Plains Creek Phosphate Corporation

(An exploration stage company)
(Formerly Resource Hunter Capital Corp.)

Consolidated Financial Statements

For the Year Ended June 30, 2011 and the
Period from Inception (February 23, 2010) to June 30, 2010

SF Partnership, LLP
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Plains Creek Phosphate Corporation (Formerly Resource Hunter Capital Corp.)

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of **Plains Creek Phosphate Corporation (Formerly Resource Hunter Capital Corp.)** (the "Company"), which comprise the consolidated balance sheets as at June 30, 2011 and 2010 and the consolidated statements of loss and comprehensive loss, shareholders' equity and cash flows for the year ended June 30, 2011 and for the period from inception (February 23, 2010) to June 30, 2010, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Canadian generally accepted accounting principles, and such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparations and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of **Plains Creek Phosphate Corporation (Formerly Resource Hunter Capital Corp.)** as at June 30, 2011 and 2010 and the results of its operations and its cash flows for the year ended June 30, 2011 and for the period from inception (February 23, 2010) to June 30, 2010 in accordance with Canadian generally accepted accounting principles.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has accumulated losses since inception which cast substantial doubt about the Company's ability to continue as a going concern.

/s/ SF Partnership, LLP

LICENSED PUBLIC ACCOUNTANTS

Toronto, Canada
October 17, 2011

The Madison Centre, 4950 Yonge Street, 4th Floor, Toronto, Ontario Canada M2N 6K1
Tel 416 250 1212 **Fax** 416 250 1225 www.sfgroup.ca general@sfgroup.ca

A member of
KS International

Plains Creek Phosphate Corporation
(An exploration stage company)
(Formerly Resource Hunter Capital Corp.)
Consolidated Balance Sheets

	June 30, 2011	June 30, 2010
ASSETS		
Current Assets		
Cash and cash equivalents	$ 3,391,229	$ 7,755
Other receivable	141,845	-
Prepaid expenses	2,293,536	-
	$ 5,826,610	$ 7,755
Equipment (note 5)	79,919	-
Mineral Rights (note 6)	61,854,205	-
	$ 67,760,734	$ 7,755
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	$ 625,794	$ 1,177,202
Advances from related parties (note 7)	755,071	282,188
	$ 1,380,865	$ 1,459,390
Future Income Tax Liability (notes 4 and 8)	9,499,876	-
	$ 10,880,741	$ 1,459,390
Shareholders' Equity (Deficit)		
Share Capital (note 9)	$ 39,439,131	$ 330,001
Contributed Surplus (note 9)	1,949,596	-
Warrants (note 9)	321,391	-
Non-Controlling Interest	24,740,889	-
Deficit Accumulated During the Exploration Stage	(9,571,014)	(1,781,636)
	$ 56,879,993	$ (1,451,635)
	$ 67,760,734	$ 7,755

Commitments and Contractual Arrangements (note 10)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

Signed "Glenn Laing"
Director

Signed "John Reynolds"
Director

The accompanying notes are an integral part of these consolidated financial statements.

Plains Creek Phosphate Corporation

(An exploration stage company)
(Formerly Resource Hunter Capital Corp.)

Consolidated Statements of Loss and Comprehensive Loss

	Year Ended June 30, 2011	For the period from Inception (February 23, 2010) to June 30, 2010	For the period from Inception (February 23, 2010) to June 30, 2011
Revenue	$ -	$ -	$ -
Expenses			
Reverse takeover transaction costs (notes 3 and 9)	2,961,388	-	2,961,388
Stock-based compensation	1,948,315	-	1,948,315
General and administrative	1,559,102	550,456	2,109,558
Consulting and professional fees	895,600	131,500	1,027,100
Travel	363,547	83,645	447,192
Loss on foreign exchange	180,828	12,560	193,388
Salaries and wages	127,847	-	127,847
Investor relations	81,705	-	81,705
Amortization	34,842	-	34,842
Pre-exploration costs (note 2)	33,616	1,003,475	1,037,091
Filing and transfer agent fees	10,261	-	10,261
Loss before other expenses	8,197,051	1,781,636	9,978,687
Other income			
Interest income	(9,186)	-	(9,186)
Net Loss Before Income Taxes	8,187,865	1,781,636	9,969,501
Income taxes (note 8)	-	-	-
Net Loss and Comprehensive Loss	$ 8,187,865	$ 1,781,636	$ 9,969,501
Net Loss and Comprehensive Loss attributable to:			
Controlling equity holders	$ 7,734,433	$ 1,781,636	$ 9,516,069
Non-controlling interest	453,432	-	453,432
	$ 8,187,865	$ 1,781,636	$ 9,969,501
Weighted Average Number of Shares Outstanding	335,881,302	331,320,719	
Loss per Share – basic and diluted	$ 0.02	$ 0.01	

The accompanying notes are an integral part of these consolidated financial statements.

Plains Creek Phosphate Corporation

(An exploration stage company)
(Formerly Resource Hunter Capital Corp.)

