

## FORM 7

### MONTHLY PROGRESS REPORT

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

Trading Symbol:     **SQR**    

Number of Outstanding Listed Securities:     **54,688,081 (as of June 30, 2018)**    

Date:     **June 2018**    

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report 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 Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

#### **General Instructions**

- (a) Prepare this Monthly Progress Report 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 items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the 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.

#### **Report on Business**

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

**On July 5, 2018, the Issuer announced that it is undertaking a change of business (the "Change of Business") from a mineral exploration company to a developer and manufacturer of data mining infrastructure and system technology to support global blockchain applications in the mining space. The recent rapid growth in the blockchain and digital currencies sectors present clear opportunities for new solution providers developing next generation infrastructure and system technology.**

After conducting extensive investigation and due diligence, the Issuer believes that next generation ASIC chips and system architecture are a central part of the foundation for this rapidly emerging industry.

In order to help fund the Change of Business, the Issuer has negotiated a non-binding term sheet with certain arm's length third parties to raise, subject to conditions, a total of C\$25,500,000 by way of a non-brokered private placement of 63,750,000 units ("Financing Units") at a price of C\$0.40 per Financing Unit (the "Financing"). Each Financing Unit will consist of one common share and one-half (1/2) of one share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share of the Issuer at a price of C\$0.80 for a period of two years after closing of the Financing.

For further details regarding the Change of Business and Financing, please refer to the Issuer's news release dated July 5, 2018, a copy of which is attached to this Form 7 as Schedule "A".

During the month of June 2018, the Issuer's business and activities were focused primarily on negotiating terms and agreements associated with the Change of Business and Financing.

2. Provide a general overview and discussion of the activities of management.

**See paragraph 1 above.**

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**See paragraph 1 above.**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**If the Change of Business is approved by the shareholders of the Issuer and the CSE, the Issuer expects that it will allow its option agreement to acquire up to an 80% undivided interest in the Star Property located in central British Columbia to lapse and seek to option, sell or otherwise dispose of its other mineral tenures.**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**See paragraph 1 above.**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

N/A

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**None, however, see paragraph 1 above.**

8. Describe the acquisition of new customers or loss of customers.

**See paragraph 1 above.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**See paragraph 1 above.**

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

N/A

11. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

N/A

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**None**

14. Provide details of any securities issued and options or warrants granted.

**A total of 350,000 common shares were issued at a price of \$0.08 per share during June 2018 in connection with the exercise of share purchase warrants by two holders.**

15. Provide details of any loans to or by Related Persons.

N/A

16. Provide details of any changes in directors, officers or committee members.

N/A

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

**The use of bitcoin or other cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of bitcoin and other cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing or stopping of the development or acceptance of developing protocols may adversely affect the demand for bitcoin and other cryptocurrencies and consequently the demand for the ASIC chips incorporated into the "mining rigs" used to mine such currencies. Factors affecting further development of the industry include, but are not limited to, continued worldwide growth in the adoption and use of cryptocurrencies, governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems, changes in consumer demographics and public tastes and preferences, the availability and popularity of other forms or methods of buying and selling goods and services and general economic conditions and the regulatory environment relating to digital assets, each of which is beyond the reasonable control of the Issuer and could materially adversely affect the market for the ASIC chips and mining rigs that the Issuer intends to design and develop pursuant to its Change of Business.**

See also paragraph 1 above.

*[remainder of page left blank intentionally]*

## 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.
2. As of the date hereof there were 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 7 Monthly Progress Report is true.

Dated July 5, 2018.

