ASTORIUS RESOURCES LTD

ASTORIUS RESOURCES LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED

JUNE 30, 2015

(Unaudited- See Notice to Reader)

MANNING ELLIOTT
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NOTICE TO READER

On the basis of information provided by management, we have compiled the condensed interim statement of financial position of Astorius Resources Ltd. as at June 30, 2015 and September 30, 2014 and the condensed interim statements of operations and comprehensive loss, changes in equity and cash flows for the three and nine month periods ended June 30, 2015 and 2014.

We have not performed an audit or a review in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Manning Elliott LLP

Chartered Professional Accountants

Vancouver, British Columbia

August 27, 2015

ASTORIUS RESOURCES LTD.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

		June 30, 2015 (unaudited)		September 30, 2014 (audited)
ASSETS				
Current				
Cash and cash equivalents	**$**	**47,491**	$	4,039
GST receivable		**1,027**		–
		48,518		4,039
Non-current				
Reclamation deposit		**5,000**		5,000
Mineral properties *[Note 3]*		**211,771**		216,771
	$	**265,289**	$	225,810
LIABILITIES				
Current				
Accounts payable and accrued expenses *[Note 7]*	**$**	**7,449**	$	11,984
Taxes payable		**–**		5,681
		7,449		17,665
SHAREHOLDERS' EQUITY				
Share capital *[Note 4]*		**1,282,388**		1,177,678
Contributed surplus		**173,429**		173,429
Deficit		**(1,197,977)**		(1,142,962)
		257,840		208,145
	$	**265,289**	$	225,810

Approved on behalf of the Board on August 27, 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)

(Unaudited)

	Three months ended June 30, 2015	Three months ended June 30, 2014	**Nine months ended June 30, 2015**	Nine months ended June 30, 2014
EXPENSES				
Accounting fees	**$ 2,750**	$ 2,077	**$ 20,000**	$ 19,577
Filing and transfer agent fees	**(548)**	–	**10,407**	12,038
Legal fees *[Note 7]*	**6,344**	1,090	**8,179**	10,493
Management fees	–	15,000	–	45,000
Office and miscellaneous	**10,959**	8,949	**11,429**	23,996
	19,505	27,116	**50,015**	111,104
LOSS BEFORE OTHER ITEMS	**(19,505)**	(27,116)	**(50,015)**	(111,104)
OTHER ITEMS				
Interest income (expense)	–	–	–	(119)
Write-down of mineral properties	–	(10,666)	**(5,000)**	(108,033)
NET LOSS AND COMPREHENSIVE LOSS	**$ (19,505)**	$ (37,782)	**$ (55,015)**	$ (219,256)
LOSS PER SHARE – BASIC AND DILUTED	**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	**13,560,000**	11,760,000	**12,135,824**	11,437,619

(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)

		Nine months ended June 30, 2015		Nine months ended June 30, 2014
CASH FROM (USED IN):				
OPERATIONS				
Net loss	**$**	**(55,015)**	$	(219,256)
Adjustment for non-cash items:				
Write-down of mineral properties		**5,000**		108,033
Changes in non-cash working capital balances:				
Decrease (increase) in receivables		**(1,027)**		(8,695)
Decrease (increase) in prepaid expenses		**–**		2,691
Increase (decrease) in accounts payable		**(5,088)**		50,678
Increase (decrease) in taxes payable		**(5,128)**		–
		(61,258)		(37,397)
INVESTING				
Exploration expenditures		**–**		(62,000)
FINANCING				
Proceeds from issuance of common stock		**108,000**		87,600
Share issuance costs		**(3,290)**		(2,397)
		104,710		85,203
CHANGE IN CASH AND CASH EQUIVALENTS		**43,452**		(14,194)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		**4,039**		14,067
CASH AND CASH EQUIVALENTS (CHEQUES ISSUED IN EXCESS OF FUNDS ON DEPOSIT), END OF PERIOD	**$**	**47,491**	$	(127)

(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		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	–		–		–		(219,256)		(219,256)
As at June 30, 2014	11,760,000	$	1,177,678	$	173,429	$	(1,223,854)	$	127,253
As at September 30, 2014	11,760,000	$	1,177,678	$	173,429	$	(1,142,962)	$	208,145
Shares issued for private placement	1,800,000		108,000		–		–		108,000
Share issuance costs	–		(3,290)		–		–		(3,290)
Net loss for the period	–		–		–		(55,015)		(55,015)
As at June 30, 2015	13,560,000	$	1,282,388	$	173,429	$	(1,197,977)	$	257,840

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

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 nine months ended June 30, 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 $1,197,977 at June 30, 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.

2. BASIS OF PREPARATION (continued)

- 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 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.

(Expressed in Canadian Dollars)

3. MINERAL PROPERTIES

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

a) 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, June 30, 2015	**$**	**18,741**
Exploration costs		
Subtotal of exploration costs, September 30, 2014 and June 30, 2015	**$**	**193,030**
Balance of mineral properties, June 30, 2015	**$**	**211,771**

b) Write-down of mineral properties

During the nine months ended June 30, 2015, the Company recorded an impairment write-down of mineral property in the amount of $5,000 as a result of three forfeited claims 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.

The Company has closed a private placement sale of 1,800,000 Units for $0.06 per Unit and has received the proceeds of $108,000. Each Unit consists of one share of the Company and one share purchase warrant. Each warrant will entitle the holder to purchase a further share of the Company for $0.08 during the first year ending May 3, 2016 and $0.10 during a second year ending May 3, 2017. The Company incurred share issuance costs of $3,290 in connection with this private placement.

The shares which have been issued as part of the Units, and any shares which are issued pursuant to the exercise of warrants, will be subject to a non-trading holding period which will expire on September 1, 2015.

5. STOCK OPTION PLAN AND SHARE-BASED COMPENSATION

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, 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.

(Expressed in Canadian Dollars)

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

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 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 continuity of the Company's stock options for the nine months ended June 30, 2015 is presented below.

The following table summarizes the stock options outstanding and exercisable at June 30, 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	

As at June 30, 2015, the weighted average remaining contractual life of stock options outstanding was 2.47 years, and a weighted average exercise price was $0.11.

6. WARRANTS

A continuity of warrants for the nine months ended June 30, 2015 is presented below:

	Number of Warrants		Weighted Average Exercise Price
Outstanding, September 30, 2014	730,000	$	0.10
Granted	1,800,000		0.09
Expired	(730,000)		(0.10)
Outstanding, June 30, 2015	**1,800,000**	**$**	**0.09**

At June 30, 2015, the following warrants were outstanding entitling the holders the right to purchase one common share for each warrant held. These warrants are exercisable at $0.08 during the one year period ending May 3, 2016 and during a second year ending May 3, 2017 for $0.10.

Number of Warrants		Weighted Average Exercise Price	Expiry Date	Remaining life (Years)
1,800,000	$	0.09	May 3, 2017	1.84

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 nine months ended June 30, 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:

   i) The Company incurred legal fees of $8,179 (June 30, 2014: $10,493) from a law firm of which a direct is a principal.
   ii) The Company incurred management fees of $Nil (June 30, 2014: $45,000) from a corporation owned by a director.
   iii) The Company incurred office services, facilities and rent expense of $4,830 (June 30, 2014: $13,500) from a corporation with common directors.

b) At June 30, 2015, accounts payable and accrued liabilities included $2,272 (June 30, 2014: $12,770) for amounts due to a law firm of which a director is a principal, $Nil (June 30, 2014: $63,000) in management fees and $Nil (June 30, 2014: $18,900) due to corporations with common directors.

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 June 30, 2015, the Company has a working capital of $41,069.

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.