Consolidated Statements of Cash Flows

	Year Ended June 30, 2011	For the period from Inception (February 23, 2010) to June 30, 2010	For the period from Inception (February 23, 2010) to June 30, 2011
Cash provided by (used in):			
Operating Activities:			
Net loss for the period	$ (8,187,865)	$ (1,781,636)	$ (9,969,501)
Adjustments for non-cash items:			
Amortization	34,842	-	34,842
Shares issued for brokers' commission	961,104	-	961,104
Shares issued for consulting services	26,250	25,000	51,250
Warrants issued for brokers' commission	313,468	-	313,468
Warrants issued for consulting services	5,800	-	5,800
Stock-based compensation	1,948,315	-	1,948,315
Non-cash settlement – Reverse takeover	174,590	-	174,590
Changes in non-cash working capital items:			
Other receivable	(141,845)	-	(141,845)
Accounts payable and accrued liabilities	(826,658)	1,177,202	350,544
Prepaid expenses	(2,224,864)	-	(2,224,864)
Net Cash Used in Operating Activities	(7,916,863)	(579,434)	(8,496,297)
Investing Activities:			
Cash paid – net of cash acquired for acquisition of 50.1% ownership of GB Minerals AG shares	(12,161,637)	-	(12,161,637)
Additions in mineral rights	(1,345,441)	-	(1,345,441)
Purchase of equipment	(114,761)	-	(114,761)
Reverse takeover transaction costs directly charged to retained earnings	(54,945)	-	(54,945)
Net Cash Used in Investing Activities	(13,676,784)	-	(13,676,784)
Financing Activities:			
Issuance of common shares (net of issue costs)	24,813,590	305,001	25,118,591
Proceeds from exercise of warrants	7,000	-	7,000
Proceeds from related parties	156,531	282,188	438,719
Net Cash Provided by Financing Activities	24,977,121	587,189	25.564,310
Net increase in cash and cash equivalents	3,383,474	7,755	3,391,229
Cash and cash equivalents - beginning of period	7,755	-	-
Cash and cash equivalents - end of period	$ 3,391,229	$ 7,755	3,391,229
Cash	$ 637,043	$ 7,755	$ 637,043
Cash equivalents	2,754,186	-	2,754,186
	$ 3,391,229	$ 7,755	3,391,229
Supplementary Cash Flow Information:			
Interest paid	$ -	$ -	$ -
Income taxes	$ -	$ -	$ -
For non-cash transactions, please refer to note 4			

The accompanying notes are an integral part of these consolidated financial statements.

Plains Creek Phosphate Corporation
(An exploration stage company)
(Formerly Resource Hunter Capital Corp.)
Consolidated Statement of Shareholders' Equity
For the year ended June 30, 2011 and the period from Inception (February 23, 2010) to June 30, 2010

	Number of Common Shares[1]	Common Shares[1]	Contributed Surplus	Warrants	Non-Controlling Interest	Deficit Accumulated During the Exploration Stage	Shareholders' Equity
Opening Balance	**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Issued on inception (February 23, 2010)	1	1	-	-	-	-	1
Private placement	4,934,395	305,000	-	-	-	-	305,000
Founders' shares – issued for consulting services	20,222,929	25,000	-	-	-	-	25,000
Loss for the period	-	-	-	-	-	(1,781,636)	(1,781,636)
Balance – June 30, 2010	**25,157,325**	**330,001**	**-**	**-**	**-**	**(1,781,636)**	**(1,451,635)**
Private placement	12,942,675	800,000	-	-	-	-	800,000
Share issue cost – in cash	-	(14,000)	-	-	-	-	(14,000)
Warrants valuation – brokers' warrants	-	(3,404)	-	3,404	-	-	-
Balance – February 24, 2011	**38,100,000**	**1,112,597**	**-**	**3,404**	**-**	**(1,781,636)**	**(665,635)**
Reverse takeover transaction (Note 3):							
Private placements (concurrent financing)	184,827,614	24,027,590	-	-	-	-	24,027,590
Share issue cost – in shares	7,393,105	961,104	-	-	-	-	961,104
Share issue cost – brokers' warrants	-	-	-	313,468	-	-	313,468
Shares issued for acquisition of GB Minerals AG	101,000,000	13,130,000	-	-	-	-	13,130,000
Recognition of 49.9% on acquisition of GB Minerals AG	-	-	-	-	25,194,321	-	25,194,321
Reverse takeover adjustments	-	-	-	-	-	(54,945)	(54,945)
Exchanged for Resource Hunter Capital common shares	(331,320,719)	-	-	-	-	-	-
Issued pursuant to acquisition	331,320,719	174,590	-	-	-	-	174,590
Resource Hunter Capital shares recognized	13,313,333	-	-	-	-	-	-
Stock-based compensation	-	-	1,948,315	-	-	-	1,948,315
Shares issued for consulting services	250,000	26,250	-	-	-	-	26,250
Warrants issued for consulting services	-	-	-	5,800	-	-	5,800
Shares issued for exercise of warrants	56,626	7,000	1,281	(1,281)	-	-	7,000
Loss for the period	-	-	-	-	(453,432)	(7,734,433)	(8,187,865)
Balance – June 30, 2011	**344,940,678**	**$39,439,131**	**$ 1,949,596**	**$ 321,391**	**$24,740,889**	**$ (9,571,014)**	**$56,879,993**

The accompanying notes are an integral part of these consolidated financial statements.

