

SQUIRE MINING LTD.
ANNUAL REPORT
for the year ended October 31, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

1.1 Date of Report: February 15, 2017

The following management's discussion and analysis should be read together with the financial statements and accompanying notes for the year ended October 31, 2016 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. Currently, the Company holds an option to acquire up to a 100% undivided interest in the Star Property, an early stage mineral exploration prospect totalling 2,942 hectares located south of Nazko, in the Chilcotin District of central British Columbia approximately 75 kilometres southwest of Quesnel, B.C.

On March 18, 2015 the Company received a receipt from the BCSC, ASC and OSC for its initial public offering ("IPO") dated March 17, 2015. As such, the Company became a reporting issuer in British Columbia, Alberta and Ontario. On June 12, 2015 the Company completed its IPO and the Company's common shares were deemed to be listed on the Canadian Securities Exchange ("CSE"). Trading commenced on June 16, 2015.

The IPO was comprised of 3,000,000 common shares at a price of \$0.10 per common share. On June 12, 2015 the Company 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.

1.2 Overall Performance - (cont'd)

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

During the year ended October 31, 2015, the Company used a portion of 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 payment and also paid for the initial costs of the recommended Phase 1 work program on the Star Property. The Company intends to use the remainder of the net proceeds from the IPO to fund the remainder of the recommended Phase 1 work program on the Star Property, the estimated general and administrative expenses for the ensuing 12 months, 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.

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 held 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"). As the Company did not 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.

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.

During the year ended October 31, 2015, the Company focused its activities on its Phase 1 work program. The first stage of the Phase 1 field work was completed. The proposed program consisted of 8 lines, 800 metres apart that cover most of the property. The program collected 221 soil samples and completed 3 of the 8 proposed lines. The samples were analyzed for 53 elements. Numerous anomalies were identified on the property including multi-element lead-zinc-silver-cadmium anomalies. These anomalies will need more detailed sampling around them before any size or trend can be determined. Response ratios of up to 216 for zinc, 114 for lead, 96 for cadmium, 21 for silver, 11 for copper and 6 for gold have been calculated. Management was encouraged by the results as the lead-zinc-silver-cadmium anomalies might be the geochemical signature of a vein hosted silver-lead-zinc deposit or a disseminated gold-silver-lead-zinc deposit. During the year ended October 31, 2016 the Company completed the first phase MMITM soil geochemistry program and more detailed sampling surrounding identified anomalies. This program was completed June 25, 2016 and the Company received the Geological and Geochemical Assessment Report dated October 1, 2016 on October 17, 2016.

1.2 Overall Performance - (cont'd)

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

Recommendations included increasing the density of sampling around identified MMITM soil geochemistry anomalies and trenching of anomalies with a small backhoe. If any encouraging results are obtained from trenching, then drilling is warranted.

The \$10,000 property option payment due eighteen months after Listing Date was paid on January 10, 2017.

The 2016 and 2015 Assessment Report, MMI™ results and maps of the 2016 and 2015 program can be found on the Squire Mining website.

On October 14, 2016, the Company entered into a binding letter of intent (“LOI”) with Strategic Aviation Holdings Ltd. (“SAH”), a privately owned company incorporated under the laws of Ontario, and each of the shareholders of SAH, which set out the terms and conditions pursuant to which the Company, SAH and the SAH shareholders agreed to complete a transaction that would result in the acquisition by the Company of all of the issued and outstanding common shares of SAH.

SAH is a national multi-functional aviation services provider, focusing on airline ground handling and catering logistics services in Canada.

The completion of the proposed transaction was subject to a number of terms and conditions, including entering into a definitive agreement, the completion of the financing, the approval of the shareholders of the Company, the approval of the exchange and other relevant regulatory authorities. On January 6, 2017 the LOI was terminated after the parties were unable to meet certain conditions required to complete the transaction on mutually acceptable terms.

The Company’s current financial condition is good with working capital of \$272,470 at October 31, 2016.

