



**ASTORIUS RESOURCES LTD.
CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED
MARCH 31, 2015
(Unaudited)**

Notice of No Auditor Review of Condensed Interim Financial Statements

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors. The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established for a review of interim financial statements by an entity's auditors.

ASTORIUS RESOURCES LTD.**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian dollars)

| | March 31, 2015 (unaudited) | September 30, 2014 (audited) |
|---|---|---|
| ASSETS | | |
| Current | | |
| Cash and cash equivalents | \$ 110,214 | \$ 4,039 |
| | 110,214 | 4,039 |
| Non-current | | |
| Reclamation deposit | 5,000 | 5,000 |
| Mineral properties <i>[Note 3]</i> | 211,771 | 216,771 |
| | \$ 326,985 | \$ 225,810 |
| LIABILITIES | | |
| Current | | |
| Accounts payable and accrued expenses <i>[Note 7]</i> | \$ 41,814 | \$ 11,984 |
| Taxes payable | 4,536 | 5,681 |
| | 46,350 | 17,665 |
| SHAREHOLDERS' EQUITY | | |
| Share capital <i>[Note 4]</i> | 1,177,678 | 1,177,678 |
| Share subscriptions received <i>[Note 4]</i> | 108,000 | – |
| Contributed surplus | 173,429 | 173,429 |
| Deficit | (1,178,472) | (1,142,962) |
| | 280,635 | 208,145 |
| | \$ 326,985 | \$ 225,810 |

Subsequent event *[Note 10]*

Approved on behalf of the Board on May 28, 2015:

/s/ "Malcolm Powell"

Malcolm Powell, Director

/s/ "Carl Jonsson"

Carl Jonsson, Director

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

ASTORIUS RESOURCES LTD.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

(Uunaudited)

| | Three months ended March 31, 2015 | Three months ended March 31, 2014 | Six months ended March 31, 2015 | Six months ended March 31, 2014 |
|---|--|--|--|--|
| EXPENSES | | | | |
| Accounting fees | \$ 2,750 | \$ (1,000) | \$ 17,250 | \$ 16,500 |
| Filing and transfer agent fees | 10,200 | 8,500 | 10,955 | 12,038 |
| Legal fees [Note 7] | 1,835 | 7,100 | 1,835 | 9,403 |
| Management fees | — | 15,000 | — | 30,000 |
| Office and miscellaneous | 208 | 6,701 | 470 | 15,048 |
| | 14,993 | 36,301 | 30,510 | 82,989 |
| LOSS BEFORE OTHER ITEMS | (14,993) | (36,301) | (30,510) | (82,989) |
| OTHER ITEMS | | | | |
| Interest expense | — | (119) | — | (119) |
| Write-down of mineral properties | (1,000) | — | (5,000) | (97,367) |
| NET LOSS AND COMPREHENSIVE LOSS | \$ (15,993) | \$ (36,420) | \$ (35,510) | \$ (180,475) |
| LOSS PER SHARE – BASIC AND DILUTED | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.02) |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | 11,760,000 | 11,760,000 | 11,760,000 | 11,276,429 |

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

ASTORIUS RESOURCES LTD.**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**

(Expressed in Canadian dollars)

(Unaudited)

| | Six months ended March 31, 2015 | Six months ended March 31, 2014 |
|---|--|--|
| CASH FROM (USED IN): | | |
| OPERATIONS | | |
| Net loss | \$ (35,510) | \$ (180,475) |
| Adjustment for non-cash items: | | |
| Write-down of mineral properties | 5,000 | 97,367 |
| Changes in non-cash working capital balances: | | |
| Decrease (increase) in accounts receivable | – | (6,050) |
| Decrease (increase) in prepaid expenses | – | 2,691 |
| Increase (decrease) in accounts payable | 29,277 | 50,678 |
| Increase (decrease) in taxes payable | (592) | – |
| | (1,825) | (35,789) |
| INVESTING | | |
| Exploration expenditures | – | (62,000) |
| FINANCING | | |
| Proceeds from issuance of common stock | – | 87,600 |
| Share issuance costs | – | (2,397) |
| Share subscriptions received | 108,000 | – |
| | 108,000 | 85,203 |
| CHANGE IN CASH AND CASH EQUIVALENTS | 106,175 | (12,586) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 4,039 | 14,067 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$ 110,214 | \$ 1,481 |

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

ASTORIUS RESOURCES LTD.**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian dollars)

