

SQUIRE MINING LTD.
QUARTERLY REPORT
for the six months ended April 30, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

1.1 Date of Report: June 16, 2015

The following management's discussion and analysis should be read together with the financial statements and accompanying notes for the six months ended April 30, 2015 and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

1.2 Overall Performance

Nature of Business and Overall Performance

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 23, 2011 under the name "0906251 B.C. Ltd.". The Company changed its name to "Squire Mining Ltd." effective January 13, 2015.

The principal business of the Company is the acquisition, exploration and, if warranted, development of mineral resource properties. The Company is planning its initial public offering ("IPO") of its shares and intends to list on the Canadian Securities Exchange ("CSE"). On March 18, 2015 the Company received a receipt from the BCSC, ASC and OSC for its IPO dated March 17, 2015. As such, the Company has become a reporting issuer in British Columbia, Alberta and Ontario.

Currently, the Company holds an option to acquire up to a 100% undivided interest in the Star Property, an early stage mineral exploration prospect totaling 2,942 hectares located south of Nazko, in the Chilcotin District of central British Columbia approximately 75 kilometres southwest of Quesnel, B.C.

The Star Property, located in the Cariboo Mining Division of British Columbia, encompasses six mineral tenures totaling 2,942 hectares. Pursuant to the option agreement, the Company holds an option to purchase, subject to a 2% net smelter returns royalty (one half of this royalty may be purchased by the Company at any time prior to the commencement of commercial production for \$500,000), a 100% undivided interest in and to the Star Property for a purchase price of 250,000 common shares of the Company exercisable at any time prior to 12 months from the date of its listing on the CSE ("Listing Date"). If the Company fails to exercise such option, the Company may still acquire a 51% undivided interest in the Star Property by making cash payments totaling \$78,000 and incurring exploration expenditures totaling \$885,000 on the Star Property over a period of four years from the Listing Date. Thereafter, the Company may earn an additional 10% undivided interest in the Star Property (61% in total) by completing, at its sole cost, a pre-feasibility study on the Star Property, and a further 9% interest in and to the Star Property (70% in total) by completing a senior financing required to place the Star Property into production.

1.2 Overall Performance - (cont'd)

Nature of Business and Overall Performance - (cont'd)

Upon completion of this IPO the Company plans to carry out Phase 1 of the exploration program on the Star Property.

The Star Property exploration program consists of two phases. Phase 1 consists of a geochemical soil sampling program of approximately 1,500 samples over a grid of measured east-west oriented line stations totaling 75 line kilometres and a ground based magnetometer survey to investigate the mineral potential of Star Property. The estimated cost of Phase 1 is \$72,050. If warranted by the results of Phase 1, a follow up Phase 2 program consisting of a 30 line kilometre induced polarization geophysical survey and five diamond drill holes totaling 2,000 metres is recommended at an estimated cost of \$440,000.

The IPO is comprised of 3,000,000 common shares at a price of \$0.10 per common share. On June 12, 2015 the Company completed the IPO and paid the Agent a cash commission of \$30,000 and issued to the Agent broker warrants to purchase 300,000 common shares at \$0.10 per share until December 12, 2016. The Agent also received a corporate finance fee of \$25,000 (plus GST), of which a non-refundable amount of \$13,125 (inclusive of GST) was paid to the Agent in January 2015.

The Company common shares are deemed to be listed on the CSE effective June 12, 2015 and trading commenced on June 16, 2015.

The Company intends to use the net proceeds from the IPO, after paying the above noted amounts, to pay for, among other things, the balance of the costs of the IPO, the initial cash property payments, the recommended Phase 1 work program on the Star Property and the Company's estimated general and administrative expenses for the ensuing 12 months and to establish reserves for the recommended Phase 2 work program on the Star Property (if warranted from the results of Phase 1) and unallocated working capital. If, based on the results of the Phase 1 work program, the Company decides not to proceed with Phase 2, the net proceeds from the IPO currently allocated as a reserve for Phase 2 will be reallocated towards the acquisition and exploration of one or more new mineral resource properties and/or for general working capital purposes. There are no assurances that the Company will proceed with Phase 2, which will be contingent upon favorable results from Phase 1.

On March 13, 2015, the directors and officers that had paid \$0.005 per share for 5,000,000 common shares during the year ended October 31, 2012, agreed to further capitalize the Company in an additional aggregate amount of \$25,000, pursuant to the requirements of regulatory authorities in connection with the Company obtaining a receipt for the IPO. These funds were recorded within the reserve account for accounting purposes.

The Company has been focusing its activities on the completion of the IPO and its current financial condition is good with working capital of \$233,708 at April 30, 2015. Effective immediately, the Company will now focus its activities on its Phase 1 work program.

1.3 Selected Annual Information

The following financial data are selected information for the Company for the three most recently completed financial years (as required for the first interim MDA filed):

	Years ended October 31,		
	<u>2014</u>	<u>2013</u>	<u>2012</u>
Total revenues	\$ -	\$ -	\$ -
Loss before discontinued operations and extraordinary items	(13,526)	(4,996)	(11,102)
Basic and diluted loss per share before discontinued operations and extraordinary items	(0.00)	(0.00)	(0.01)
Net loss	(13,526)	(4,996)	(11,102)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)
Total assets	307,467	11,119	15,865
Total long-term liabilities	-	-	-
Cash dividends per share	-	-	-

The Company's activity has generally remained constant over the last three years, except as noted below.