The following financial data are selected information for the Company for the three most recently completed financial years:

	Years ended October 31,		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Total revenues	\$ -	\$ -	\$ -
Loss before discontinued operations and extraordinary items	(106,532)	(132,085)	(13,526)
Basic and diluted loss per share before discontinued operations and extraordinary items	(0.00)	(0.01)	(0.00)
Net loss	(106,532)	(132,085)	(13,526)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)
Total assets	379,558	461,441	307,467
Total long-term liabilities	-	-	-
Cash dividends per share	-	-	-

1.3 Selected Annual Information – (cont'd)

Comparison of 2014 and 2015

The primary difference between 2014 and 2015 was that during 2015 the Company completed the process of becoming a public company. On June 12, 2015, the Company completed its IPO and commenced trading on the CSE on June 16, 2015. The Company raised a net of \$207,237 after share issue costs of \$92,763 from the sale of 3,000,000 common shares. Consequently the Company's cash and cash equivalents at October 31, 2015 was greater (\$414,863) than the balance at October 31, 2014 (\$298,559). The Company also spent \$37,430 on its exploration project during the year ended October 31, 2015 versus \$6,647 during the year ended October 31, 2014. General and administrative expenses were significantly greater in 2015, primarily related to legal costs of \$52,477 incurred related to legal services related to completing the Company's listing on the CSE, regulatory filing fees of \$29,561, a majority of which related to the initial CSE listing costs and share-based compensation of \$33,750 related to the granting of stock options to directors and an officer of the Company.

Comparison of 2015 and 2016

The primary difference between 2015 and 2016 was that during 2015 the Company completed the process of becoming a public company, whereas during 2016 the Company had its first full year of operations. General and administrative expenses were significantly less in 2016, primarily related to legal costs and regulatory filing fees incurred in 2015 related to completing the Company's listing on the CSE and share-based compensation of \$33,750 related to the granting of stock options to directors and an officer of the Company. The only other significant difference was in 2016 the Company incurred a foreign exchange loss of \$31,465 related to foreign exchange on the purchase and sale of US funds.

1.4 Results of Operations

The Company has not generated revenue to date and the loss before other items during the year ended October 31, 2016 as compared to the year ended October 31, 2015 were significantly different as the Company was actively completing the filing and receipting of its IPO and commencing its exploration program during the year ended October 31, 2015. Consequently legal fees (\$52,477) and regulatory filing costs (\$29,561) were significantly higher than the year ended October 31, 2016, except for legal services with respect to the LOI of \$24,718 which is included in Project Investigation Costs (the Company also paid legal fees of \$15,000 with respect to this LOI, which were held in trust and included in cash and cash equivalents.). Also, as the Company issued share purchase options during the year ended October 31, 2015, its share based compensation costs were significantly higher (\$33,750) as there were no share purchase options issued by the Company the year ended October 31, 2016. Otherwise the Company incurred regular operation expenses, including transfer agent fees, shareholder communications and travel costs, during the year ended October 31, 2016 whereas the Company was incurring expenses mainly related to obtaining its CSE listing in the comparable period for the year ended October 31, 2015. Project investigation costs incurred were related to the review of potential acquisitions, including the LOI.

During the year ended October 31, 2016 the Company purchased US \$276,383 by paying CDN \$380,000 as a short term investment and to secure itself should it consider US business opportunities in the future. The Company sold the US funds receiving CDN \$348,535 and recorded \$31,465 in realized losses on the US funds during the year ended October 31, 2016 due to the decrease in value of the US dollar as compared to the Canadian dollar, the currency that the financial statements are recorded in. At October 31, 2016 the Company does not hold any significant US funds. The Company did not hold US funds during the comparable period for the year ended October 31, 2015.

1.4 Results of Operations – (cont'd)

The Company's cash outflow from operating activities during the year ended October 31, 2016 (\$86,073) was less than during the year ended October 31, 2015 (\$104,528) primarily due to the reduced operating costs versus the IPO and CSE listing costs during the year ended October 31, 2015, except for the realized loss on foreign exchange during the year ended October 31, 2016. Also during the year ended October 31, 2015, the Company raised \$312,600 from the sale of its common shares. Also, on March 13, 2015, shareholders 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. No funds were raised from the sale of common stock during the year ended October 31, 2016.

Finally the company incurred exploration and evaluation costs on its Star Property totalling \$31,621 during the year ended October 31, 2016 primarily related to the completion of Phase 1 exploration on its Star Property during the summer of 2016.

