

Fox River Resources Corporation

Condensed Interim Financial Statements

January 31, 2016

(presented in Canadian dollars)

Fox River Resources Corporation
Condensed Interim Statements of Financial Position
(unaudited)

As at January 31, 2016

Assets

Cash	\$ 198,419
Marketable securities	64,000
Prepaid expenses	1,685
Accounts receivable	219

Total assets **\$ 264,323**

Liabilities

Accounts payable	\$ 322
Due to related party (note 5)	264,000

264,322

Shareholder's equity

Share capital (note 4)	1
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Total liabilities and shareholder's equity **\$ 264,323**

Events after the reporting period (note 6)

See accompanying notes to the condensed interim financial statements.

Fox River Resources Corporation
Condensed Interim Statements of Operations and Comprehensive Loss
(unaudited)

For the period from November 12, 2015 to January 31, 2016

Expenses

Administration	\$	-
Exploration and evaluation		-
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Net (loss) and comprehensive (loss) for the period	\$	-
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Basic and fully diluted (loss) per share	\$	0.00

See accompanying notes to the condensed interim financial statements.

Fox River Resources Corporation
Condensed Interim Statements of Cash Flows
(unaudited)

For the period from November 12, 2015 to January 31, 2016

Cash flows from operating activities	
Net (loss)	\$ -
Changes in non-cash working capital items	
Accounts receivable	(219)
Prepaid expenses	(1,685)
Accounts payable	322
	(1,582)
Cash flows from financing activities	
Proceeds on issuance of share capital	1
Due to related party	200,000
	200,001
Net increase in cash	198,419
Cash, beginning of period	-
Cash, end of period	\$ 198,419
SUPPLEMENTAL CASH FLOW INFORMATION	
Marketable securities received and due to related party (note 5)	\$ 64,000

See accompanying notes to the condensed interim financial statements.

Fox River Resources Corporation
Condensed Interim Statement of Changes in Shareholder's Equity
(unaudited)

	Share Capital	Other Comprehensive Income	Deficit	Total
Share issuance on incorporation, November 12, 2015	\$ 1	\$ -	\$ -	\$ 1
Net loss and comprehensive loss for the period	-	-	-	-
Balance, January 31, 2016	\$ 1	\$ -	\$ -	\$ 1

See accompanying notes to the condensed interim financial statements.

Fox River Resources Corporation
Notes to the Condensed Interim Financial Statements
January 31, 2016
(unaudited)

1. REPORTING ENTITY

Fox River Resources Corporation ("Fox River" or the "Company") was incorporated pursuant to the Canada Business Corporations Act under the name "9508309 Canada Inc." on November 12, 2015. Articles of amendment were subsequently filed on December 7, 2015 to change the name of the Company to "Fox River Resources Corporation". The registered office of the Company is located at 350 Bay Street, Suite 700, Toronto, Ontario M5H 2S6.

On November 30, 2015 PhosCan Chemical Corp. ("PhosCan") announced an arrangement (the "Arrangement") contemplated by an arrangement agreement (the "Arrangement Agreement") entered into among PhosCan, Petrus Resources Ltd. ("Petrus"), Petrus Acquisition Corp. ("New Petrus") and 9508309 Canada Inc., subsequently renamed Fox River Resources Corporation, a wholly-owned subsidiary of PhosCan.

In accordance with the Arrangement, Fox River was created to hold:

- (i) PhosCan's Martison phosphate project;
- (ii) a 71.6 acre parcel of land located in the City of Brandon, Manitoba; and
- (iii) all of PhosCan's other assets, with the exception of \$45.4 million of cash and cash equivalents and short term investments, and all of PhosCan's liabilities, including PhosCan's obligations to pay to those shareholders of PhosCan who had dissented in respect of the Arrangement the fair value of their PhosCan shares.

As at January 31, 2016 the sole shareholder was PhosCan. On February 2, 2016 the Arrangement closed and as consideration Fox River issued to PhosCan an aggregate of 33,947,277 common shares in the Company, which shares were distributed pursuant to the Arrangement to PhosCan shareholders, on the basis of one Fox River common share for each four PhosCan common shares outstanding immediately prior to the Arrangement becoming effective.

2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") on the basis of International Financial Reporting Standards ("IFRS") and are presented in Canadian dollars.

The Board of Directors approved the financial statements and authorized their issuance on March 29, 2016.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Cash

Cash is comprised of cash on hand.

Fox River Resources Corporation
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(b) Marketable securities

The Company's marketable securities consist of an investment in the common equity shares of a publicly traded company. The investment is recognised or derecognised when the common equity shares are purchased or sold in accordance with the regulations of the relevant stock exchange or as agreed with a counterparty. The Company's investment in the marketable securities is classified as "available-for-sale". The initial recognition and classification of the investments as available-for-sale is based on the purpose for which the marketable securities were acquired. Available-for-sale investments are initially measured at cost, including transaction costs, and are measured at fair value on subsequent reporting dates. Gains and losses arising from changes in the fair value of available-for-sale investments are recognised in Other Comprehensive Income ("OCI") or Other Comprehensive Loss in shareholder's equity net of tax until the investments are disposed of or are determined to be impaired. Realized gains and losses on sale of marketable securities are recognised in net income (loss) for the period.

(c) Earnings (loss) per share

Basic earnings (loss) per common share amounts are computed by dividing earnings (loss) from operations by the weighted-average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares.

(d) Financial instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, assets at fair value through profit or loss ("FVTPL"), available for sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

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The Company has classified its financial instruments as follows:

Financial Instrument	Classification	Valuation Method
Cash and cash equivalents	FVTPL	Fair value
Marketable securities	Available-for-sale	Fair value
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost

Fair value hierarchy

The Company's financial instruments measured at fair value on the balance sheet consist of cash and marketable securities. Cash and marketable securities are measured at level 1 of the fair value hierarchy. There are three levels of the fair value hierarchy as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

(e) Future Accounting Pronouncements

Standards issued but not yet effective up to the date of issuance of these financial statements are listed below. This list is of standards and interpretations issued that the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9 Financial Instruments was issued in final form in July 2014 by the IASB and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

4. SHARE CAPITAL

The authorized share capital consists of an unlimited number of common shares with no par value and an unlimited number of non-voting special shares. As at January 31, 2016, the Company had 1 common share issued and outstanding.

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5. RELATED PARTY TRANSACTIONS

During the period ended January 31, 2016, the Company received two advances from related party entities:

- (i) The Company was advanced \$200,000 in cash by Baltic Resources Inc., a company that is a wholly-owned subsidiary of PhosCan Chemical Corporation, who as at January 31, 2016 was Fox River's sole shareholder.
 - (ii) The Company was advanced marketable securities with a fair value as at January 31, 2016 of \$64,000 by PhosCan Chemical Corporation, the Company's sole shareholder.
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6. EVENTS AFTER THE REPORTING PERIOD

On February 2, 2016, the distribution to Fox River, as previously described in note 1, was completed. In exchange, PhosCan received 33,947,276 shares of Fox River, with a fair value of \$1,086,313 using Fox River's initial five day volume-weighted average price of \$0.032. The Company did not incur any transaction costs related to this transaction during the period ended January 31, 2016.

The carrying value of assets acquired and liabilities assumed were as follows:

Cash	\$ 6,088,655
Accounts receivable	130,816
Marketable securities	64,000
Land	508,195
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Assets acquired	6,791,666
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Accounts payable and accrued liabilities	5,705,353
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Net assets acquired	\$ 1,086,313