Spur Ventures Inc.

Interim Consolidated Financial Statements
March 31, 2009
Unaudited
(expressed in U.S. dollars)

NOTICE

The accompanying unaudited interim consolidated financial statements of Spur Ventures Inc. ("the Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Spur Ventures Inc.

Interim Consolidated Balance Sheets

As at March 31, 2009 and December 31, 2008 (Unaudited)

(Expressed in U.S. dollars)

	2009	2008
ASSETS		
Current		
Cash and cash equivalents (Note 4)	$ 19,285,742	$ 20,503,438
Short-term investments (Note 5)	317,629	370,611
Prepaid expenses	44,511	62,729
Accounts and notes receivable	13,173	11,442
Due from joint venture partner (Note 6)	309,723	310,259
	19,970,778	21,258,479
Property, plant & equipment (Note 7)	6,302,656	6,706,848
Land use rights (Note 8)	287,944	300,041
	$ 26,561,378	$ 28,265,368
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$ 1,603,430	$ 1,791,735
Customer deposits	38,404	39,522
	1,641,834	1,831,257
Commitments (Note 13)		
SHAREHOLDERS' EQUITY		
Share capital		
Authorized - (Note 10(a))		
Unlimited number of Common and Preferred shares without par value		
Issued - (Note 10(b))		
60,407,187 Common shares (2008: 60,407,187)	41,386,379	41,386,379
Contributed surplus (Note 10(c))	7,227,758	7,160,574
Accumulated other comprehensive income (loss)	(87,347)	758,365
Deficit	(23,607,246)	(22,871,207)
	24,919,544	26,434,111
	$ 26,561,378	$ 28,265,368

APPROVED BY THE DIRECTORS

Robert G. Atkinson	*Robert J. Rennie*
Director	Director

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

Spur Ventures Inc.

Interim Consolidated Statements of Operations and Deficit

For the quarter ended March 31, 2009 and 2008 (Unaudited)

(Expressed in U.S. dollars)

		2009		2008
Sales	$	15,145	$	104,450
Expenses				
Cost of product sold		-		88,349
Consulting fees		46,300		135,440
Depreciation and amortization		120,405		123,795
Mineral property costs		78,736		102,404
Office and miscellaneous		22,169		97,218
Printing and mailing		1,758		-
Professional fees		35,418		67,609
Rent		48,140		56,610
Repairs and maintenance		144		2,796
Selling expenses		515		15,611
Stock-based compensation expenses (Note 10(c))		67,184		43,534
Transfer agent and filing fees		15,427		16,994
Travel, advertising and promotion		35,468		70,310
Wages and benefits		307,121		244,092
		778,784		1,064,762
Operating loss		(763,639)		(960,312)
Other income and expenses				
Interest income		48,667		179,722
Foreign exchange gain (loss)		(21,067)		80,092
		27,600		259,814
Loss before non-controlling interest		(736,039)		(700,498)
Non-controlling interest (Note 9)		-		218,206
Loss for the period		(736,039)		(482,292)
Deficit, Beginning of the period		(22,871,207)		(23,405,183)
Deficit, End of the period	$	(23,607,246)	$	(23,887,475)
Weighted average number of shares outstanding		60,329,196		58,740,520
Loss per share		($0.012)		($0.008)

The accompanying notes are an integral part of these

Spur Ventures Inc.

Interim Consolidated Statements of Comprehensive Income (Loss)

For the quarter ended March 31, 2009 and 2008 (Unaudited)

(Expressed in U.S. dollars)

		2009		2008
Loss for the period	$	(736,039)	$	(482,292)
Other comprehensive income, net of tax:				
Unrealized gain (loss) on translating financial statements from functional currency to reporting currency		(845,712)		(231,369)
Comprehensive income (loss) for the period	$	(1,581,751)	$	(713,661)

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

Spur Ventures Inc.

