ASTORIUS RESOURCES LTD. (“Company” or “Astorius”)

ANNUAL MANAGEMENT DISCUSSION AND ANALYSIS
DATED JANUARY 25, 2016

This Annual MD & A covers the Company’s fiscal year ended September 30, 2015 - and the period to January 25, 2016. It is to be read in conjunction with the Company’s audited Financial Statements prepared as of September 30, 2015.

All amounts are expressed in Canadian dollars. The Company’s fourth fiscal quarter which ended September 30, 2015, is hereinafter called the “Quarter” and the fiscal year which ended September 30, 2015 is hereinafter called the “Fiscal Year”. The period between September 30, 2015 and January 25, 2016 is called the “Subsequent Period”.

1. Overall Performance

(a) Babine Lake Claims, British Columbia

The Company performed no work on the property during the Fiscal Year or the Subsequent Period as a result of the limited finances available to the Company.

(b) Financing

On May 2, 2015 the Company completed a private placement financing consisting of 1,800,000 units at $0.06 per unit for total gross proceeds of $108,000. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase a further share of the Company at $0.08 per share during the period ending May 3, 2016 and $0.10 during the second period ending May 3, 2017. The Company paid $2,000 in finder’s fees in connection with the private placement. None of the warrants have been exercised.

Management is focusing its efforts on raising further funding for the Company.

2. Summary of Quarterly Reports

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

	Quarter Ended September 30/15 - $	Quarter Ended June 30/15 - $	Quarter Ended March 31/15 - $	Quarter Ended December 31/14 - $	Quarter Ended September 30/14 - $	Quarter Ended June 30/14 - $	Quarter Ended March 31/14 - $	Quarter Ended December 31/13 - $
(a) net sales or total revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Gain (Loss) before Extraordinary items - total	(20,697)	(19,505)	(14,993)	(15,517)	(25,321)	(27,116)	(37,300)	(46,688)

- per share undiluted*	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
(c) Net Gain (Loss) - Total - Per share diluted*	(20,697) (0.00)	(19,505) (0.00)	(14,993) (0.00)	(19,517) (0.00)	81,892 0.01	(37,782) (0.01)	(37,419) (0.00)	(145,055) (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. **<u>Selected Annual Information</u>**

The following financial information is given for the last three fiscal years of the Company:

	September 30, 2015 - $	September 30, 2014-$	September 30, 2013-$
(a) Net sales or total revenues	Nil	Nil	Nil
(b) Net income or (loss) before discontinued or extraordinary items: - total - per share undiluted - per share diluted*	(70,712) (0.01)	(136,425) (0.01)	(190,023) (0.02)
(c) Net income or loss - total - per share undiluted - per share diluted*	(75,712) (0.01)	(138,364) (0.01)	(190,023) (0.02)
(d) Total assets	249,695	225,810	290,090
(e) Total long-tem financial liabilities	Nil	Nil	Nil
(f) Cash dividends declared per share	Nil	Nil	Nil

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

The Company adopted IFRS effective October 1, 2011, and as a result, financial information for all the above years – and the fiscal quarters detailed above - was prepared in accordance with IFRS.

4. **<u>Results of Operation</u>**

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 essentially in line with those of previous quarters which were not extraordinary or one-time expenses. 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.

5. Liquidity

As at September 30, 2015 the Company had $31,983 in cash on hand (2014 - $4,039) and working capital of $20,372 (2014 – negative $13,626). At January 20, 2016 it had approximately $8,400.00 cash on hand.

6. 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 previously paid $5,000 per month for the management services of the President and Chief Executive Officer, Malcolm Powell which was discontinued effective September 30, 2014. The payments were made to Mr. Powell's wholly owned private company. In the Quarter the private company was paid $4,830 for its provision to the Company of office services and facilities.

(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. During the Quarter the Company incurred legal fees with Mr. Jonsson's firm of $3,700.

7. 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 twelve month periods ending September 30, 2015 with comparative figures at September 30, 2014.

	Twelve Months Ended September 30, 2014 $	Twelve Months Ended September 30, 2015 $
Management fees	60,000	-
Accounting and audit fees	22,327	22,750
Office and miscellaneous	26,741	23,498
Legal fees/disbursements	13,023	12,138
Filing and transfer agent fees	14,334	12,326
Totals:	136,425	70,712

(c) The Company did not incur any exploration costs during the Quarter.

(d) Outstanding share data at January 25, 2016:

(i) The Company has 13,560,000 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
800,000	$0.10	June 5, 2018

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

Number	Exercise Price	Expiry Date
730,000	$0.08 – until May 3, 2016	
	$0.20	May 3, 2017

8. Fourth Quarter

There were no events in the fourth quarter of the Fiscal Year which had any significant impact on the Company's financial condition, nor which could be considered extraordinary.

9. 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.

10. 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 30, 2014 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.

11. 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, 2014 had no significant impact on the Company's financial statements for the years presented.

- IAS 32 '*Financial Instruments: Presentation'* was issued the IASB in December 2011 as 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.

- IAS 36 '*Impairment of Assets'* was issued the IASB in May 2013 to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when and asset's or a CGU's recoverable amount is based on fair value less costs of disposal.

- IAS 16 '*Property, Plant and Equipment'* and IAS 38 *'Intangible Assets':* In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

- IFRIC 21 '*Levies'* was issued the IASB in May 2013 as an interpretation of IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by government. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation of a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity descried in the relevant legislation that triggers the payment of the levy.

12. 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 IAS 34.