During the year ended October 31, 2014 the Company significantly increased its activity due to its intention to ultimately trade on the CSE. The most significant difference over the three years was the increase in shares issued for cash in the year ended October 31, 2014 (\$293,000), whereas there was no shares issued for cash in the year ended October 31, 2013 and only \$25,000 shares issued for cash during the year ended October 31, 2012 (including \$10,000 paid as subscriptions during the year ended October 31, 2011). This increase in 2014 was due to the Company capitalizing its treasury with its initial seed shareholders.

Another difference during these years was that during the year ended October 31, 2014 the Company undertook to have its financial statements audited for the year's ended October 31, 2014, 2013 and 2012 and for the period from March 23, 2011 (date of incorporation) to October 31, 2011, in order to meet the requirements of the BCSC, the ASE and the OSC. The Company accrued \$11,000 in audit and accounting fees during the year ended October 31, 2014, whereas no such fees were accrued during the prior years.

Finally, the Company capitalized exploration and evaluation assets costs during the year ended October 31, 2014, whereas these costs were expensed in the prior years. This was done as the Company's accounting policy is to capitalize exploration and evaluation asset costs once the Company has established the legal right to explore the mineral claims, upon signing of its mineral property option agreement on October 5, 2013. Prior to that date all such costs were expensed. During the years ended October 31, 2013 and 2012, the Company expensed \$4,394 and \$9,080, respectively, in such costs whereas \$8,647 in such costs incurred during the year ended October 31, 2015 were capitalized.

1.4 Results of Operations

The Company has not generated revenue to date and the net loss during the six months ended April 30, 2015 as compared to the six months ended April 30, 2014 were significantly different as the Company was actively completing the filing and receipting of its IPO. Consequently its legal fees were significantly higher than the six months ended April 30, 2014. Also, as the Company issued share purchase options during the six months ended April 30, 2015, its share based compensation costs were significantly higher as there were no share purchase options issued by the Company prior to this period.

The Company's cash flow usage was significantly higher during the six months ended April 30, 2015 than the six months ended April 30, 2014 due to the costs of completing the filing and receipting of its IPO, as discussed above. Also, on March 13, 2015, the directors and officers that had paid \$0.005 per share for 5,000,000 common shares during the year ended October 31, 2012, agreed to further capitalize the Company in an additional aggregate amount of \$25,000, pursuant to the requirements of regulatory authorities in connection with the Company obtaining a receipt for the IPO. These funds were recorded within the reserve account for accounting purposes.

The Company's significant project is the Star Property exploration project, detailed in section 1.2.

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters (as the Company became a reporting issuer on March 18, 2015, it has only provided information for the quarters ended April 30, 2015 and January 31, 2015 (a quarter where financial statements had been prepared previously)) :

							Q2	Q1
							April 30,	Jan. 31,
							2015	2015
Total revenues							\$ -	\$ -
Net income (loss) before discontinued operations and extraordinary items:								
Total							\$ (42,523)	\$ (120,750)
Per share							\$ (0.00)	\$ (0.00)
Per share, fully Diluted							\$ (0.00)	\$ (0.00)
Net income (loss)								
Total							\$ (42,523)	\$ (120,750)
Per share							\$ (0.00)	\$ (0.00)
Per share, fully Diluted							\$ (0.00)	\$ (0.00)

1.5 Summary of Quarterly Results – (cont'd)

The Company reported a net loss of \$42,523 during the three months ended April 30, 2015. Administrative expenses for the three months ended April 30, 2015 remained approximately the same as the three months ended January 31, 2015, except for the significant increase in filing fees (increase of \$15,123) and legal fees (increase of \$6,555) due to the filing of the IPO with the BSCS, the ASC and the OSC during the current quarter. Also, as the Company issued share purchase options during the quarter ended January 31, 2015, its share based compensation costs were significantly higher in that quarter as there were no share purchase options issued by the Company during the current quarter.

1.6 Liquidity

The Company has total assets of \$302,468 as at April 30, 2015. The Primary assets of the Company are cash and cash equivalents of \$271,260. The Company currently has a total working capital of \$233,708. The Company has adequate liquidity to meet its current plans. Its working capital requirements for the remainder of 2015 will depend on the results from Phase 1 exploration on the Star Property. In any case, it will have adequate funds for the remainder of the year ended October 31, 2015.

1.7 Capital Resources

The capital resources of the Company are primarily its cash and cash equivalents of \$271,260 at April 30, 2015. The Company has committed funds for expenditures on the Star Property during the next twelve months which are expected to be at least \$72,000 and \$6,000 in property payments. The Company plans to carry out the Phase 1 exploration program on the Star Property recommended in the Star Report during 2015 to satisfy such assessment work, failing which the Company will be required to pay \$88,230 cash in lieu of filing assessment work prior to the October 1 or October 3, 2015 expiry dates, as applicable, to renew the mineral tenures comprising the Star Property for an additional one year period. If warranted by the results of Phase 1 and contingent upon available funds, a Phase 2 exploration program will be undertaken provided that if, upon completion of the IP survey, positive geochemical and/or geophysical signatures are not present, the drilling program should be eliminated. The estimated cost of Phase 2 is \$440,000.