Interim Consolidated Statements of Cash Flows

For the quarter ended March 31, 2009 and 2008 (Unaudited)

(Expressed in U.S. dollars)

	2009	2008
Cash flows from operating activities		
Loss for the period	$ (736,039)	$ (482,292)
Items not affecting cash		
Depreciation and amortization	120,405	123,795
Stock-based compensation	67,184	43,534
Foreign exchange (gain)/loss	21,067	(80,092)
Net changes in non-cash working capital		
Accounts receivable	(2,088)	46,577
Inventory	-	130,073
Prepaid expenses	22,514	38,210
Accounts payable and accrued liabilities	(9,316)	(161,032)
Customers deposits	-	37,555
Non-controlling interest	-	(218,206)
	(516,273)	(521,878)
Cash flows from investing activities		
Capital expenditures paid	(175,536)	(43,793)
Proceeds from disposal of investments	43,884	181,159
Purchase of short-term investments	-	(5,109,657)
	(131,652)	(4,972,291)
Cash flows from financing activities		
Issuance of shares for cash - net of issue costs	-	-
	-	-
Effect of exchange rate changes	(569,771)	59,128
Increase (decrease) in cash and cash equivalents	(1,217,696)	(5,435,041)
Cash and cash equivalents, beginning of the period	20,503,438	21,124,306
Cash and cash equivalents, end of the period	$ 19,285,742	$ 15,689,265
Supplemental cash flow disclosure		
Interest received	$ 48,667	$ 237,127
Interest paid	-	-
Changes in accrued liabilities related to the MAP project construction in progress	$ (175,536)	$ -

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

(Expressed in U.S. dollars)

1 Nature of operations

Spur Ventures Inc. (the Company) through its 100% owned subsidiary, Spur Chemicals (BVI) Inc. ("Spur BVI") has majority control of two sino-foreign joint ventures (JV) in China, Yichang Maple Leaf Chemicals ("YMC") and Yichang Spur Chemicals ("YSC"). In both JVs, the Chinese partner is Hubei Yichang Phosphorus Chemical Co. Ltd ("YPCC"), a state owned enterprise of Yichang City, Hubei Province, PRC.

<u>Yichang Maple Leaf Chemicals (YMC)</u>

In November of 2003, YMC received its business license with Spur BVI controlling 90% and YPCC 10% of the JV. All government approvals had been received for YMC to develop two phosphate deposits and to construct and operate a world-scale compound fertilizer plant. YPCC is contractually obligated to contribute the two deposits to the JV while Spur contributes the project financing.

In February and October of 2004 the Central Ministry of Land and Resources issued the mining licenses for the Dianziping and Shukongping deposits to YPCC, setting the stage for the transfer of these licenses to YMC once Spur had contributed its first 15% of Registered Capital which it did in March of 2005.

The deposits are considered state owned assets and thus the transfer to a foreign controlled JV is both complex and time consuming. YMC has been working with various government departments at the District, County and Yichang City level to meet the regulatory requirements for the formal transfer, but to date has not been successful in securing the transfer of the licenses.

The Company is unwilling to invest further in YMC until such time as it has the security of the mining licenses being formally transferred to YMC. The Company is in the final phase of discussion to allow interested business partner(s) to invest further in YMC and the MAP project described below.

The mining license for the Shukongping deposit will expire at the end of October, 2009 if it has not been transferred to YMC. It can however be renewed. If it is not renewed the license will revert to the Central Ministry of Land and Resources or to MOLAR at the Hubei Province level where it must be auctioned to the highest bidder in an open competition.

The YMC Joint Venture agreement requires that both YPCC and Spur BVI contribute an additional $11.28 million (RMB76.96 million) and $127.21 million (RMB867.85 million) respectively to complete their entire Registered Capital contributions before November 24, 2009 when the YMC Business License will be reviewed. If these contributions are not made, there is a risk that YMC's business license would not be renewed and that YMC may have to be liquidated.

<u>Yichang Spur Chemicals (YSC)</u>

During 2004, the Company acquired Xinyuan Chemicals Ltd. from YPCC and formed a 72.18% owned JV company, Yichang Spur Chemicals Ltd. ("YSC"), which owns an NPK compound fertilizer facility located in Hubei Province, China. The two minority partners are YPCC which owns 16.69%, and YMC which in June, 2008 acquired the 11.13% interest originally held by Yichang Yuanfeng Chemical (Yuanfeng).

