

**Form 2A
LISTING STATEMENT**

**SQUIRE MINING LTD.
(the “Issuer”)**

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Schedule 1 to Form 2A

Listing Statement of Squire Mining Ltd.

5. Selected Consolidated Financial Information

5.2 Quarterly Information

The Issuer was incorporated on March 23, 2011 and became a reporting issuer in the Provinces of British Columbia, Alberta and Ontario on March 18, 2015. Accordingly, the Issuer was not required to and did not prepare quarterly statements for any fiscal years prior to January 31, 2015. A summary of selected financial information for the three month period ended January 31, 2015 is set out below and should be read in conjunction with the Issuer's unaudited interim financial statements and related notes for such period included in this Listing Statement.

The following information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, and is expressed in Canadian dollars.

	(IFRS) Three Months Ended January 31, 2015
Revenue	\$ -
Expenses	\$ 120,750
Net Loss and Comprehensive loss	\$ 120,750
Loss per share – basic and diluted ⁽¹⁾	\$ (0.00)
Working capital (deficiency)	\$ 251,231
Total assets	\$ 307,253
Total long-term financial liabilities	\$ -
Total liabilities	\$ 28,000
Deficit	\$ (152,598)
Total shareholder's equity	\$ 279,253
Weighted average number of shares outstanding	18,941,539

(1) Based on the weighted average number of shares outstanding during the period.

6. Management's Discussion and Analysis

6.6 Summary of Quarterly Results

During the three month period ended January 31, 2015 the Issuer's activities focused primarily on raising seed capital, preparing and filing of the Prospectus and implementing additional accounting and administrative systems and procedures in preparation of becoming a reporting issuer and the increased reporting and compliance requirements associated therewith. The Issuer did not incur any exploration or other expenses on the Star Property during such period.

For the three month period ended January 31, 2015 the Issuer earned no revenue and incurred general and administrative expenses of \$120,750 compared to \$6 for the corresponding three month period ended January 31, 2014. The increase in general and administrative expenses resulted primarily from the granting of stock options to the directors and officers of the Issuer in the current period and increased activity surrounding the IPO (as hereinafter defined) and the Issuer's efforts to go public. See Item 3 "General Development of the Business".

During the three month period ended January 31, 2015 the Issuer granted incentive stock options to the directors and officers of the Issuer to purchase up to an aggregate of 1,125,000 common shares at a price of \$0.12 per share on or before March 31, 2020 resulting in stock based compensation expense totalling \$101,250 compared to \$Nil for the corresponding three month period ended January 31, 2014. See Item 9 "Options to Purchase Securities". In addition, the Company incurred legal fees of \$18,164 and accounting and audit fees of \$900 in connection with the preparation of the Prospectus and the Issuer's application for listing on the CSE compared to \$Nil for the corresponding three month period ended January 31, 2014.

As a result of the foregoing, the Issuer's comprehensive loss for the three month period ended January 31, 2015 was \$120,750 or \$0.00 per share (basic and diluted) compared to \$6 or \$0.00 per share (basic and diluted) for the corresponding three month period ended January 31, 2014.

As at January 31, 2015, the Issuer had total assets of \$307,253 consisting of cash and cash equivalents of \$278,137, GST receivable of \$1,094, deferred finance costs of \$19,375 and exploration and evaluation assets of \$8,647.

The total liabilities of the Issuer as of January 31, 2015 were \$28,000 comprised entirely of accrued liabilities.

6.7 Liquidity

The Issuer has not generated any revenue from operations and to date has relied entirely upon the sale, by way of private placement, of Common Shares to carry on its business.

The Issuer's financial statements have been prepared on a going concern basis and assume that the Issuer will be able to meet its obligations and continue its operations for the next twelve months. The continuing operations of the Issuer are dependent upon its ability to continue to raise adequate financing.

	January 31, 2014	October 31, 2014
Working capital (deficiency)	\$ 251,231	\$ 277,506
Deficit	(152,598)	(31,848)

Net cash used in operating activities for the three month period ended January 31, 2015 was \$13,647 (January 31, 2014 - \$6) comprised of the net loss of \$120,750 for the period, adjusted for share-based compensation of \$101,250 and changes in non-cash working capital items of \$(5,853). Cash used in financing activities for the three month period ended January 31, 2015 was \$6,775 comprised of shares issued for cash of \$12,600 and deferred finance costs of \$19,375.

