FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Squire Mining Ltd. (the "Issuer").

Trading Symbol: SQR

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

See attached financial statements

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

See Section 1.9 of the MDA and Note 8 of the financial statements.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period, **None**

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

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 Initial Public Offering ("IPO"). These funds were recorded within the reserve account for accounting purposes.

(b) summary of options granted during the period, **None**

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. **Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

See attached financial statements

4. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Ian Mann, President, Chief Executive Officer and Director
Kevin Hanson, Chief financial Officer and Director
Tibor Gajdics, Director
Chrisilios Kyriakou, Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

See MDA attached

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated June 16, 2015

Kevin Hanson
Name of Director or Senior Officer

"Kevin Hanson"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer Squire Mining Ltd.	For Quarter Ended April 30, 2015	Date of Report YY/MM/D 15/06/16
Issuer Address Suite 404-815 Hornby Street		
City/Province/Postal Code Vancouver, B.C., V6Z 2E6	Issuer Fax No. ( ) N/A	Issuer Telephone No. ( ) (604) 929-0900
Contact Name Kevin Hanson	Contact Position CFO	Contact Telephone No. (604) 929-0900
Contact Email Address khanson@bdo.ca	Web Site Address N/A	

SQUIRE MINING LTD.

(An Exploration Stage Company)

CONDENSED INTERIM FINANCIAL STATEMENTS

For the six months ended April 30, 2015

(Stated in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE TO READER

The accompanying financial statements for the quarter ended April 30, 2015 and 2014 and as at April 30, 2015 and October 31, 2014 have been prepared by management and have not been reviewed or audited by the Company’s auditors.

SQUIRE MINING LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
April 30, 2015 and October 31, 2014
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	April 30, 2015	October 31, 2014
ASSETS		
Current		
Cash and cash equivalents	$ 271,260	$ 298,559
GST receivable	3,186	261
	274,446	298,820
Deferred finance cost – Note 9	19,375	-
Exploration and evaluation assets – Note 5	8,647	8,647
	$ 302,468	$ 307,467
LIABILITIES		
Current		
Accounts payable	$ 29,013	$ 8,094
Accrued liabilities	11,725	13,100
Due to related parties – Notes 6 and 8	-	120
	40,738	21,314
SHAREHOLDERS' EQUITY		
Share capital – Notes 5, 6 and 9	330,601	318,001
Reserve – Note 6	126,250	-
Accumulated deficit	(195,121)	(31,848)
	261,730	286,153
	$ 302,468	$ 307,467

SEE ACCOMPANYING NOTES

SQUIRE MINING LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
for the three and six months ended April 30, 2015 and 2014
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three months ended April 30, 2015	Three months ended April 30, 2014	Six months ended April 30, 2015	Six months ended April 30, 2014
General and administrative expenses				
Accounting and audit fees	$ 900	$ -	$ 1,800	$ -
Bank charges	-	6	142	12
Consulting fees	1,000	-	1,000	-
Filing fees	15,123	-	15,123	-
Legal fees	24,719	-	42,883	-
Office and miscellaneous	781	-	1,075	-
Share based compensation – Note 6	-	-	101,250	-
Net loss and comprehensive loss for the period	$ (42,523)	$ (6)	$ (163,273)	$ (12)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding	19,152,001	5,625,825	19,045,601	5,625,825

SQUIRE MINING LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
for the six months ended April 30, 2015 and 2014
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	Six months ended April 30, 2015	Six months ended April 30, 2014
Operating Activities		
Net loss for the period	$ (163,273)	$ (12)
Item not affecting cash:		
Share based compensation	101,250	-
Changes in non-cash working capital items related to operations:		
GST receivable	(2,925)	-
Accounts payable	20,919	-
Accrued liabilities	(1,375)	-
Due to related parties	(120)	-
	(45,524)	(12)
Financing Activities		
Deferred finance cost	(19,375)	-
Additional capitalization for seed shares	25,000	
Shares issued for cash	12,600	-
	18,225	-
Decrease in cash during the period	(27,299)	(12)
Cash and cash equivalents, beginning of the period	298,559	11,119
Cash and cash equivalents, end of the period	$ 271,260	$ 11,107
Cash and cash equivalents consist of:		
Cash	$ 271,260	$ 5,177
Cash held in trust	-	5,930
	$ 271,260	$ 11,107

SEE ACCOMPANYING NOTES

SQUIRE MINING LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
for the period from March 23, 2011 (date of incorporation) to April 30, 2015
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Common Shares	Amount	Share Subscriptions	Reserve	Deficit	Total
For cash Incorporator share - $0.10	1	$ 1	$ -	$ -	$ -	$ 1
Share subscriptions	-	-	10,000	-	-	10,000
Net loss and comprehensive loss for the period	-	-	-	-	(2,224)	(2,224)
Balance, October 31, 2011	1	1	10,000	-	(2,224)	7,777
For cash, seed shares - $0.005	5,000,000	25,000	(10,000)	-	-	15,000
Net loss and comprehensive loss for the year	-	-	-	-	(11,102)	(11,102)
Balance, October 31, 2012	5,000,001	25,001	-	-	(13,326)	11,675
Net loss and comprehensive loss for the year	-	-	-	-	(4,996)	(4,996)
Balance, October 31, 2013	5,000,001	25,001	-	-	(18,322)	6,679

