

+FORM 9 (TRANCHE 2)

(Tranche 1 Completed May 16, 2018)

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: SQUIRE MINING LTD. (the "Issuer").

Trading Symbol: SQR.

Date: May 22, 2018.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: May 15, 2018.

Issued and Outstanding Securities of Issuer Prior to Issuance: 40,961,100

Date of News Release Announcing Private Placement: March 14, 2018, as amended May 4, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.295 as of May 3, 2018

1. **Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Tranche 2:

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Portable 28 Holdings Inc. Sechelt, B.C.	400,000 units	\$0.25		S. 2.5 of NI 45-106	0	May 18, 2018	N/A
Ernst Schonbachler Switzerland	400,000 units	\$0.25		S. 2.5 of NI 45-106	0	May 18, 2018	N/A
Stefan Strub Zurich, Switzerland	85,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 18, 2018	N/A
David King St. Augustin, Quebec	40,000 units	\$0.25		S. 2.5 of NI 45-106	0	May 18, 2018	N/A

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Fritz Koolman Baar, Switzerland	400,000 units	\$0.25		S. 2.3 of NI 45-106	800,000	May 18, 2018	N/A
DCT Holdings Ltd. West Vancouver, B.C.	18,400 units	\$0.25		S. 2.3 of NI 45-106	40,000	May 24, 2018	N/A
David Eaton Vancouver, B.C.	50,000 units	\$0.25		S. 2.3 of NI 45-106	1,000	May 24, 2018	N/A
Robert Hall Vancouver B.C.	29,500 units	\$0.25		S. 2.3 of NI 45-106	0	May 24, 2018	N/A
Alistair MacLennan West Vancouver, B.C.	21,600 units	\$0.25		S. 2.3 of NI 45-106	40,000	May 24, 2018	N/A
SC Strategy Consult AG North Vancouver, BC	200,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 24, 2018	N/A
Marco Strub Zuficon, Switzerland	100,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 24, 2018	N/A
Carol Vorberg West Vancouver, B.C.	1,000,000 units	\$0.25		S. 2.3 of NI 45-106	815,000	May 24, 2018	N/A
Christopher Vorberg Richmond, B.C.	200,000 units	\$0.25		S. 2.3 of NI 45-106	130,000	May 24, 2018	N/A
TOTAL	2,944,500 units						

Tranche 1 – Completed May 16, 2018

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
APMS Investment Fund Ltd. Republic of Mauritius	8,000,000 units	\$0.25		S. 2.10 of NI 45-106	0	May 4, 2018	New Insider
Susanne Meier Republic of Mauritius	400,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 4, 2018	
David Paul Ceber Dollard Des Ormeaux, Quebec	40,000 units	\$0.25		S. 2.5 of NI 45-106	0	May 11, 2018	
Jan Barcikowski Switzerland	120,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
Marco Bianchi Switzerland	100,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
Marco Strub Switzerland	100,000 units	\$0.25		S. 2.3 of NI 45-106	30,000	May 11, 2018	
Indutec AG Liechtenstein	100,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Regis Huf Switzerland	40,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
Miramar Investors Inc. Liechtenstein	200,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
Carlo Rampone Leichtenstein	100,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
Erwin Haas Switzerland	150,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
Jason Deeth North Vancouver, BC	40,000 units	\$0.25		S. 2.5 of NI 45-106	0	May 11, 2018	
Joannis Vorrias Switzerland	40,000 units	\$0.25		S. 2.3 of NI 45-106	0	May 11, 2018	
TOTAL	9,430,000 units						

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: **Tranche 2 - \$736,125**
Tranche 1 - \$2,357,500
Total - \$3,093,625
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **Fund initial design and development of an ASIC chip, reserve to carry out Phase 2 exploration program on Star property, investigation and acquisition/development of new properties or business opportunities, and general working capital and corporate expenses as more particularly described in the Issuer's news release of March 14, 2018.**
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**.
- If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **N/A**

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5. Description of securities to be issued:
- (a) Class: Common shares .
- (b) Number: **Tranche 2 – 2,944,500**
Tranche 1 – 9,430,000 (completed)
Total – 12,374,500
- (c) Price per security: \$0.25 .
- (d) Voting rights: One vote per common share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: **Tranche 2 – 1,472,250 warrants**
Tranche 1 – 4,715,000 warrants (completed)
Total – 6,187,250 warrants
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options): **Tranche 2 – 1,472,250 common shares**
Tranche 1 – 4,715,000 common shares
Total – 6,187,250 common shares
- (c) Exercise price \$0.50 .
- (d) Expiry date Two years from date of issuance .
7. Provide the following information if debt securities are to be issued: **N/A**
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

Tranche 2:

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Mackie Research Capital Corporation (“Mackie”) - #1920 – 1075 West Georgia Street, Vancouver, B.C. V6E 3C9

Victor Dario (“Dario”), HOR Himmelrich 3, CH 6340 Baar, Switzerland

Indutec AG (“Indutec”), Exerzierplatz, P.O. Box 1529, FL-9490 Vaduz, Liechtenstein

- (b) Cash: **Mackie - Nil.**
Dario - \$7,000.00
Indutec - \$875.00

- (c) Securities:

Mackie – (i) 115,815 Units at a deemed price of \$0.25 per Unit, each Unit consisting of one common share and ½ warrant on the same terms and conditions as the Units sold under the private placement; and

(ii) 115,815 finder’s warrants (“Finder’s Warrants”), each Finder’s Warrant entitling the holder to purchase one common share of the Issuer at a price of \$0.50 for a period of two years.

Dario - 28,000 Finder’s Warrants
Indutec - 3,500 Finder’s Warrants

- (d) Other **N/A** .
- (e) Expiry date of any options, warrants etc. **Two years from date of issuance** .
- (f) Exercise price of any options, warrants etc. **\$0.50** .

Tranche 1 (completed May 16, 2018)

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Victor Dario, HOR Himmelrich 3, CH 6340 Baar, Switzerland
Indutec AG, Exerzierplatz, P.O. Box 1529, FL-9490 Vaduz, Liechtenstein

(b) Cash **\$165,025** .

(c) Securities **330,050 FINDER'S WARRANTS** .

(d) Other **N/A** .

(e) Expiry date of any options, warrants etc. **Two years from date of issuance** .

(f) Exercise price of any options, warrants etc. **\$0.50** .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
 N/A .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
 N/A .

11. State whether the private placement will result in a change of control.
 No .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **N/A**

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition – N/A

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
 - (b) Cash _____
 - (c) Securities _____
 - (d) Other _____
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____
_____.

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 Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not 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 CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated **May 22, 2018** .

Simon Moore

Name of Director or Senior Officer

/s/ Simon Moore

Signature

President and CEO

Official Capacity