ASTORIUS RESOURCES LTD. ("Company" or "Astorius")

ANNUAL MANAGEMENT DISCUSSION AND ANALYSIS DATED JANUARY 23, 2014

This Annual MD & A covers the Company's fiscal year ended September 30, 2013 - and the period to January 23, 2014. It is to be read in conjunction with the Company's audited Financial Statements prepared as of September 30, 2013.

All amounts are expressed in Canadian dollars. The Company's fourth fiscal quarter which ended September 30, 2013, is hereinafter called the "Quarter" and the fiscal year which ended September 30, 2013 is hereinafter called the "Fiscal Year".

1. Overall Performance

(a) Babine Lake Claims, British Columbia

Astorius, in the Quarter, completed an IP geophysical/resistivity survey of its Babine Lake copper-gold property. The survey consisted of 16 line kilometres of coverage. The objective of the survey was to follow up on targets discovered by the Airborne Magnetic Survey completed by Astorius in 2011. The survey's results will help Astorius's geologists to define potential targets for porphyry copper-gold (Cu-Au) mineralization prior to possible drilling in 2014. The Company has not yet received an analysis of the survey results from its consulting geologist.

Cu-Au mineralization in the Babine area is known to be structurally controlled and to occur in magnetic high margins of alkalic intrusive bodies.

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.

Over the past three years Astorius has been accumulating claims in the region and is currently the largest mineral claim holder in the Babine camp. It holds a total of 105 claims which have a total area of approximately 39,023.41 hectares (approximately 96,428.94 acres). The claims surround the historic Bell and Granisle porphyry copper-gold mines owned by Glencore Canada Corporation.

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.

(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.

(c) New Options Granted

In June 2013 the Company granted a total of 800,000 share purchase options to three of its Directors – which are all exercisable at $0.10 per share on or before June 5, 2018. These new options essentially replaced 680,000 share purchase options that had been previously held by the three Directors and which expired without being exercised January 8, 2013. None of the options have been exercised.

Further information about the Company and its Property can be viewed on its website – www.astoriusresources.com .

2. Selected Annual Information

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

	September 30, 2013-$	September 30, 2012-$	September 30, 2011-$
(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*	 (190,023) (0.02)	 (146,502) (0.02)	 (166,096) (0.02)
(c) Net income or loss - total - per share undiluted - per share diluted*	 (190,023) (0.02)	 (146,502) (0.02)	 (125,731) (0.01)
(d) Total assets	290,090	332,180	435,537
(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 below - was prepared in accordance with IFRS.

3. Summary of Quarterly Reports

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

	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 $	Quarter ended December 31/11 $
(a) net sales or total revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Gain (Loss) before Extraordinary items - total - per share undiluted*	 (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)	 (35,303) (0.00)
(c) Net Gain (Loss) - Total - Per share diluted*	 (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)	 (35,303) (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.

4. Results of Operation

Because the Company had no regular income or business operations in the Quarter there can be no meaningful discussion or 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 expenses for the Quarter were marginally lower than the average expenses for the previous quarters of the Fiscal Year. During the previous Quarter - ended June 30, 2013 - the Company booked a non-recurring non-cash expense of $35,639 in relation to 800,000 new options granted to three Directors in June, 2013 as described in Clause 1(c).

Of the $15,250 incurred in the Quarter as legal fees only $12,760 was treated as expense – and the balance of $2,490 was capitalized as share issuance costs.

5. Liquidity

As at September 30, 2013 the Company had $14,067 in cash on hand (2012 - $68,925) and negative working capital of $11,844 (2012 - $60,954). At January 22, 2014 it had cash on hand of approximately $87,000 – which is as a result of the financing done as described n Clause 1(b).

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 paid $5,000 per month for the management services of the President and Chief Executive Officer, Malcolm Powell. The payments were made to Mr. Powell's wholly owned private company. For the Fiscal Year the amount paid was $60,000 (2012 - $60,000).

(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 Fiscal Year totaled $15,250 (2012 - $9,405).

(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.

7. 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.

8. 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 12-month periods ending September 30, 2012 with comparative figures at September 30, 2013.

	Fiscal Year Ended September 30, 2012 $	Fiscal Year Ended September 30, 2013 $
Management fees	60,000	60,000
Accounting and audit fees	33,000	27,000
Office and miscellaneous	21,626	26,643
Legal fees	9,405	12,760
Filing and transfer agent fees	17,002	15,951
Advertising and promotion	2,853	-
Consulting	2,500	12,500
Totals:	146,386	154,854

(c) Breakdown of exploration costs incurred by the Company during the fiscal years ended:

	September 30, 2012 $	September 30, 2013 $
Consulting	11,575	-
Geophysical	1,905	17,814
Totals	13,480	17,814

(d) Outstanding share data as of January 23, 2014:

(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:

No.	Exercise Price	Expiry Date
170,000	$0.15	October 18, 2015
800,000	$0.10	June 5, 2018
970,000		

The Company has the following described share purchase warrants outstanding:

No.	Expiry Date	Exercise Price per share
400,000	May 20, 2014	$0.12
225,000	May 26, 2014	$0.12
730,000	June 3, 2015	$0.10
1,355,000		

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 September 30, 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.

11. New Accounting Standards

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, 2013, 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, 2013

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company:

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.

Amendments to other standards - In addition, there have been other amendments to existing standards, including 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.

Amendments to IAS 1 ***Presentation of Financial Statements*** - The IASB has amended IAS 1 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.

IFRIC 20 ***Stripping Costs in the Production Phase of a Surface Mine*** - IFRIC 20 addresses the accounting for overburden waste removal (stripping) costs in the production phase of a surface mine. Stripping activity may result in two types of benefits: i) inventory produced and ii) improved access to ore that will be mined in the future. Stripping costs associated with inventory production should be accounted for as a current production cost in accordance with IAS 2 Inventories, and those associated with improved access to ore should be accounted for as an addition to, or enhancement of, an existing asset.

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, 2015

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 annual periods beginning on or after January 1, 2015 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new standard will have on its condensed interim financial statements or whether to early adopt the new requirements.

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, 2015 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.

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 Fiscal Year and the Quarter were prepared in accordance with the requirements of IFRS.