SEE ACCOMPANYING NOTES

SQUIRE MINING LTD.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
for the period from March 23, 2011 (date of incorporation) to April 30, 2015
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Common Shares	Amount	Share Subscriptions	Reserve	Deficit	Total
Net loss and comprehensive loss for the period	-	-	-	-	(12)	(12)
Balance, April 30, 2014	5,000,001	25,001	-	-	(18,334)	6,667
For cash						
Seed shares - $0.02	13,400,000	268,000	-	-	-	268,000
- $0.05	500,000	25,000	-	-	-	25,000
Net loss and comprehensive loss for the period	-	-	-	-	(13,514)	(13,514)
Balance, October 31, 2014	18,900,001	318,001	-	-	(31,848)	286,153
For cash						
Seed shares - $0.05	252,000	12,600	-	-	-	12,600
Additional consideration for seed shares – Note 6	-	-	-	25,000	-	25,000
Share based compensation	-	-	-	101,250	-	101,250
Net loss and comprehensive loss for the period	-	-	-	-	(163,273)	(163,273)
Balance, April 30, 2015	19,152,001	$ 330,601	$ -	$ 126,250	$ (195,121)	$ 261,730

SEE ACCOMPANYING NOTES

Note 1 Nature of Operations

The Company is a mineral property exploration company that is planning an initial public offering ("IPO") of its shares and intends to list on the Canadian Securities Exchange ("CSE") (Note 9). 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.

The Company has an option agreement to earn an interest in a mineral property located near Quesnel, British Columbia (Note 5) and has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts from the property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreement and to complete the development of the property and upon future profitable production or proceeds for the sale thereof.

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

The address of the Company's corporate office and principal place of business is c/o Suite 404 – 815 Hornby Street, Vancouver, BC, V6Z 2E6 and the address of its records office is Suite 650 – 1188 West Georgia Street, Vancouver, BC, V6E 4A2.

Note 2 Basis of Preparation

a) Statement of Compliance

These condensed interim financial statements, including comparatives, have 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 which were in effect as of April 30, 2015.

The condensed interim financial statements were authorized for issue by the Board of Directors on June 16, 2015.

Note 2 Basis of Preparation – (cont'd)

b) Going Concern

The condensed interim financial statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next twelve months. Realization values may be substantially different from carrying values as shown and these condensed interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

c) Basis of Measurement

These condensed interim financial statements have been prepared using the historical cost basis in Canadian dollars, which is the Company's functional currency.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Note 3 Significant Accounting Policies

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at October 31, 2014. The accompanying unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2014.

Accounting standards and amendments issued 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.

Note 4 Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim financial statements is included in the following note:

i) Exploration and evaluation expenditure

The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position, utilize the cost model and the carrying value of the exploration and evaluation assets is based on the expenditures incurred. Management regularly tests for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. Impairment of exploration and evaluation assets is generally considered to have occurred if one of the following factors are present: the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications in an area with development likely to proceed that the carrying amount is unlikely to be recovered in full by development or by sale.

ii) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, dividend yield, forfeiture rate and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 6.

(Stated in Canadian Dollars)

Note 5 Exploration and Evaluation Assets

Star Property

	Balance October 31, 2013	Additions	Balance, October 31, 2014	Additions	Balance, April 30, 2015
Acquisition cost	$ -	$ 2,000	$ 2,000	$ -	$ 2,000
Deferred exploration cost					
Assays	-	3,069	3,069	-	3,069
Geological	-	3,300	3,300	-	3,300
Supplies	-	278	278	-	278
	-	6,647	6,647	-	6,647
Balance, ending	$ -	$ 8,647	$ 8,647	$ -	$ 8,647

By a mineral property option agreement dated October 5, 2013 and amended on December 5, 2014, the Company may acquire up to a 100% interest in the Star Property. This property consists of six mineral tenures and is located approximately 80 kilometres west southwest of Quesnel, British Columbia.

In order to earn a 51% interest in the Star Property, the Company shall pay $78,000 in cash and incur $885,000 in exploration work as follows:

Date	Payment	Exploration Work
Upon completion of $0.02 financing (Paid)	$ 2,000	$ -
Upon CSE listing date (“Listing Date”)	6,000	-
Twelve months after Listing Date	10,000	35,000
Eighteen months after Listing Date	10,000	-
Twenty-four months after Listing Date	10,000	100,000
Thirty months after Listing Date	10,000	-
Thirty-six months after Listing Date	10,000	250,000
Forty-two months after Listing Date	10,000	-
Forty-eight months after Listing date	10,000	500,000
	$ 78,000	$ 885,000

Note 5 Exploration and Evaluation Assets – (cont'd)

The Company may earn an additional 10% interest in the Star Property by completing a pre-feasibility study and a further 9% interest upon successful completion of a senior financing required to put the Star Property into production. The Company also has the option to purchase 100% of the property for the issuance of 250,000 common shares of the Company at any time up to 12 months from the Listing Date.