During the third quarter of 2007, management concluded that prices of raw materials, especially potash and sulphuric acid, were too high for the YSC fertilizer facility to be viable. Management decided to idle the facility and convert it into a mono-ammonium phosphate plant (MAP).

During 2008, the Company commenced the construction activity to convert the fertilizer facility and convert it into a MAP plant. Due to the global financial crisis, the rapid decline in commodity prices in the fourth quarter of 2008, the Chinese government extension of export tariffs and the uncertainty in the near term fertilizer markets both in China and globally the Company decided to temporarily suspend its MAP plant construction. Management will continue to work with its joint venture partner to complete the transfer of the mining licenses to YMC in order to secure a long-term source of phosphate rock for both the MAP plant and the Integrated Phosphate Project.

Management have not recorded a current impairment charge against the existing fertilizer plant and equipment (Note 7) and land use rights (Note 8), as management remains confident that they can obtain the required financing to complete the MAP plant construction and that their plans for the plant will generate profitable operations in the future. There remain additional risks and uncertainties that the transfer of the mining licenses will be approved, that economic ore reserves will be identified and that the significant equity or debt financing for the project will be available to the Company. The phosphate rock project would still face additional risks and uncertainties, including, but not limited to, raw material and construction cost risks, product marketing risks, and political risks.

The recoverability of the Company's investment in property rights, plant and equipment in China is dependent upon these plans or the ability of the Company to dispose of the assets and recover its investment. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary should these material risks and measurement uncertainties prove to be insurmountable, and these adjustments could be material.

2 Recently Enacted but not yet Effective Accounting Pronouncements

The Company has adopted CICA Handbook Section 3064, *Goodwill and Intangible Assets*, which establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. Adoption of this standard has no impact on the Company's consolidated financial statements.

There are three new CICA accounting standards that have been issued but not yet adopted by the Company.

CICA Handbook Section 1582, *Business Combinations*, which replaces the former *Business Combinations*, Section 1581, establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3, "Business Combinations" (January 2008). It applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. The Company is evaluating the impact of these new standards on the Company's consolidated financial statements.

CICA Handbook Section 1601, *Consolidated Financial Statements*, establishes standards for the preparation of consolidated financial statements. Together with the new CICA Handbook Section 1602, it replaces the former *Consolidated Financial Statements*, Section 1600. It applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is evaluating the impact of these new standards on the Company's consolidated financial statements.

CICA Handbook Section1602, *Non-controlling interests*, establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, "Consolidated and Separate Financial Statements" (January 2008). It applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is evaluating the impact of these new standards on the Company's consolidated financial statements.

(Expressed in U.S. dollars)

3 Significant Accounting Policies

The accompanying interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). These interim consolidated financial statements do not include all disclosures required under Canadian GAAP for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited consolidated financial statements for the year ended December 31, 2008.

The Company has used the same accounting policies as disclosed in the audited financial statements included in the Company's latest annual report.

The preparation of the interim consolidated financial statements in compliance with GAAP requires management to make estimates and assumptions. These estimates affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods. The effect of changes in estimates on the financial statements of future periods could be significant for property, plant and equipment as well as land use rights, as a result of challenges facing the Company at its Chinese subsidiaries. While management believes these estimates and assumptions to be reasonable actual results could differ.

In the opinion of management, all adjustments considered necessary for fair presentation of the results for the periods presented have been reflected in the interim consolidated financial statements.

4 Cash and cash equivalents

Cash and cash equivalents consist of deposits with three major Canadian financial institutions and several Chinese banks. Details of the deposits are as follows:

	March 31, 2009	**December 31, 2008**
Canadian Dollar deposits in Canada	$19,266,950	$20,302,987
Canadian Dollar deposits in China	$219	$52,402
RMB deposits in China	$11,853	$140,531
U.S. Dollar deposits in Canada	$6,719	$7,517
Total	**$19,285,742**	**$20,503,438**
Interest rates per annum	up to 0.54%	up to 3.33%
Maturity Date	n/a	January 2009

(Expressed in U.S. dollars)