As of January 31, 2015, the Issuer had a working capital surplus of \$251,231 (unaudited) comprised of current assets of \$279,231 and accrued liabilities of \$28,000.

On March 18, 2015 the Issuer obtain a receipt for its (final) Prospectus dated March 17, 2015 qualifying for sale in the Provinces of British Columbia, Alberta and Ontario a total of 3,000,000 Common Shares at a price of \$0.10 per share for gross proceeds of \$300,000 (the “**IPO**”). On June 12, 2015, the Issuer completed the IPO selling the entire 3,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$300,000. After deducting the agent’s commission of 10% cash, the balance of the agent’s corporate finance fee of \$13,125 and the balance of costs of issue estimated at \$36,000, the Issuer received net proceeds of approximately \$220,875 from the IPO.

The Issuer anticipates that the net proceeds of the IPO, together with the Issuer’s current working capital surplus, will be sufficient to enable the Issuer to carry out, inter alia, the recommended Phase 1 exploration program on the Star Property and satisfy its business and property commitments for the ensuing year. See Item 6.8 “Capital Resources”.

6.10 Transactions with Related Parties

During January 2015, the Issuer granted stock options to its directors and officers to purchase up to an aggregate of 1,125,000 Common Shares at a price of \$0.12 per share exercisable on or before March 31, 2020.

Save as aforesaid, the Issuer did not enter into any transactions with related parties during the three month period ended January 31, 2015. For the corresponding three month period ended January 31, 2014, the Issuer was indebted to certain directors for loans totaling \$120 provided to the Issuer to cover monthly bank charges. These loans were repaid during the year ended October 31, 2014.

6.17 Additional Disclosure for Issuers without Significant Revenue

The Issuer did not incur any capitalized exploration costs on the Star Property during the three month period ended January 31, 2015 or the corresponding three month period ended January 31, 2014.

A breakdown of the general and administrative expenses incurred by the Issuer for the three month period ended January 31, 2015 and the corresponding three month period ended January 31, 2014 is included in the Condensed Interim Statements of Comprehensive Loss forming part of the Issuer’s unaudited condensed interim financial statements for the period ended January 31, 2015 included in this Listing Statement.

14. Capitalization

14.1 Issued Capital:

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	22,152,001	23,577,001	100%	100%
Held by Related Persons ¹ (B)	16,500,001	17,625,001	74.49%	74.76%
Total Public Float (A-B)	5,652,000	5,952,000	25.51%	25.24%
<u>Freely-Tradeable Float</u>				
Number of restricted securities ² (C)	16,500,001 ³	16,500,001 ³	74.49%	69.98%
Total Tradeable Float (A-C)	5,652,000	7,077,000	25.51%	30.02%

1 Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held).

2 Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders

3 10% of these shares will be released from escrow on the listing date.

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____

2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	6	5,652,000
TOTAL	6	5,652,000

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	40	42,500
2,000 – 2,999 securities	16	32,500
3,000 – 3,999 securities	4	12,500
4,000 – 4,999 securities	3	12,000
5,000 or more securities	105	5,552,500
Unable to confirm	-	-
TOTAL	168	5,652,000

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	4	16,500,001
TOTAL	4	16,500,001

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Agent's share purchase warrants (exercisable on or before December 12, 2016 at \$0.10 per share)	300,000 warrants	300,000 common shares
Incentive stock options (exercisable on or before March 31, 2020 at \$0.12 per share)	1,125,000 options	1,125,000 common shares
Total Convertible Securities	1,425,000	1,425,000

14.3 There are no other common shares reserved for issuance that are not included in section 14.2 above, save and except for the Issuer's stock option plan which allows for the grant of options, on a rolling basis, to directors, officers, employees and consultants in an amount up to 10% of the Issuer's outstanding common shares from time to time.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Squire Mining Ltd. hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to Squire Mining Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated this 12th day of June, 2015.

/s/ Ian H. Mann

Ian H. Mann
Chief Executive Officer

/s/ Kevin R. Hanson

Kevin R. Hanson
Chief Financial Officer

/s/ Tibor F. Gajdics

Tibor F. Gajdics
Director

/s/ Chrisilios Kyriakou

Chrisilios Kyriakou
Director

/s/ Ian H. Mann

Ian H. Mann
Promoter