[1] Under reverse takeover accounting the number of shares issued and outstanding is that of Plains Creek Phosphate (formerly Resource Hunter Capital Corp), the legal parent. However, the share capital amount is that of the legal subsidiary Plains Creek Mining Ltd. plus the share capital transactions of the Company from the acquisition date of February 25, 2011 onwards.

1. Nature and Continuance of Operations

Plains Creek Phosphate Corporation (formerly Resource Hunter Capital Corporation ("RHC")) was incorporated in the province of British Columbia on July 24, 2007 under the Business Corporations Act of British Columbia. RHC commenced trading on the TSX Venture Exchange as a Capital Pool Company. On June 11, 2010, it completed its Qualifying Transaction to become a tier 2 mining issuer with its common shares listed for trading under the symbol "RHC". On February 25, 2011, RHC was acquired by Plains Creek Mining Limited ("PCM") in a reverse takeover transaction (see note 3). As a result, these consolidated financial statements reflect the financial position, operating results and cash flows of the Company's legal subsidiary, PCM. RHC changed its name to Plains Creek Phosphate Corporation ("PCP" or the "Company").

On February 25, 2011, the Company acquired a 50.1% interest in a Swiss company GB Minerals AG ("GBM AG") and its wholly owned subsidiary GB Minerals SARL ("GBM SARL") by cash and the issuance of shares. As a result of this transaction, the Company acquired control of GBM AG which owns the mineral rights in the Farim Phosphate Project in Guinea-Bissau (see notes 4 and 6).

The Company's principal business activities include the acquisition and exploration of the mineral rights located in Guinea-Bissau. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

While the Company currently has sufficient cash on hand to continue with its exploration programs for the immediate future, its long term continuance is dependent on obtaining sufficient external financing (predominantly through the issuance of equity to the public), to realize the recoverability of its investment in its mineral rights which is dependent upon the existence of economically recoverable reserves and upon future profitable production. To date, the Company has not received any revenue from mining operations and is considered to be in the exploration stage. Accordingly, these consolidated financial statements do not reflect adjustments to the carrying value of assets, liabilities, the reported expenses and balance sheet classifications used that might be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

Although the Company has taken steps to verify title to the property on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

2. Significant Accounting Policies

The consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles and include the following significant accounting policies:

a) Basis of consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, PCM and its controlled subsidiary, GBM AG (Switzerland) and its wholly owned subsidiary GBM SARL (Guinea-Bissau). All intercompany transactions and balances have been eliminated. Where control of an entity is obtained during a financial period, its results are included in the consolidated statements of loss and comprehensive loss from the date on which control commences. Where control of an entity ceases during a financial period, its results are included for that part of the period during which control existed.

b) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could materially differ from those estimates. The significant estimates pertain to the recovery of mineral exploration expenditures and the assumptions utilized in determining fair value of stock-based compensation for options and the fair value of warrants and the recognition of future tax amounts. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the consolidated financial statements of future periods could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in earnings (loss) in the periods in which they become known.

c) Cash and cash equivalents

Cash and cash equivalents include cash on deposit and highly liquid short-term interest bearing investment accounts held with financial institutions that are readily convertible to known amounts of cash with original maturities of less than 90 days.

d) Equipment

Equipment is stated at historical cost less accumulated amortization. Equipment is amortized on a declining balance basis over estimated useful lives at the following rates:

Machinery and equipment	30%
Vehicles	30%
Software	50%

2. Significant Accounting Policies (Cont'd)

e) Financial instruments

Financial instruments are measured at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as held-for-trading, available-for-sale, held-to-maturity, loans and receivables, or other financial liabilities as defined by the applicable accounting standard. Financial assets and financial liabilities classified as held-for-trading are measured at fair value with changes in those fair values recognized in net earnings. Financial assets classified as available-for-sale are measured at fair value, with changes in those fair values recognized in other comprehensive income ("OCI"). Financial instruments classified as held-to-maturity, loans and receivables and other financial liabilities are measured at amortized cost.

The Company has classified its financial instruments as follows:

Cash and cash equivalents are designated as held-for-trading; other receivable is designated as loans and receivables; and accounts payable and accrued liabilities, and advances from related parties are designated as other liabilities.

The fair value of accounts receivable, accounts payable and accrued liabilities, and advances from related parties approximate their carrying value due to the immediate or short-term maturity of these consolidated financial statements.

f) Revenue recognition

Revenue, based upon prevailing phosphate prices, is recognized when persuasive evidence of sales agreement exists, upon delivery when title and risk of ownership of phosphate bearing concentrate passes to the buyer and when collection is reasonably assured. Revenue is subject to adjustment upon final settlement of phosphate prices, weights and assays.

g) Comprehensive income or loss

Comprehensive income or loss is the change in equity of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company reports comprehensive income or loss in its consolidated statement of loss and comprehensive loss and in its consolidated statement of shareholders' equity. The components of other comprehensive income or loss include unrealized gains and losses on financial assets classified as available-for-sale.

2. Significant Accounting Policies (Cont'd)

h) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base, and for losses and other deductions carried forward.

Future tax assets and liabilities are measured using substantively enacted tax rates expected to apply when the asset is realized or the liability settled. A valuation allowance in respect of the benefit of a future tax assets is recorded if it is not more likely than not that the future tax asset will be realized. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period in which the change is substantively enacted.

i) Mineral rights

Costs

The Company is in the exploration stage and defers all expenditures related to its mineral rights until such time as the property is put into commercial production, sold or abandoned. Under this method, the amounts reported represent costs incurred to date less amounts amortized and/or written off, and do not necessarily represent present or future values.