5 Short-term investments

Short-term investments include Canadian Dollar term deposits in Canada and Chinese Renminbi (RMB) term deposits in the accounts of the Company's representative office in China, with maturities at inception over 90 days but under one year . Details of the term deposits are as follows:

	March 31, 2009	December 31, 2008
Canadian Dollar term deposit in Canada	$317,629	$326,637
RMB term deposits in China	-	$43,974
Total	**$317,629**	**$370,611**
Interest rates per annum	3.05%	3.05% ~ 3.78%
Maturity Date	April 2009	Between February and April 2009

6 Due from joint venture partner

The amount due from YPCC consists of $92,110 (RMB629,492) receivables, a loan of $198,830 (RMB1,358,819), and $18,783 (RMB128,356) accrued interest. The loan bears interest at a rate of 4.875% per annum. YPCC has agreed to repay $58,530 (RMB400,000) per month from April 2009 until the loan and receivables are fully repaid. Two $58,530 (RMB400,000) repayments were received in April and May 2009. A summary of balance at March 31, 2009 and December 31, 2008 year end is as follows:

	March 31, 2009		December 31, 2008	
	RMB	**$**	**RMB**	**$**
Due from YPCC	2,116,667	309,723	2,116,667	310,259

7 Property, plant and equipment

	March 31, 2009			December 31, 2008		
	Adjusted Cost	Accumulated Amortization	Net Book Value	Adjusted Cost	Accumulated Amortization	Net Book Value
Building	$ 1,445,353	$ 220,223	$ 1,225,130	$ 1,487,370	$ 195,878	$ 1,291,492
Construction in progress	2,062,860	-	2,062,860	2,288,463	-	2,288,463
Construction in progress deposits (non-refundable)	1,524,300	-	1,524,300	1,498,255	-	1,498,255
Machinery and equipment	1,934,389	573,580	1,360,809	1,990,623	509,517	1,481,106
Motor vehicles	128,254	71,152	57,101	131,982	66,831	65,151
Office equipment and furniture	143,164	79,690	63,474	147,326	75,728	71,598
Leasehold improvement	29,936	20,955	8,981	30,806	20,024	10,782
Total	**$ 7,268,256**	**$ 965,600**	**$ 6,302,656**	**$ 7,574,825**	**$ 867,978**	**$ 6,706,848**

(Expressed in U.S. dollars)

The adjusted cost reflects an impairment loss of $3,968,981 recognized in 2006 as the carrying amount of the property, plant and equipment exceeded its fair value estimated by the sum of the discounted cash flows expected to result from their use and eventual disposition.

During the third quarter of 2007, management concluded that prices of raw materials, especially potash and sulphuric acid, were too high for the YSC fertilizer facility to be viable. Management decided to idle the facility and convert it into a mono-ammonium phosphate plant (MAP). During 2008, the Company commenced the construction activity to convert the fertilizer facility and convert it into a MAP plant. Due to the global financial crisis, the rapid decline in commodity prices in the fourth quarter of 2008, the Chinese government extension of export tariffs and the uncertainty in the near term fertilizer markets both in China and globally, the Company decided to temporarily suspend its MAP plant construction.

8 Land use rights

	March 31, 2009			December 31, 2008		
	Adjusted Cost	Accumulated Amortization	Net Book Value	Adjusted Cost	Accumulated Amortization	Net Book Value
Land Use Rights	$ 314,959	$ 27,015	$ 287,944	$ 324,116	$ 24,075	$ 300,041

Land use rights refer to the ability of the Company to operate a fertilizer and phosphoric acid facility for a period of 50 years. These land use rights are provided by the municipal government and are being amortized over the initial 30-year term of the related business license as this is currently believed to approximate the estimated useful life. An impairment loss of land use rights, similar to the impairment of property, plant and equipment, was recognized during 2006.