The Company has reserved a total of \$150,000 from the IPO to carry out the Phase 2 exploration program. However, if the results from Phase 1 warrant further exploration the Company will not have sufficient funds from the IPO to fund the full cost of the recommended Phase 2 exploration program on the Star Property. In such event, the Company will require an additional \$290,000 to complete the entire Phase 2 program. Furthermore, if the results from Phases 1 and 2 are encouraging the Company will require further capital in order to complete additional exploration and development work on the Star Property. There are no assurances that such additional funding will be available to the Company on commercially reasonable terms or at all.

At April 30, 2015 the Company had no other commitments for expenditures other than the current accounts payables and accrued liabilities totalling \$40,738 and commitments from the closing of the IPO, which were financed by IPO funds on June 12, 2015.

1.8 Off Balance Sheet Arrangements

There is no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

During the Company's seed capital phase, the Company sold a total of 16,500,000 seed shares to its directors and officers (or companies controlled by such directors and officers) at prices of \$0.005 per Seed Share (as to 5,000,000 shares) and \$0.02 per Seed Share (as to 11,500,000 shares) for an aggregate purchase price of \$255,000. On March 13, 2015, the directors and officers that had paid \$0.005 per share for 5,000,000 common shares, agreed to further capitalize the Company in an additional aggregate amount of \$25,000, pursuant to the requirements of regulatory authorities in connection with the Company obtaining a receipt for the IPO. These funds were recorded within the reserve account for accounting purposes.

On January 13, 2015 and January 19, 2015, the Company granted stock options to its directors and officers to purchase up to a total of 1,125,000 common shares at a price of \$0.12 per Common Share exercisable until March 31, 2020 and are subject to regulatory approval

Save for granting of incentive stock options from time to time under the Company's stock option plan and reimbursement of reasonable out-of-pocket expenses, the Company does not anticipate paying any compensation to its directors in their capacities as such during the initial 12 month period following completion of the Offering.

1.10 Fourth Quarter

N/A

1.11 Proposed Transactions

N/A

1.12 Critical Accounting Estimates

N/A for venture issuers

1.13 Changes in Accounting Policies including Initial Adoption

New accounting policies that the Company has adopted during the six months ended April 30, 2015 or expects to adopt are noted below (also disclosed in the annual October 31, 2014 financial statements):

Accounting Standards and Amendments Issued

N/A

Accounting Standards and Amendments Issued but Not Yet Effective

The following new standard and interpretation is not yet effective and has not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of this new standard; however the Company does not expect it to have a significant effect on the financial statements.

- IFRS 9, *Financial Instruments* (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.

1.14 Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable, accrued liabilities and due to related parties.

The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's exposure to credit risk is the risk of illiquidity of cash and cash equivalents amounting to \$271,260 at April 30, 2015. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

The Company also has exposure to credit risk with regards to its GST receivable at April 30, 2015 which is due from the Canadian government. The Company closely monitors this risk and believes the risk is not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet operating accounts payable requirements. The Company has maintained sufficient cash balances to meet these needs at April 30, 2015.

Foreign Exchange Risk

The Company has virtually no foreign exchange risk as all its activities are carried out in Canada and all its financial assets and liabilities are denominated in Canadian dollars.

Interest Rate Risk

The Company has no exposure to interest rate risk on its cash and cash equivalents. At April 30, 2015, the Company maintained all of its cash balance on deposit in a chequing account with a major Canadian bank.

Price Risk

The Company is not exposed to price risk.

The carrying value of cash and cash equivalents, GST receivable and accounts payable, accrued liabilities and due to related parties approximate their fair values due to the short maturity of those instruments. There is no income, expenses, gains or losses associated with the financial instruments.

1.15 Other MD&A Requirements

a) Additional information relating to the Company is on SEDAR at www.sedar.com.

b) Disclosure of Outstanding Share Data

i) Authorized:

Unlimited common shares without par value

ii) Common Shares Issued:

	<u>Number</u>	<u>Amount</u>
Balance, April 30, 2015	<u>19,152,001</u>	<u>\$ 330,601</u>

On June 12, 2015 the Company issued 3,000,000 common shares at \$0.10 per share for proceeds of \$300,000. Consequently on June 16, 2015 there were 22,152,001 common shares outstanding.

iii) Share Purchase Warrants:

At April 30, 2015, there were no share purchase warrants outstanding. On June 12, 2015, the Company issued Agents broker warrants to purchase 300,000 common shares at \$0.10 per share until December 12, 2016. These were the only share purchase warrants outstanding at June 16, 2015.

iv) Share Purchase Options:

At April 30, 2015 and June 16, 2015, there were 1,125,000 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held, at \$0.12 per share. These options expire on March 31, 2020.