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:

	Q3	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	Oct. 31,	July 31,	April 30,	Jan 31,	Oct 31,	July 31,	April 30,	Jan. 31,
	2016	2016	2016	2016	2015	2015	2015	2015
Total revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net income (loss) before discontinued operations and extraordinary items:								
Total	\$ (29,355)	\$ (20,488)	\$ (57,980)	\$ 1,291	\$ (12,940)	\$ (23,372)	\$ (42,523)	\$ (53,250)
Per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Per share, fully Diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Net income (loss)								
Total	\$ (29,355)	\$ (20,488)	\$ (57,980)	\$ 1,291	\$ (12,940)	\$ (23,372)	\$ (42,523)	\$ (53,250)
Per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Per share, fully Diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

The Company reported a net loss of \$29,355 during the three months ended October 31, 2016. Administrative expenses during the three months ended October 31, 2016 remained approximately the same as the three months ended July 31, 2016, except audit (increase of \$5,000) and legal costs (increase of \$6,000) increased during the three months ended October 31, 2016 compared to the three months ended July 31, 2016 due to accruing audit fees of \$5,000 in the last quarter and continued legal costs in the last quarter regarding the LOI. The Companies travel costs were approximately \$3,500 lower during the three months ended October 31, 2016 compared to the three months ended July 31, 2016 as the majority of travel costs related to due diligence for the LOI were undertaken in the three months ended July 31, 2016.

1.6 Liquidity

The Company has total assets of \$379,558 as at October 31, 2016. The Primary assets of the Company are cash of \$297,169 and exploration and evaluation assets \$68,653. The Company currently has a total working capital of \$272,470. The Company has adequate liquidity to meet its current plans. Its working capital requirements for the fiscal year ended October 31, 2017 will be its administrative costs regarding the operations of the public company, exploration costs and possible project investigation costs. It is expected that the Company will have adequate funds for the year ended October 31, 2017.

1.7 Capital Resources

The capital resources of the Company are primarily its cash of \$297,169 at October 31, 2016. The Company has received the results for the summer exploration program on its Star Property but has yet to determine its expenditure plans during the next twelve months. 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 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 October 31, 2016 the Company had no other commitments for expenditures other than the current accounts payables and accrued liabilities totalling \$38,435.

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

The Company incurred the following expenditures charged by directors of the Company and a spouse of a director of the Company:

	<u>2016</u>	<u>2015</u>
Administrative expenses:		
Website cost	\$ -	\$ 1,698
Key management compensation:		
Share-based compensation	-	30,000
	<u>\$ -</u>	<u>\$ 31,698</u>

The transactions above are in the normal course of operations and were measured by amounts agreed upon by the transacting parties.

Accounts payable at October 31, 2016 includes \$131 (2015: \$Nil) owed to an officer of the Company for reimbursement of expenses.

1.9 Transactions with Related Parties – (cont'd)

The Company considers its Chief Executive Officer, Chief Financial Officer and directors of the Company to be key management.

1.10 Fourth Quarter

Activity during the fourth quarter was primarily related to review of results of the summer exploration program, preparation and review of the Property Report and further work and due diligence related to the LOI.

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 year ended October 31, 2016 or expects to adopt are noted below (also disclosed in the annual October 31, 2016 financial statements):

Accounting Policies Initially Adopted

Foreign currency translation:

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars by the use of the exchange rate in effect at that date. At the period-end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the period-end date and the related translation differences are recognized in net income.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in net income or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

1.13 Changes in Accounting Policies including Initial Adoption – (cont'd)

Accounting Standards and Amendments Issued but Not Yet Effective

The following new standards and interpretations are not yet effective and have not been applied in preparing the financial statements. The Company is currently evaluating the potential impacts of these new standards; however, the Company does not expect them 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.
- IFRS 15 *Revenue from Contracts with Customers provides a single principle-based framework to be applied to all contracts with customers.* IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2017.

1.14 Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities.

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 amounting to \$297,169 at October 31, 2016. 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 amounts receivable at October 31, 2016, 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 October 31, 2016.

1.14 Financial Instruments and Other Instruments – (cont'd)

Foreign Exchange Risk

As at October 31, 2016, 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. At October 31, 2016, 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, amounts receivable, accounts payable and accrued liabilities 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, October 31, 2014	18,900,001	\$ 318,001
Seed shares - at \$0.05	252,000	12,600
Initial Public Offering - at \$0.10	3,000,000	300,000
Less: Share Issue Costs	<u>-</u>	<u>(92,763)</u>
Balance, Oct. 31, 2015, October 31, 2016 and February 15, 2017	<u>22,152,001</u>	<u>\$ 537,838</u>

iii) Share Purchase Warrants:

At October 31, 2016 there were Agents broker warrants to purchase 300,000 common shares at \$0.10 per share. These warrants expired unexercised on December 12, 2016.

iv) Share Purchase Options:

At October 31, 2016 and February 15, 2017, 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.