ASTORIUS RESOURCES LTD. (“Company”)

INTERIM FIRST QUARTER MANAGEMENT DISCUSSION AND ANAYLSIS
DATED MARCH 26, 2012

This Interim MD & A covers the Company’s first fiscal quarter ended December 31, 2011 - and the period to March 26, 2012. It is to be read in conjunction with the Company’s audited Financial Statements prepared as of September 30, 2011 and quarterly financial statements prepared as of December 31, 2011. The 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. These are the Company’s first IFRS interim financial statements for a portion of the period covered by the Company’s first IFRS annual financial statements for the year ending September 30, 2012. Subsequent to certain IFRS transition elections disclosed in Note 10 of the interim financial statements, the Company has consistently applied the same accounting policies in its opening IFRS balance sheet at October 1, 2010 and throughout all periods presented, as if the policies have always been in effect. These interim financial statements do not contain all of the information required for full annual financial statements. The Company prepared its previous 2011 annual and interim financial statements in accordance with Canadian Generally Accepted Accounting Principles (“GAAP”) and the interim financial statements should be read in conjunction with the Company’s 2011 annual financial statements considering the IFRS transition disclosures included in Note 10 of the interim financial statements.

All amounts are expressed in Canadian dollars. The Company’s fiscal quarter, which ended December 31, 2011, is hereinafter called the “Quarter”.

1. Overall Performance

(a) Babine Lake Claims, British Columbia

Printed below is a copy of a Press Release dated November 2, 2011, which the Company issued with respect to its receipt of the results of an airborne geophysical survey over the mineral claims it owns in the Babine Lake area and referred to as the Company’s “Babine Lake Claims”. Reference is made to previous Press Releases of the Company with respect to the Babine Lake Claims.

November 2, 2011

Astorius Resources Receives Geophysical Report with Recommendations for Its Babine Copper-Gold Property, BC

Astorius Resources Ltd. (ASQ -- TSX Venture) ("Astorius") is pleased to report that Peter E. Walcott and Associates has submitted its final geophysical report on a 2,845 line kilometer helicopter borne magnetometer survey flown over Astorius’s entire Babine mineral property. The survey results will assist Astorius to plan, prioritize and carry out geological, geochemical and prospecting programs over a number of targets on its 31,851 hectare property. Processing of data and interpretation is currently underway.

The purpose of the survey was to define major structures, and to highlight potential intrusive bodies in the search for copper-gold mineralization. In the Babine area alkali porphyry copper-gold mineralization is known to occur in the margins of magnetic highs in association with iron-oxides enriched intrusions.

The report notes that preliminary indications suggest that the survey has defined structures and intrusive bodies that could host important copper and gold mineralization. As the area is mostly covered by thick overburden the report recommends that follow-up work should include geochemical sampling and reconnaissance induced polarization surveying. A budget of $200,000 is anticipated for the first phase of work.

The Astorius-Babine project area is located approximately 70 kilometers northeast of the community of Smithers in the prolific Babine Porphyry Copper/Gold Belt. The claims are located adjacent to the Morrison Copper/Gold Deposit owned by Pacific Booker Minerals to the northwest and the historic Bell and Granisle Mine properties owned by Xstrata Canada Corp. to the south and west. Over the past year Astorius has been accumulating claims in this region through staking and purchase and is currently the largest mineral tenure holder in the Babine camp.

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. The Morrison Copper/Gold Deposit has a proven and probable reserve of 224,250,000 tonnes at an average grade of 0.330% Cu, 0.163g/t Au and 0.004% Mo. The deposit is planned for production and has been accepted for review by the federal and provincial governments.

Astorius geologists are compiling historic information on the Babine area and have discovered a number of target areas on the claims that were generated by regional government surveys. The airborne geophysical survey will assist Astorius geologists to prioritize these targets for ground follow up. Mr. Perry Grunenberg P.Geo, of PBG Geoscience, is the Company's supervisor for the Babine Project and is the "Qualified Person" for the purpose of National Instrument 43-101.

The first block of Babine Lake Claims bought by the Company was for a consideration of 300,000 shares, issuable to the vendor of the Claims in three installments. Subsequent to the end of the Quarter the final installment of 100,000 shares was issued to the Vendor thereby completing the purchase of the Claims.

2. **Summary of Quarterly Reports**

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

	Quarter ended December 31/11 $	Quarter ended September 30/11 $	Quarter ended June 30/11 $	Quarter ended March 31/11 $	Quarter ended December 31/10 $	Quarter ended September 30/10 $	Quarter ended June 30/10 $	Quarter ended March 31/10 $
(a) net sales or total revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Gain (Loss) before Extraordinary items - total - per share undiluted*	 (35,303) (0.00)	 7,270 0.00	 (28,759) (0.00)	 (49,362) (0.01)	 (54,880) (0.01)	 (30,544) (0.00)	 (49,694) (0.00)	 (38,524) (0.01)
(c) Net Gain (Loss) - Total - Per share diluted*	 (35,303) (0.00)	 7,270 0.00	 (28,759) (0.00)	 (49,362) (0.01)	 54,880 (0.01)	 (231,255) (0.03)	 (49,694) (0.00)	 (38,524) (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.

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 booked expenses during the Quarter of $34,915 (2010 - $56,774) – but incurred interest expense of $388 and therefore had a net loss for the Quarter of $35,303 (2010 - $54,880).

The Company's expenses for the Quarter, were not significantly different from the expenses incurred in recent quarters. 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, 2011 the Company had $139,699 in cash on hand (2010 - $449,535) and working capital of $138,563 (2010 - $445,854). At March 22, 2012 it had cash on hand of $71,565 (2010 - $408,000).

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 pays $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 paid was $15,000 (2010 - $15,000).

(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 Quarter totaled $1,405 (2010 - $4,200).

(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.

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.

	Three Months Ended December 31, 2011 $	Three Months Ended December 31, 2010 $
Management fees	15,000	15,000
Accounting and audit fees	7,500	8,500
Office and miscellaneous	7,658	5,473
Legal fees and disbursements	1,405	4,200
Filing and transfer agent fees	3,352	1,533
Totals:	34,915	34,706

(c) Breakdown of exploration costs incurred by the Company during the Quarter:

	December 31, 2011 $	December 31, 2010 $
Consulting	10,000	5,684
Geophysical	1,906	-
Miscellaneous - other	-	1,242
Totals	11,906	6,926

(d) Outstanding share data:

(i) The Company has 9,050,000 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
680,000	$0.15	January 8, 2013
170,000	$0.15	October 18, 2015
850,000		

The Company has no share purchase warrants outstanding.

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 June 30, 2011 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*

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

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, 2010, 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.

Each of the new standards, IFRS 10 to 13 and the amendments to other standards, is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its condensed interim financial statements or whether to early adopt any of the new requirements.

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, 2013 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.

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.