If the property is put into commercial production, the expenditures will be depleted based upon the proven reserves available on and will be amortized on a unit of production basis. If the property is sold or abandoned, the expenditure will be charged to operations. The Company does not accrue the estimated future cost of maintaining in good standing its mineral rights.

Pre-Exploration

Pre-exploration costs in areas where a legal right to explore has not been obtained are expensed as incurred.

Impairment

The Company has adopted the recommendations of Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3063 "Impairment of Long-lived Assets" and the Emerging Issues Committee 174 ("EIC 174"), "Mining Exploration Costs". Section 3063 requires that long-lived assets and intangible assets to be held and used by the Company be reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If changes in circumstance indicate that the carrying amount of an asset that an entity expects to hold and use may not be recoverable, future cash flows expected to result from the use of the asset and its disposition must be estimated.

2. Significant Accounting Policies (Cont'd)

i) Mineral rights (Cont'd)

This EIC further provides that an enterprise that is in the development stage with initially capitalized exploration costs but has not established mineral reserves objectively and therefore does not have a basis for preparing a projection of the estimated future net cash flow from the property, is not obligated to conclude that the capitalized costs have been impaired. However, such an enterprise should consider whether a subsequent write-down of capitalized exploration costs related to mining properties is required.

Assets Retirement Obligation

The Company recognizes the fair value of legal obligations associated with the retirement of long-lived tangible assets in the period in which they incurred, with a corresponding increase in the carrying amount of the long-lived asset. The liability accretes until the Company expects to settle the retirement obligation. These asset retirement costs are depleted using the unit of production method and actual costs to retire the asset will be deducted from the liability as incurred. At this time, the Company does not foresee the necessity to make any material expenditure in this area and the Company is not committed to any significant reclamation or other asset retirement obligations until such time as production commences.

j) Long-lived Asset Impairment

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Recoverability is assessed based on the carrying amount of a long-lived asset compared to the sum of the future undiscounted cash flows expected to result from the use and the eventual disposal of the asset. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

k) Foreign currency translation

The consolidated financial statements are stated in Canadian dollars, which is the Company's functional currency. Transactions and account balances in foreign currencies have been translated into Canadian dollars using the temporal method. Under the temporal method, monetary assets and liabilities are translated at the exchange rates in effect at the balance sheet dates. Non-monetary assets and liabilities are translated at the historic exchange rates except for those carried at market which are translated at the foreign currency exchange rate in effect at each balance sheet date. Revenue and expenses are translated at the exchange rates in effect on the transaction dates. The resulting exchange gains and losses are recognized in income.

2. Significant Accounting Policies (Cont'd)

l) Stock-based compensation

The Company has a stock based compensation plan, which is described in Note 9. The Company uses the fair value method, utilizing the Black-Scholes option pricing model, for valuing stock options granted to directors, officers, consultants and employees. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to contributed surplus. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as contributed surplus.

m) Non-monetary transactions

Transactions with no cash consideration are measured at the fair value of either the asset given up or the asset received, whichever is more reliably determinable.

n) Flow-through shares

The Company has financed a portion of its planned exploration and development activities through the issue of flow-through shares. Under terms of the flow-through agreements, the income tax deductions attributable to the capital expenditures are renounced to the subscribers. To recognize the foregone tax benefits to the Company, the carrying value of the shares issued is reduced by the tax effect of the tax benefits renounced to subscribers. The Company recognizes the foregone tax benefit at the time of the renouncement, provided there is reasonable assurance that the expenditures will be incurred.

o) Loss per share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculations as the effect would be anti-dilutive.

p) Adoption of new accounting standards and recent pronouncements

In January 2009, the CICA issued Handbook Section 1582, "Business Combinations", concurrently with Handbook Sections 1601, "Consolidated Financial Statements", and 1602, "Non-controlling Interests". CICA 1582, which replaces Handbook Section 1581, "Business Combinations", establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. CICA 1601, which replaces Handbook Section 1600, carries forward the existing Canadian guidance on aspects of the preparation of consolidated financial statements subsequent to acquisition other than non-controlling interests. CICA 1602 establishes guidance for the treatment of non-controlling interests subsequent to acquisition through a business combination. Under CICA 1602, any non-controlling interest will be recognized as a separate component of shareholders' equity. Net income will be calculated without deduction for the non-controlling interest. Rather, net income will be allocated between the controlling and

2. Significant Accounting Policies (Cont'd)

p) Adoption of new accounting standards and recent pronouncements (Cont'd)

non-controlling interests. These new sections have been adopted by the Company as of July 1, 2010 for its interim and annual consolidated financial statements. The acquisition of a controlling ownership interest in GBM AG was accounted for utilizing the new sections.