Should the Company acquire 100% of the property the optionor will retain a 2% Net Smelter Returns ('NSR') 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.

The Company also agreed to complete sufficient assessment work until the Listing Date, to a maximum of $5,000 per year, to keep the mineral tenures in good standing.

Prior to October 5, 2013, the date of the option agreement, the Company incurred an aggregate total of $26,948 in costs related to the evaluation of the Star Property, which have been previously expensed to the Statement of Loss and Comprehensive Loss.

Note 6 Share Capital – Notes 5, 6 and 9

a) Authorized:

Unlimited common shares without par value

b) Issued:

During the six month period ended April 30, 2015

On January 16, 2015, the Company issued 252,000 common shares at $0.05 per share for total proceeds of $12,600.

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 Initial Public Offering ("IPO"). These funds were recorded within the reserve account for accounting purposes.

During the year ended October 31, 2014

On October 14, 2014, the Company issued 13,400,000 common shares at $0.02 per share for total proceeds of $268,000.

On October 29, 2014, the Company issued 500,000 common shares at $0.05 per share for total proceeds of $25,000.

(Stated in Canadian Dollars)

Note 6 Share Capital – Notes 5, 6 and 9 – (cont'd)

c) Escrow:

Pursuant to an escrow agreement dated March 12, 2015, 16,500,001 common shares will be placed into escrow to be released as to 10% on the Listing Date with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following the Listing Date.

e) Share-based Compensation:

The Company has a share-based compensation plan whereby share purchase options are granted in accordance with the policies of regulatory authorities at an exercise price equal to the market price of the Company's shares on the date of the grant and, unless otherwise stated, vest on the grant date and with a term not to exceed five years. Under the plan, the board of directors may grant up to 10% of the issued number of shares outstanding as at the date of the share purchase option grant.

On January 13, 2015 and January 19, 2015, the Company granted share purchase options to directors of the Company and the exploration manager of the Company entitling the holders thereof the right to purchase up to 1,000,000 and 125,000 common shares, respectively at $0.12 per share. These options expire on March 31, 2020 and are subject to regulatory approval. The Company recorded a fair value of $101,250 utilizing the Black-Scholes option pricing model with the following assumptions – Risk-free interest rate of 0.69%; Dividend yield of Nil; Expected volatility of 100%; Expected life of 5.17 years. The forfeiture rate was 0%.

A summary of the Company's share purchase options outstanding at April 30, 2015 are presented below:

	Options	Weighted Average Exercise Price
Outstanding and exercisable at October 31, 2014	-	-
Granted	1,125,000	$0.12
Outstanding and exercisable at April 30, 2015	1,125,000	$0.12

As at April 30, 2015, share purchase options outstanding have a weighted average remaining contractual life of 4.92 years.

Note 7 Financial Instruments and Risk Management

The Company is exposed through its operations to the following financial risks:

Market Risk
Credit Risk
Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and process for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and are comprised of foreign currency risk and interest rate risk.

b) Foreign Currency Risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

c) Interest Rate Risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash equivalents is limited because of the short-term nature of the investments.

Note 7 Financial Instruments and Risk Management – (cont'd)

d) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consists primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The Company considers this risk to be minimal.

e) Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases. The Company manages liquidity risk through the management of its capital structure.

Accounts payable, accrued liabilities and due to related parties are due within the current operating year.

As at April 30, 2015, the Company had working capital of $233,708. The Company does not currently operate any producing properties and as such, may be dependent upon issuance of new equity to advance its exploration properties. If equity financing is required, failure to obtain financing on a timely basis may cause the Company to postpone exploration plans, reduce or terminate its operations.

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The financial position carrying amounts for cash and cash equivalents, accounts payable and accrued liabilities and due to related parties approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Note 7 Financial Instruments and Risk Management – (cont'd)

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

- Level 3 – Applies to assets or liabilities for which there are unobservable market data.

Note 8 Related Party Transactions – (Note 6)

As at April 30, 2015, the Company owed $Nil (October 31, 2014: $120) to directors of the Company. These loans were provided to cover monthly bank charges. The amounts owed were unsecured, non-interest bearing and were due on demand.

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

Note 9 Initial Public Offering

On March 17, 2015 the Company entered into an agreement with Jordan Capital Markets Inc. (the "Agent") to complete an IPO for the issue of 3,000,000 common shares of the Company at $0.10 per share for gross proceeds of up to $300,000. The Company completed the IPO on June 12, 2015 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 Company also paid the Agent a corporate finance fee of $25,000 plus GST of which $12,500 plus GST has been paid prior to April 30, 2015, with the remaining $12,500 plus GST paid on June 12, 2015. The Company also paid expenses related to the offering, including legal fees and disbursements, of which a retainer of $6,875 has been paid prior to April 30, 2015. These amounts paid prior to April 30, 2015 were included in deferred finance cost.

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

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, 2014	2013	2012
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, 2015than 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 April 30, 2015	Q1 Jan. 31, 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:

	Number	Amount
Balance, April 30, 2015	19,152,001	$ 330,601

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.