**Simon Moore**

*Name of Director or Senior Officer*

**“Simon Moore”**

*Signature*

**CEO and President**

*Official Capacity*

<b>Issuer Details</b> <i>Name of Issuer</i>	<i>For Month End</i>	<i>Date of Report</i> YY/MM/D
<b>Squire Mining Ltd.</b>	<b>June 2018</b>	<b>18/07/05</b>
<i>Issuer Address</i>		
<b>Suite 404-815 Hornby Street</b>		
<i>City/Province/Postal Code</i>	<i>Issuer Fax No.</i>	<i>Issuer Telephone No.</i>
<b>Vancouver, B.C., V6Z 2E6</b>	<b>N/A</b>	<b>(604) 929-0900</b>
<i>Contact Name</i>	<i>Contact Position</i>	<i>Contact Telephone No.</i>
<b>Simon Moore</b>	<b>President &amp; CEO</b>	<b>(604) 929-0900</b>
<i>Contact Email Address</i>	<i>Web Site Address</i>	
<b>simon@ioventures.io</b>	<a href="http://www.squiremining.com">www.squiremining.com</a>	

## Schedule “A”

### SQUIRE MINING LTD.

#### NEWS RELEASE

### SQUIRE ANNOUNCES CHANGE OF BUSINESS; ARRANGES C\$25,500,000 FINANCING

#### NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

**VANCOUVER, B.C., Squire Mining Ltd. (CSE: SQR)** – July 5, 2018 – The Company announces that, subject to shareholder and regulatory approvals, it is undertaking a change of business (the “**Change of Business**”) from a mineral exploration company to a developer and manufacturer of data mining infrastructure and system technology to support global blockchain applications in the mining space.

In March, 2018, the Company announced that it had entered into a letter agreement with Peter Kim “**Kim**”) to undertake the joint design, development and manufacture of ASIC (application specific integrated circuits) chips for mining bitcoin and other cryptocurrencies.

The recent rapid growth in the blockchain and digital currencies sectors present clear opportunities for new solution providers developing next generation infrastructure and system technology. After conducting extensive investigation and due diligence, the Company believes that next generation ASIC chips and system architecture are a central part of the foundation for this rapidly emerging industry.

In accordance with the letter agreement with Kim, the Company has established Aracore Technology Corp. (“**Aracore**”) as a joint venture company to design, develop and manufacture ASIC chips specifically for mining bitcoin and other cryptocurrencies. The Company currently owns 66 2/3% of Aracore and Kim owns 33 1/3% of Aracore. The Company has agreed to fund up to US\$3,000,000 towards the design, development and manufacture of an initial ASIC chip, after which time the Company’s interest in Aracore will automatically increase to 75% and Kim’s interest will be reduced to 25%. Kim is also entitled to a royalty on gross revenues generated from the sale of ASIC chips by Aracore equal to 1.25% until the Company has recovered 100% of its capital contributions to Aracore and 2.5% thereafter. A development team has been assembled and is currently working on the design and development of next generation ASIC chips.

In conjunction with the development of its initial ASIC chip, the Company intends to develop its own “rig” designed around the new chip to mine bitcoin and is currently establishing strategic partners to manufacture, assemble and distribute its ASIC chips and mining rigs on a worldwide basis.

In May, 2018 the Company announced that it had completed a non-brokered private placement of 13,174,500 units at a price of \$0.25 per unit for gross proceeds of \$3,293,625, a portion of which was allocated towards the design and development of an initial ASIC chip. In conjunction with the Change of Business, the Company intends to re-allocate proceeds from this private placement towards the design and development of ASIC chips and mining rigs and for general working capital purposes.

In order to further fund the Change of Business and the development and manufacture of the Company’s initial ASIC chip and mining rig, the Company has negotiated a non-binding term sheet with certain arm’s length third parties to raise, subject to conditions, a total of C\$25,500,000 by way of a non-brokered private placement of 63,750,000 units (“**Financing Units**”) at a price of C\$0.40 per Financing Unit (the “**Financing**”). Each Financing Unit will consist of one common share and one-half (1/2) of one share purchase warrant, with each whole warrant

entitling the holder to purchase an additional common share of the Company at a price of C\$0.80 for a period of two years after closing of the Financing.