In February 2008, CICA announced that generally accepted accounting principles ("GAAP") for publicly accountable enterprises are to be replaced by International Financial Reporting Standards ("IFRS") for fiscal years beginning on or after January 1, 2011 and will require restatement of comparative figures. The Company has completed a high-level scoping study and concluded that the IFRS standards that will have the most significant impact, includes IFRS 1 – "First-time Adoption of IFRS", IFRS 6 – "Exploration for and evaluation of Mineral Resources", and IAS 21 – "The effect of changes in foreign currency exchange rates". The Company is required to adopt IFRS commencing on July 1, 2011 with a restatement of fiscal 2011 results. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policies and increased note disclosures which must be addressed. The Company is in the process of its IFRS convergence and is in the process of evaluating and finalizing the differences between IFRS and the Company's accounting policies and the assessment of the various alternatives available for first time adoption of IFRS.

3. Reverse Takeover Transaction

On February 25, 2011, PCM acquired RHC in a reverse takeover transaction. Prior to the transaction RHC had 13,313,333 common shares outstanding. RHC acquired 331,320,719 common shares of PCM in return for its net assets. RHC then issued 331,320,719 of its common shares to the original shareholders of PCM.

This transaction was accounted for as a reverse takeover transaction that does not constitute a business combination in accordance with the guidance provided by the CICA relevant to reverse takeover transactions including EIC-10 "Reverse Takeover Accounting" and EIC-124 "Definition of a Business". Under this guidance, for accounting purposes, the legal parent company (RHC) in the reverse takeover transaction is deemed to be a continuation of the legal subsidiary (PCM) which is regarded as the acquirer. Accordingly, the consolidated financial statements reflect the significant accounting policies of PCM. As a result, these consolidated financial statements reflect the financial position, operating results and cash flows of PCM, as at and for the year ended June 30, 2011, and for the period from inception (February 23, 2010) to June 30, 2010. The operating results of RHC have been included commencing February 25, 2011.

3. Reverse Takeover Transaction (Cont'd)

Under reverse takeover accounting, the purchase cost of RHC's net assets and the allocation of costs to the Company's assets and liabilities are as follows:

Net assets acquired at fair value:		
Cash	$	54,945
Accounts receivable		561,380
Prepaid expense		6,864
Accounts payable and accrued liabilities		(448,599)
	$	174,590

4. Acquisition of GB Minerals AG

On February 25, 2011, the Company acquired 50.1% of GBM AG's common shares for total consideration of $25,295,300. Under the terms of the transaction, the shareholders of GBM AG received €9,000,000 (CAD$12,165,300) in cash and 101,000,000 common shares of the Company representing approximately 29% of the 344,634,052 outstanding shares of the Company as at the date of the reverse takeover transaction on February 25, 2011.

The fair value of the consideration transferred by the Company and the net assets of GBM AG acquired is as follows:

Cash	$	12,165,300
101,000,000 common shares		13,130,000
Fair value of 50.1%ownership interest	$	25,295,300
Implied fair value of non-controlling interest		25,194,321
Implied fair value of 100% ownership interest	$	50,489,621
Net Assets acquired		
Cash	$	3,664
Mineral rights		60,508,763
Prepaid expenses		68,672
Accounts payable and accrued liabilities		(275,250)
Advances from shareholder		(316,352)
Future income tax liability		(9,499,876)
	$	50,489,621

4. Acquisition of GB Minerals AG (Cont'd)

The Company has the right to acquire a further 49.9% ownership of GBM AG under a shareholders' agreement governing the ownership of GBM as follows:

(i) the right to acquire an additional 24.9% of GBM AG (to bring its total ownership up to 75%) at a purchase price of €13,500,000 (CAD$18,630,000) by December 31, 2012, conditional upon arrangement of financing to bring the project into production; and

(ii) the right to acquire an additional 25% of GBM AG (to bring its total ownership up to 100%) at a purchase price of €13,500,000 (CAD$18,630,000) by December 31, 2015, conditional upon commencement of production.

PCM has become the operator of the Farim Project and operating costs of GB Minerals AG in respect of the Farim Project will be financed by the Company on behalf of PCM (as the Company is the sole owner of PCM) until December 31, 2011. Thereafter, PCM (and the Company as the sole owner of PCM) shall finance operating expenses and capital costs of GB Minerals AG in respect of the Farim Project by way of a shareholder loan to GB Minerals AG, pursuant to the terms of the Shareholders' Agreement. Pursuant to the Share Purchase Agreement (as amended), the Company is required to complete a definitive feasibility study by June 30, 2012.

5. Equipment

	June 30, 2011		June 30, 2010	
	Cost	**Accumulated Amortization**	Cost	Accumulated Amortization
Machinery and equipment	$ 10,395	$ 3,119	-	-
Vehicles	102,295	30,688	-	-
Software	2,071	1,035	-	-
	$ 114,761	34,842	-	-
Net carrying amount		**$ 79,919**	-	-

6. Mineral Rights

Farim Phosphate Project

The Company through its subsidiary GBM AG owns 100% of the mineral rights of the Farim Phosphate Project located in the northern part of central Guinea-Bissau of West Africa, approximately five kilometers west of Farim and one hundred and twenty kilometers north of Bissau. The project consists of a high grade sedimentary phosphate deposit of a continuous phosphate bed, which extends over a known surface area of approximately forty square kilometers. As well, GBM AG holds a production license, with the exclusive right to exploit, mine and commercialize the minerals for an initial period of twenty five years which may be extended for an additional twenty five years upon application.

