total - Per share diluted*	(144,055)[1] (0.01)	(30,699) (0.00)	(64,587) (0.01)	(51,607) (0.01)	(43,130) (0.00)	(32,890) (0.00)	(28,586) (0.00)	(49,723) (0.01)

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

(1) Because the Company allowed 70 of the mineral claims formerly held to expire – as is described in Clause 1(a) – the Company has written off a proportionate amount of the claim acquisition costs that the Company had previously incurred. This $97,367 write-down expense is a non cash non recurring expense. When added to the normal operating expenses of the Company it has resulted in the financial statements showing an aggregate loss for the quarter of $144,055.

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's operating expenses for the Quarter were somewhat higher than in the previous quarter. The higher figure was primarily due to the Company posting $17,500 in accounting and auditing fees. 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 December 31, 2013 the Company had $94,534 in cash on hand (2012 - $97,691) and a negative working capital of $35,251 (2012 – positive $94,534). At February 26, 2914 it had cash on hand of approximately $16,400.

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 incurs $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 incurred was $15,000 (2012 - $15,000).

(b) Carl Jonsson, the Company's Director, Chief Financial Officer 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 $4,700 (2012 - $5,075).

(c) The Company, pursuant to an informal agreement with a company which has common directors and officers, incur $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 for the three month periods ending December 31, 2013 with comparative figures at December 31, 2012.

	Three Months Ended December 31, 2013 $	Three Months Ended December 31, 2012 $
Management fees	15,000	15,000
Accounting and audit fees	17,500	3.500
Office and miscellaneous	8,347	9,102
Legal fees	2,303	2,585
Filing and transfer agent fees	3,538	3,050
Consulting	-	10,000
Totals:	46,688	43,237

\\

(c) Breakdown of exploration costs incurred by the Company during the Quarters ended:\

	December 31, 2012 $	December 31, 2013 $
Consulting	-	-
Geophysical	-	61,922
Totals	Nil	61,922

(c) Outstanding share data at March 1, 2013:

(i) The Company has 11,760,000 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:

Number	Exercise Price	Expiry Date
170,000	$0.15	October 18, 2015
800,000	$0.10	June 5, 2018
970,000		

(iii) The Company has share purchase warrants outstanding as follows:

Number	Exercise Price	Expiry Date
400,000	$0.12	May 20, 2014
225,000	$0.12	May 26, 2014
730,000	$0.10	June 3, 2015
1,355,000		

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 December 31, 2013 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 ("ICFR")*

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. New Accounting Standards

Adoption of New and Revised Accounting Standards and Interpretations

The mandatory adoption of the following new and revised accounting standards and interpretations on October 1, 2013 had no significant impact on the Company's financial statements for the current or prior periods presented.

IFRS 10 *Consolidated Financial Statements* - IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 *Consolidation - Special Purpose Entities* and parts of IAS 27 *Consolidated and Separate Financial Statements.*

IFRS 11 *Joint Arrangements* - IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers*.

IFRS 12 *Disclosure of Interests in Other Entities* - IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 *Fair Value Measurement* - IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value

\\

measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

IAS 1 *Presentation of Financial Statements (Amendment)* - The amendments to IAS 1 requires the grouping of items within other comprehensive income that may be reclassified to profit or loss and those that will not be reclassified.

IFRIC 20 *Production Stripping Costs* - IFRIC 20 Stripping Costs requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can identify the component of the ore body for which access has been improved.

Amendments to other standards - In addition, there have been other amendments to existing standards, including IAS 19 *Post-Employment Benefits*, IAS 27 *Separate Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

New accounting standards issued but not yet effective - Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after October 1, 2014, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective October 1, 2014

IAS 32 *Financial Instruments: Presentation* - In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

IAS 36 *Impairment of Assets* – In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

IAS 39 *Financial Instruments: Recognition and Measurement* – In June 2013, the IASB issued a narrow scope amendment to IAS 39. Under the amendment, there would be no need to discontinue hedge accounting if a hedging derivative was novated, provided that certain criteria are met.

IFRIC 21 *Levies* – IFRIC 21 provides guidance on when to recognise a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and those where the timing and amount of the levy is certain.

The IASB has amended IAS 1 *Presentation of Financial Statements* to require entities to separate items presented in other comprehensive income ("OCI") into two groups, based on whether or not items may

\\

be reclassified into profit or loss in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

Each of the new standards, IFRS 10 to 13 and the amendments to other standards, is effective for the Company beginning on October 1, 2013 or October 1, 2014 with early adoption permitted. Management does not believe that the adoption of the new or amended standards will have a significant impact on the Company's financial statements other than additional disclosures.

New accounting standards effective October 1, 2017

IFRS 9 *Financial Instruments* - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 is effective for the Company beginning on or after October 1, 2017 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new standards will have on its financial statements or whether to early adopt the new requirements.

10. International Financial Reporting Standards ("IFRS")

Securities regulators and the Canadian Accounting Standards Board edicted that all public Canadian companies had to adopt and comply with IFRS effective January 1, 2011. The Company adopted IFRS effective October 1, 2011. Accordingly the financial statements for the Quarter were prepared in accordance with the requirements of IFRS.

\\