(Unaudited)

| | Number of Common Shares | Share Capital Amount | Share Subscrip- tions received | Contributed Surplus | | Deficit | Total |
|---------------------------------------|--|-------------------------------------|---|--------------------------------|-----------------------|-------------------|--------------|
| As at September 30, 2013 | 10,300,000 | \$ 1,092,475 | \$ – | \$ 173,429 | \$ (1,004,598) | \$ 261,306 | |
| Shares issued for private placement | 1,460,000 | 87,600 | – | – | – | – | 87,600 |
| Share issuance costs | – | (2,397) | – | – | – | – | (2,397) |
| Net loss for the period | – | – | – | – | (180,475) | (180,475) | |
| As at March 31, 2014 | 11,760,000 | \$ 1,177,678 | \$ – | \$ 173,429 | \$ (1,185,073) | \$ 166,034 | |
| As at September 30, 2014 | 11,760,000 | \$ 1,177,678 | \$ – | \$ 173,429 | \$ (1,142,962) | \$ 208,145 | |
| Share subscriptions received (Note 4) | – | – | 108,000 | – | – | – | 108,000 |
| Net loss for the period | – | – | – | – | (35,510) | (35,510) | |
| As at March 31, 2015 | 11,760,000 | \$ 1,177,678 | \$ 108,000 | \$ 173,429 | \$ (1,178,472) | \$ 280,635 | |

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

ASTORIUS RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****THREE AND SIX MONTHS ENDED MARCH 31, 2015**

(Expressed in Canadian Dollars)

(Unaudited)

1. CORPORATE INFORMATION AND NATURE OF OPERATIONS

Astorius Resources Ltd. (the "Company") was incorporated under the Business Corporation Act of British Columbia on May 4, 2007 and is listed on the TSX Venture Exchange and trades under the symbol ASQ. The address of the Company's corporate office and its principal place of business is 9131 Jaskow Gate, Richmond, British Columbia, Canada.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties in North America. The Company is in the process of exploring and evaluating its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related capitalized exploration expenditures is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

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. BASIS OF PREPARATION**a) Statement of compliance**

These condensed interim financial statements are prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board. The Company has consistently applied the same accounting policies in its condensed interim financial statements and throughout all periods presented. These condensed interim financial statements do not contain all of the information required for full annual financial statements. These condensed interim financial statements for the three and six months ended March 31, 2015 should be read in conjunction with the annual September 30, 2014 financial statements, which were prepared in accordance with IFRS as issued by the IASB.

b) Going Concern

These interim financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable period of time. The Company has incurred losses since its inception and had an accumulated deficit of \$1,178,472 at March 31, 2015 which has been funded primarily by issuance of shares. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, and generating profitable operations in the future. The Company has been successful in the past in raising funds for operations by issuing shares but there is no assurance that it will be able to continue to do so in the future.

c) Adoption of New and Revised Accounting Standards and Interpretations

The mandatory adoption of the following new and revised accounting standards on October 1, 2014 had no significant impact on the Company's financial statements for the periods presented.

- IAS 32 'Financial Instruments: Presentation' was issued by 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.

ASTORIUS RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****THREE AND SIX MONTHS ENDED MARCH 31, 2015**

(Expressed in Canadian Dollars)

(Unaudited)

2. BASIS OF PREPARATION (continued)

- IAS 36 'Impairment of Assets' was issued by 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 an 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 by 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 described in the relevant legislation that triggers the payment of the levy.

The Company has not early adopted the following standards and amendments and anticipates that the application of these standards and amendments will not have a material impact on the financial position and financial performance of the Company:

- IFRS 15 'Revenue from Contracts with Customers': In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. The standard is effective for annual periods beginning on or after January 1, 2017.
- IFRS 9 'Financial Instruments: Classification and Measurement' is a new financial instruments standard that replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

ASTORIUS RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****THREE AND SIX MONTHS ENDED MARCH 31, 2015**

(Expressed in Canadian Dollars)

(Unaudited)

3. MINERAL PROPERTIES

Expenditures on interests in mineral properties are considered exploration and evaluation assets.