	June 30, 2011	June 30, 2010
Balance – beginning of the period	$ -	$ -
Acquisition of GB Minerals AG (note 4)	60,508,764	
Expenditures capitalized during the period	1,345,441	-
Balance – end of the period	**$ 61,854,205**	**$ -**

7. Advances from Related Parties

As at June 30, 2011, advances received from WAD Consult AG, the minority interest holder of GB Minerals AG, and subordinated shareholders amounted to $755,071 (for the period from inception February 23, 2010 to June 30, 2010 - $282,188). The advances are interest bearing at 4% per annum, are unsecured and due on demand.

8. Income Taxes

In assessing the realization of the Company’s future income tax assets, management considers whether it is more likely than not that some portion or all of the future income tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of future income tax assets considered realizable could change materially in the near term based on future taxable income generated during the carry-forward period.

8. Income Taxes (Cont'd)

(a) Future Income Tax Assets and Liabilities

The significant components of the Company's future tax assets are as follows:

Future income tax assets:	June 30, 2011	June 30, 2010
Non-capital tax losses carried forward	$ 911,000	$ 189,250
Exploration and development expenses	259,000	250,900
Unrealized foreign exchange loss	-	2,600
Total gross future income tax assets	1,170,000	442,750
Valuation allowance	(1,170,000)	(442,750)
Future income tax assets	$ -	$ -

The Company's future income tax liability of $9,499,876 is attributable to differences between the accounting treatments and the tax bases of the mineral rights which was recognized upon the acquisition of GBM AG.

(b) Non-capital Losses

As at June 30, 2011 the Company can carry forward Canadian non-capital losses to reduce taxable income in future years of approximately $3,505,000 expiring as follows:

Year 2030	$ 852,000
Year 2031	$2,653,000

As at June 30, 2011 the Company can carry forward Swiss non-capital losses to reduce taxable income in future years of approximately $350,000 expiring in year 2018.

(c) Income Tax Reconciliation

	Year Ended June 30, 2011	From Inception (February 23, 2010) to June 30, 2010
Income tax recovery expected at statutory rates	$ (2,292,000)	$ (552,300)
Non deductible expenses	1,383,400	3,200
Effect of changes in enacted rate	-	106,200
Valuation allowance	908,600	442,900
Income taxes (recovery)	$ -	$ -

9. Share Capital

(a) *Authorized*

Unlimited number of common shares without par value and an unlimited number of preferred shares without par value

(b) *Issued and outstanding*

Issued common shares are as follows:

	Number of shares[1]	Amount[1]
Balance, opening	-	$ -
Issued upon incorporation – February 23, 2010	1	1
Issued in private placement	4,934,395	305,000
Issued for consulting services	20,222,929	25,000
Balance, June 30, 2010	25,157,325	330,001
Issued in private placements	12,942,675	800,000
Share issue cost – in cash	-	(14,000)
Warrants valuation – brokers' warrants	-	(3,404)
Balance, February 24, 2011	38,100,000	1,112,597
Reverse takeover transaction (Note 3)		
Private placements	184,827,614	24,027,590
Issued as agent's commission	7,393,105	961,104
Shares issued for GBM acquisition (Note 4)	101,000,000	13,130,000
Exchanged for Resource Hunter Capital Shares	(331,320,719)	-
Issued pursuant to acquisition	331,320,719	174,590
Resource Hunter Capital Shares recognized[2]	13,313,333	-
Issued for consulting services	250,000	26,250
Issued on exercise of warrants	56,626	7,000
Balance, June 30, 2011	**344,940,678**	**$ 39,439,131**

[1]Under reverse takeover accounting the number of shares issued and outstanding is that of Plains Creek Phosphate Corporation (formerly Resource Hunter Capital Corporation), the legal parent. However, the share capital amount is that of the legal subsidiary Plains Creek Mining Ltd. plus the share capital transactions of the Company from the acquisition date of February 25, 2011 onwards.

[2]Under reverse takeover accounting, the number of shares of Plains Creek Phosphate Corporation (formerly Resource Hunter Capital Corporation) is recognized as part of the issued and outstanding common shares of Plains Creek Mining Ltd. with a corresponding share capital amount of $Nil.

9. Share Capital (Cont'd)

(b) Issued and outstanding (cont'd)

The Company's legal subsidiary, PCM issued 24,999,999 (20,222,929 after a share consolidation on February 16, 2011) common shares at a value of $0.01 per share or $25,000 as compensation for consulting services provided by directors, shareholders, and consultants rendered on inception. This transaction was in the normal course of business and was recorded at the exchange value agreed upon by the related parties.

Prior to December 31, 2010, PCM issued 6,100,000 (4,934,395 after a share consolidation on February 16, 2011) common shares at $0.05 per share for gross proceeds of $305,000 and 16,000,000 (12,942,675 after a share consolidation on February 16, 2011) common shares at $0.05 per share for gross proceeds of $800,000. PCM paid finder's fee of $14,000 (8% of $175,000 subscribed through the agent). PCM issued 80,000 (64,715 after a share consolidation on February 16, 2011) agent's warrants (8% of 1,000,000 common shares subscribed through the agent). Each agent's warrant is exercisable into one common share of the Company at a price of $0.10 for a period of two years from the date of grant with a fair value of $1,464. PCM also issued 200,000 (161,785 after a share consolidation on February 16, 2011) agent's warrants (8% of 2,500,000 common shares subscribed through the agent), and each such warrant is exercisable into one common share of the Company at a price of $0.10 for a period of one year from the date of grant with a fair value of $1,940.