9 Non-controlling interest

In 1996, the Company entered into an agreement with YPCC for the exclusive right to develop the Yichang phosphate deposit, which is located in Hubei Province in China. In 2003, the Company and YPCC formed a Joint Venture company, YMC, to undertake the development of the project, with the Company entitled to 90% ownership and YPCC entitled to 10%. Each of YPCC and Spur were required to make an initial contribution of a minimum of 15% of their relative ownership ratios based on the total registered capital required by the Chinese authorities. In March 2005, the official transfer process from YPCC to YMC began when Spur made its initial capital contribution to the registered capital of YMC. In 2007, YPCC made its initial contribution to the registered capital of YMC. Under the terms of the agreement to form YMC, the balance of YPCC's required capital contribution will be the completion of the transfer of the mining licenses. Upon YPCC making its initial capital contribution a non-controlling interest was created, the value of which was determined to be $441,420 as at December 31, 2007, and $nil as at December 31, 2008 and March 31, 2009 as the non-controlling shareholder's share of cumulative losses in the Chinese operations exceeded invested amount.

(Expressed in U.S. dollars)

10 Shareholders' equity

a) Authorized capital stock

Unlimited common shares without par value
Unlimited number of preferred shares without par value, issuable in series and with special rights and restrictions to be determined on issuance

b) Issued and outstanding capital stock

	Number of common shares	$
Balance as at December 31, 2008	60,407,187	41,386,379
Change	-	-
Balance as at March 31, 2009	60,407,187	41,386,379

c) Contributed Surplus

	Related to Stock Options $	Related to Warrants $	Total $
Balance as at December 31, 2008	2,603,774	4,556,800	7,160,574
Stock-based compensation expenses	67,184	-	67,184
Balance as at March 31, 2009	2,670,958	4,556,800	7,227,758

d) Stock options

There were no options granted, exercised, forfeited or expired during the three months ended March 31, 2009. Options granted subsequent to December 31, 2006 vest over a three-year period, with one-third of the options vesting one year after the date of grant, one-third two years after the date of grant, and the remaining one-third three years after the date of grant. During the three-month period ended March 31, 2009, compensation expense of $67,184 was recognized (2008: $43,534) for options outstanding.

The following table summarizes information about the options outstanding at March 31, 2009:

(Expressed in U.S. dollars)

Number of Options	Exercise Price CAD	Expiry Date
1,250,000	1.50	July 23, 2009
500,000	1.80	March 1, 2010
200,000	1.50	September 16, 2010
625,000	1.03	July 4, 2011
200,000	0.64	January 3, 2012
20,000	0.55	April 4, 2012
20,000	0.50	December 3, 2012
905,000	0.90	June 26, 2013
3,720,000		

e) Warrants

There were no warrants issued or exercised during the three-month period ended March 31, 2009.

11 Related party transactions

During the three months ended March 31, 2009, the Company paid consulting fees of $33,610 to two companies controlled by one officer and one director (2008: $85,112 to three companies controlled by one director and two officers).

Accounts payable to these companies for expenses incurred were $nil at the end of March 31, 2009 and 2008. Except for the RMB2,116,667 ($310,259) due from YPCC (note 6), there were no other accounts receivables from related parties.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the fair value consideration established and agreed to by the related parties.

12 Segmented information

Management considers developing an integrated fertilizer business, which includes the development of the phosphate project in China, to be the Company's principal activity. All revenues are earned from sales to customers located in China.

(Expressed in U.S. dollars)

	March 31, 2009			December 31, 2008		
Geographic Segments	Canada	China	Consolidated	Canada	China	Consolidated
Current assets	$19,648,496	$322,282	$19,970,778	$20,832,985	$ 425,494	$21,258,479
Property, plant & equipment	11,667	6,290,989	6,302,656	14,232	6,692,616	6,706,848
Land used right	-	287,944	287,944	-	300,041	300,041
Total assets	$19,660,163	$6,901,215	$26,561,378	$20,847,217	$7,418,151	$28,265,368

13 Commitments

As at March 31, 2008, the Company had $9.60 million (RMB65.63 million) in signed contracts for the MAP project, $3.19 million (RMB21.83 million) has been paid, $1.00 million (RMB6.84 million) has been accrued, and $5.41 million (RMB36.96 million) has been booked as commitment. A summary of the Company's commitment in the next five years is as follows:

	MAP project contracts
2009	$5,405,598
2010	-
2011	-
2012	-
2013	-