The Financing is subject to a number of conditions including, but not limited to, the completion of satisfactory due diligence, the appointment of one nominee of the lead subscriber to the board of directors of each of the Company and Aracore, the execution and delivery by Aracore of definitive agreements for the manufacture of ASIC chips and assembly of mining rigs with certain third parties on acceptable terms and regulatory approval for the Change of Business. It is also a term of the Financing that any subscriber owning more than 10% of the issued and outstanding shares of the Company from time to time will have the right to participate, on a pro rata basis, in any future private placement or public financing of equity or convertible debt securities of the Company.

The Financing is also conditional upon the Company entering into an exclusive marketing and sales distribution agreement with an agreed upon third party for the marketing, sale and distribution of the Company's ASIC chips and mining rigs on a worldwide basis. The marketing and sales agreement will be subject to certain minimum purchase requirements and for an initial term of three years, extendable to five years on satisfaction of certain performance criteria, with automatic rights of renewal thereafter subject to conditions.

A finder's fee of 1.5% of the gross proceeds of the Financing will be payable to an arm's length third party, which fee will be paid in full by the issuance of Financing Units.

All securities issued in connection with the Financing will be subject to a four month hold period from the date of issue thereof.

It is anticipated that a "related party" of the Company as such term is defined under Multilateral Instrument 61-101, Protection of Minority Security Holders in Special Transactions, will participate in the Financing and, if such is the case, the Company intends to rely upon the exemptions from the requirement to obtain a formal valuation and seek minority shareholder approval for the Financing by way of a special meeting of the Company's disinterested shareholders on the basis that the fair market value of the related party's participation in the Financing will not exceed 25% of the Company's current market capitalization.

It is also anticipated that the Company's current board of directors and management will remain the same following the Change of Business, subject to the appointment of the lead subscriber's nominee to the board.

As of June 30, 2018, there were 54,688,081 common shares of the Company issued and outstanding and it is anticipated that upon completion of the Change of Business and Financing there will be approximately 118,438,081 common shares outstanding on a non-diluted basis. In addition, a total of 3,000,000 stock options are being granted to certain directors, officers and consultants of the Company in conjunction with the Change of Business and Financing, each option entitling the holder to purchase one common share of the Company at an exercise price of \$0.40 for a period of two years.

The Change of Business is subject to the approval of the Company's shareholders and the acceptance of the Canadian Securities Exchange (the "CSE"). In accordance with the policies of the CSE, the Company expects to file an updated Form 2A Listing Statement (the "**Listing Statement**") with respect to the Change of Business within the next week and upon conditional acceptance of the CSE, the Company will post the Listing Statement on the CSE website and seek the consent of a majority of the Company's shareholders for the Change of Business by way of written consent resolution.

Closing of the Change of Business and Financing is expected to occur on or about August 1, 2018.

*Completion of the Change of Business is subject to a number of conditions, including but not limited to, CSE acceptance and shareholder approval. The Change of Business cannot close until the required shareholder and regulatory acceptance is obtained. There can be no assurance that the Change of Business will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the Listing Statement to be prepared in connection with the Change of Business, any information released or received with respect to the Change of Business may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.*

*The Canadian Securities Exchange has in no way passed upon the merits of the proposed Change of Business and accepts no responsibility for the adequacy or accuracy of this news release.*

For further information contact:       Simon Moore, President and Chief Executive Officer  
Telephone: (604) 929 - 0900

*CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking information" under applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements regarding the proposed Change of Business, the Financing and the proposed use of proceeds therefrom. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties, uncertain and volatile equity and capital markets, lack of available capital, risks related to chip and rig design, development and manufacturing, technological change, obsolescence and the marketability of any chips or rigs developed by the Company. Actual results and future events could differ materially from those anticipated in such forward looking information. There are no assurances that the Company will successfully complete the Change of Business and Financing or design and develop of a commercially viable ASIC chip or mining rig as contemplated. Accordingly, readers should not place undue reliance on forward-looking information. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.*

THIS NEWS RELEASE, REQUIRED BY APPLICABLE CANADIAN LAWS, IS NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES, AND DOES NOT CONSTITUTE AN OFFER TO SELL SECURITIES AND THE COMPANY IS NOT SOLICITING AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED OR EXEMPT THEREFROM.