On February 16, 2011, PCM consolidated its shares on a 4.71/3.81-to-1 basis to reduce the issued and outstanding shares from 47,100,000 to 38,100,000 common shares.

Concurrent with the closing of the transaction relating to the reverse takeover of RHC and the acquisition of GBM AG, PCM completed a brokered private placement of 184,827,614 common shares at a price of $0.13 per common shares for aggregate gross proceeds of $24,027,590. PCM paid a commission of $961,104 in cash, issued 7,393,105 common shares at a fair value of $961,104, and issued 14,786,209 broker's warrants with a fair value of $313,468. In addition, PCM completed an acquisition of a 50.1% interest in GB Minerals AG concurrent with the reverse takeover transaction between PCM and RHC. In consideration for the 50.1% ownership of GB Minerals AG, Plains Creek paid €9 million (CAD$12,165,300) in cash and issued 101,000,000 common shares of Plains Creek to WAD Consult AG at a fair value of $13,130,000.

On February 25, 2011, the Company acquired all of issued and outstanding shares of PCM, including those issued pursuant to the concurrent financing and acquisition of 50.1% in GB Minerals, and issued 331,320,719 common shares to the shareholders of PCM and 15,012,709 warrants to holders of PCM warrants.

9. Share Capital (Cont'd)

(b) *Issued and outstanding (cont'd)*

With completion of the reverse takeover transaction, the Company has 344,634,052 common shares issued and outstanding as at the date of the reverse takeover transaction on February 25, 2011, and 344,940,678 common shares issued and outstanding for the year ended June 30, 2011. The principals of the Company collectively hold 125,274,281 common shares, 121,708,281 of which are subject to a Tier 2 Value Security Escrow Agreement. Included in such common shares are 101,000,000 common shares issued to WAD Consult AG as part consideration of 50.1% interest in GB Minerals AG. In addition, 5,257,962 common shares held by non-principals of the Company are subject to a Tier 2 Value Security Escrow Agreement.

With the completion of the reverse takeover transaction on February 25, 2011, costs of the reverse takeover transaction including share issuance costs were $3,071,280 as at June 30, 2011 (June 30, 2010 - $Nil), of which $54,945 of these costs were charged to retained earnings and the remaining amount of $2,961,388 were charged to the statement of loss and comprehensive loss.

On June 02, 2011, the Company issued to Appleton Exploration Inc. 250,000 units at a fair market value price of $0.105 per unit (each unit comprised of a common share and one common share purchase warrant of the Company exercisable for 24 months after issuance) pursuant to an option termination agreement entered with Appleton Exploration Inc. on May 19, 2011 with respect to the terminate of the option to earn a minimum of 51% up to a maximum of 75% undivided interest in the Dora Property.

On June 08, 2011, the Company issued 56,626 common shares at $0.12 per share for exercise of 56,626 broker warrants (70,000 before a share consolidation on February 16, 2011).

(c) *Stock options*

The Company has a stock option plan that allows for the issuance of options to purchase shares at specific prices for a specific period of time. The maximum number of shares issuable pursuant to options granted under the plan is limited to 10% of the total issued and outstanding common shares subject to shareholder approval. All directors, officers, employees, and consultants are eligible to participate in the plan. Options under the plan vest immediately. The option price under the plan will not be less than the market price of the common shares on the date of grant. The expiry date for each option will be set by the Board of Directors at the time of issue of the option but in any event will not be more than ten years after the grant date.

9. Share Capital (Cont'd)

(c) Stock options (Cont'd)

The Company had 1,900,000 options (post share consolidation) in the shares of RHC outstanding prior to the closing of the reverse take-over transaction as at February 25, 2011 which were fully vested. These options were assumed by the Company with the same terms as original options issued by RHC.

On April 21, 2011, the shareholders of the Company approved the adoption of a new rolling share option plan which made available for grant 27,750,000 options, of which 23,450,000 options have been granted, including 750,000 and 22,700,000 stock options granted respectively on February 28, 2011 and March 24, 2011. The assumptions utilized in determining the value of the 750,000 stock option granted to its directors was a share price of $0.10, an exercise price of $0.13, a risk-free interest rate of 3.4%, volatility of 40%, expected yield of nil, and an expected life of 10 years. The estimate of the fair value of the 750,000 options issued was $36,975, which were fully vested and recorded as contributed surplus. The assumptions utilized in determining the value of the 22,700,000 stock options granted to its directors and consultants was a share price of $0.15, an exercise price of $0.15, a risk-free interest rate of 3.4%, volatility of 40%, expected yield of nil, and an expected life of 10 years. The estimate of the fair value of the 22,700,000 options issued was $1,911,340 which are fully vested and recorded as contributed surplus.

As at June 30, 2011, the Company had 25,350,000 (June 30, 2010 – Nil) stock options outstanding. The following table summarizes information about stock options outstanding:

	Number	Weighted average exercise price
Balance, opening, June 30, 2010	-	$ -
Resource Hunter Capital Corp. options assumed in the reverse takeover transaction (note 3)	1,900,000	0.11
Stock options granted since the reverse takeover transaction	23,450,000	0.15
Balance, June 30, 2011	**25,350,000**	**$ 0.15**

The following table summarizes the options outstanding and exercisable at June 30, 2011.