- a) Summary of mineral property exploration

Summary of mineral property exploration**Babine Project****Acquisition costs**

| | |
|--|------------------|
| Balance, September 30, 2014 | \$ 23,741 |
| Write-down of mineral properties | (5,000) |
| Subtotal of acquisition costs, March 31, 2015 | \$ 18,741 |

Exploration costs

| | |
|---|-------------------|
| Subtotal of exploration costs, September 30, 2014 and March 31, 2015 | \$ 193,030 |
| Balance of mineral properties, March 31, 2015 | \$ 211,771 |

- b) Write-down of mineral properties

During the three months ended March 31, 2015, the Company recorded an impairment write-down of mineral property in the amount of \$1,000 acquisition costs as a result of three forfeited claims (\$5,000 for total of 8 forfeited claims during the six months ended March 31, 2015) that covered an area of 351 hectares expiring and not being renewed during the period.

4. SHARE CAPITAL

The Company has authorized share capital of an unlimited number of common voting shares without par value.

During the three months ended March 31, 2015, the Company received \$108,000 from subscribers of the private placement completed in May 2015 (Note 10). As at March 31, 2015, no shares have been issued in connection with this private placement.

5. STOCK OPTION PLAN AND SHARE-BASED COMPENSATION

The Company has established a stock option plan for directors, employees, and consultants. The following table summarizes the stock options outstanding and exercisable at March 31, 2015:

| Price | Number Outstanding | Number Exercisable | Expiry Date |
|--------|--------------------|--------------------|------------------|
| \$0.15 | 170,000 | 170,000 | October 18, 2015 |
| \$0.10 | 800,000 | 800,000 | June 5, 2018 |
| | 970,000 | 970,000 | |

ASTORIUS RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****THREE AND SIX MONTHS ENDED MARCH 31, 2015**

(Expressed in Canadian Dollars)

(Unaudited)

5. STOCK OPTION PLAN AND SHARE-BASED COMPENSATION (continued)

Under the Company's stock option plan, the exercise price of each option is determined by the Board, subject to the pricing policies of the TSX Venture Exchange. Options vest immediately when granted and expire five years from the date of the grant, unless the Board 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. A summary of the Company's stock options for the period ended March 31, 2015 is presented below:

| | Weighted Average Exercise Price |
|--|--|
| Number | |
| Outstanding and exercisable, September 30, 2014 | 970,000 |
| Outstanding and exercisable, March 31, 2015 | \$ 0.11 |

6. WARRANTS

A summary of warrants for the three months ended March 31, 2015 is presented below:

| | Weighted Average Exercise Price |
|------------------------------------|--|
| Number of Warrants | |
| Outstanding, September 30, 2014 | 730,000 |
| Outstanding, March 31, 2015 | \$ 0.10 |

At March 31, 2015, the following warrants were outstanding entitling the holders the right to purchase one common share for each warrant held:

| Number of Warrants | Weighted Average Exercise Price | Expiry Date |
|-------------------------------|--|--------------------|
| 730,000 | 0.10 | June 3, 2015 |
| 730,000 | \$ 0.10 | |

7. RELATED PARTY TRANSACTIONS

- a) The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them for the period ended March 31, 2015 were recorded at their exchange amounts as agreed upon by transacting parties and on terms and conditions similar to non-related parties as follows:

ASTORIUS RESOURCES INC.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS****THREE AND SIX MONTHS ENDED MARCH 31, 2015**

(Expressed in Canadian Dollars)

(Unaudited)

7. RELATED PARTY TRANSACTIONS (continued)

- i) The Company incurred legal fees of \$1,835 (March 31, 2014: \$7,100) from a law firm of which a director is a principal.
 - ii) The Company incurred management fees of \$Nil (March 31, 2014: \$15,000) from a corporation owned by a director.
 - iii) The Company incurred office services, facilities and rent expense of \$Nil (March 31, 2014: \$4,500) from a corporation with common directors.
- b) At March 31, 2015, accounts payable and accrued liabilities included \$6,257 (September 30, 2014: \$Nil) for amounts due to a law firm of which a director is a principal.

8. FINANCIAL INSTRUMENTS**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 is sufficient to meet its financial obligations as they fall due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. As at March 31, 2015, the Company has a working capital of \$63,864.

Foreign Exchange Risk

The Company does not have foreign currency denominated financial instruments and is not exposed to significant foreign exchange risk.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The sale of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company's ability to raise capital is subject to risks associated with fluctuations in the stock market. Management closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company

9. OPERATING SEGMENT INFORMATION

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in Canada in the Province of British Columbia.

10. SUBSEQUENT EVENT

On May 2, 2015, the Company completed a private placement 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.