Options outstanding	Exercise price	Options exercisable at June 30, 2011	Expiry date
460,000	$ 0.10	460,000	December 28, 2012
100,000	0.22	100,000	September 24, 2015
1,340,000	0.10	1,340,000	September 24, 2015
750,000	0.13	750,000	February 28, 2021
22,700,000	0.15	22,700,000	March 24, 2021
25,350,000	$ 0.15	25,350,000	

9. Share Capital (Cont'd)

(d) Warrants

The following is a summary of the changes in the Company's warrants during the periods:

	Number	Amount
Balance, opening and June 30, 2010	-	$ -
Broker's warrants assumed	226,500	3,404
Balance, February 24, 2011	226,500	3,404
Reverse takeover transaction (Note 3)		
Resource Hunter Capital warrants recognized	3,090,000	-
Broker's warrants issued	14,786,209	313,468
Warrants issued for consulting services	250,000	5,800
Warrants exercised	(56,626)	(1,281)
Balance – June 30, 2011	**18,296,083**	**$321,391**

10. Commitments and Contractual Arrangements

The Company retained the services of GBM Engineering Minerals Consultants Limited ("GBME") to prepare a feasibility study on the Farim Phosphate Project. The anticipated completion date of this bankable feasibility study is prior to the end of the second calendar year quarter of 2012 and the total estimated cost is $2,980,853 (£ 1,924,000) plus taxes, out-of-pocket costs, and other general expenses. As of June 30, 2011, the Company incurred costs of $1,523,639 (£ 983,437) for the services provided by GBME. In addition, the Company has prepaid $2,242,853 (£1,447,656) as of June 30, 2011, which will be applied to future services. If the contract is terminated prior to completion, the Company is required to pay an early termination fee of $1,007,045 (£ 650,000)

11. Capital Management

As at June 30, 2011, the capital structure of the Company consists of equity attributable to common shareholders and includes share capital of $39,439,131 (June 30, 2010 - $330,001), warrants of $321,391 (June 30, 2010 - $Nil), non-controlling interest of $24,740,889 (June 30, 2010 - $Nil), and deficit accumulated during the exploration stage of $9,571,014 (June 30, 2010 - $1,781,636).

The Company's objective when managing capital structure is to ensure sufficient financial resources exist to meet the Company's strategic exploration and business development objectives, and to ensure that the Company continues as a going concern.

11. Capital Management (Cont'd)

The Company is an exploration stage company and is currently unable to self-finance its operations. The Company has relied on equity financing to raise sufficient funds to carry out its exploration and acquisition activities and pay its administrative costs. The Company intends to raise additional funds as required to carry out its planned activities.

12. Related Party Transactions

During the year ended June 30, 2011, the Company incurred management fees in the amount of $160,000 (for the period from inception February 23, 2010 to June 30, 2010 - $Nil) which is included in consulting and professional fees. The fees were paid to companies under common control. These transactions are in the normal course of operations and at the exchange rate agreed to by the related parties.

13. Segmented Information

The Company operates in one reportable segment. Segments are defined as components for which separate financial information is available and is regularly evaluated by the chief operating decision maker.

14. Financial Instruments

The financial instruments of the Company are recorded at fair value and have been classified into levels using a fair value hierarchy.

Level 1: valuation is determined by unadjusted quoted prices in active markets for identical assets and liabilities.
Level 2: valuation is based upon inputs other than quoted prices included in level 1 that are observable for the instrument either directly or indirectly.
Level 3: valuation is for assets or liabilities that are not based on observable market data.

All of the Company's financial instruments that are held at fair value as at June 30, 2011 are classified as Level 1 and consist of cash and cash equivalents, other receivable, and accounts payable and accrued liabilities.

Liquidity risk
Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and working capital. Further information regarding liquidity risk is set out in note 1.

14. Financial Instruments (Cont'd)

Liquidity risk (Cont'd)
The Company will issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs. The Company has no financial instruments maturing beyond one year.

Credit risk
Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and other receivable. The Company minimizes the credit risk of cash and cash equivalents by depositing only with reputable institutions.

There is no allowance for doubtful accounts recorded as at June 30, 2011 (June 30, 2010 - $Nil).

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices.

(i) Interest rate risk
The Company is exposed to the risk that the value of financial instruments will change due to movement in market interest rates. The Company does not hold interest-bearing debt with long-term maturities and therefore does not believe that its interest rate risk is significant.

(ii) Currency risk
Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has a portion of the accounts payable and accrued liabilities balance payable in Swiss Franc ("CHF Franc") and Central African Franc ("CFA Franc").

(iii) Commodity price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base and phosphate, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

15. Subsequent Events

a) On August 10, 2011, the Company announced that it engaged Byron Capital Markets Ltd. to provide certain strategic advisory services to assist in commercialization of the Company's mineral property assets. Under the terms of the engagement, the Company would be required to pay the advisory fee by issuance of Shares at a deemed price equal to the greater of the Discounted Market Price and $0.13 per share, as determined on the last day of the term. Accordingly, on August 18, 2011, the Company issued 1,923,077 Shares at a deemed price of $0.13 per Share as payment for the advisory services fee.