

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

*Squire Mining Ltd. (the "Company")
1100 – 865 Howe Street
Vancouver, BC V6C 2T5*

Item 2. Date of Material Change

August 10, 2018

Item 3. News Release

A news release was issued on August 10, 2018 and disseminated through the facilities of GlobeNewswire.

Item 4. Summary of Material Change

*The Company has closed a non-brokered private placement equity financing of \$25,500,000 (the "**Financing**") to fund its change in business (the "**Change in Business**") as more particularly described in the Company's Form 2A Listing Statement dated July 31, 2018 (the "**Listing Statement**") posted under the Company's profile on the Canadian Securities Exchange's website at <https://thecse.com/> and on SEDAR at www.sedar.com. Shareholder approval for the Change in Business by a majority of the Company's disinterested shareholders has also been obtained by way of written consent resolution.*

*The Company has issued a total of 63,750,000 units (the "**Units**") at a price of \$0.40 per Unit for gross proceeds of \$25,500,000, each Unit consisting of one common share and one-half (1/2) of one transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of \$0.80 on or before August 10, 2020. No Units were offered for sale or sold in the United States.*

The Company has also issued 956,250 Units to Fairway Global Investment AG, an arm's length third party, by way of finder's fee in connection with the Financing.

All securities issued in connection with the Financing are subject to a four month hold period expiring December 11, 2018.

*As a condition of the Financing and in anticipation of the Company completing development and manufacture of its initial ASIC chip and mining rig, effective August 10, 2018, the Company has also entered into an exclusive distributor agreement (the "**Distributor Agreement**") with an arm's length third party (the "**Distributor**") pursuant to which the Distributor will act as the Company's exclusive distributor of ASIC chips and mining rigs on a worldwide basis. The Distributor Agreement provides that the Distributor shall have the exclusive right to market, promote, solicit, sell and distribute the Company's products throughout the world, subject to certain minimum purchase requirements, 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.*

In conjunction with the closing of the Financing, Tibor Gajdics has stepped down as a director of the Company and Peter Wielgosz has been appointed in his place as the nominee of the Financing's lead purchaser on the Company's board of directors.

The Company is in the process of filing final listing documents with the Canadian Securities Exchange and reinstatement of the Company's shares for trading is expected for early next week.

Item 5.1 Full Description of Material Change

See attached news release dated August 10, 2018.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

*Simon Moore,
President and Chief Executive Officer
604.929.0900*

Item 9. Date of Report

August 10, 2018

SQUIRE MINING LTD.

NEWS RELEASE

SQUIRE CLOSES \$25,500,000 PRIVATE PLACEMENT FINANCING; SIGNS EXCLUSIVE DISTRIBUTOR AGREEMENT

VANCOUVER, B.C., Squire Mining Ltd. (CSE: SQR) – August 10, 2018 – Further to the Company’s news release dated July 5, 2018, the Company is pleased to announce that it has closed its non-brokered private placement equity financing of \$25,500,000 (the “**Financing**”) to fund its change in business (the “**Change in Business**”) as more particularly described in the Company’s Form 2A Listing Statement dated July 31, 2018 (the “**Listing Statement**”) posted under the Company’s profile on the Canadian Securities Exchange’s website at <https://thecse.com/> and on SEDAR at www.sedar.com. The Company is now engaged in the business of developing, manufacturing and selling data mining infrastructure and system technology (including ASIC chips and mining rigs) to support global blockchain applications in the cryptoasset mining space. Shareholder approval for the Change in Business by a majority of the Company’s disinterested shareholders has also been obtained by way of written consent resolution.

The Company has issued a total of 63,750,000 units (the “**Units**”) at a price of \$0.40 per Unit for gross proceeds of \$25,500,000, each Unit consisting of one common share and one-half (1/2) of one transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of \$0.80 on or before August 10, 2020. No Units were offered for sale or sold in the United States.

Pursuant to the Financing, each purchaser of Units has been granted 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 or any material subsidiary or joint venture company of the Company for the greater of (a) three years after closing, or (b) for so long as such purchaser owns 10% or more of the issued and outstanding shares of the Company from time to time. In addition, APMS Investment Fund Ltd., as lead purchaser (the “**Lead Purchaser**”), has the right to appoint of one nominee to the board of directors of the Company and each material subsidiary or joint venture company of the Company for the greater of (a) three years after closing, or (b) for so long as the Lead Purchaser owns 10% or more of the issued and outstanding shares of the Company from time to time.

The Company has also issued 956,250 Units to Fairway Global Investment AG, an arm’s length third party, by way of finder’s fee in connection with the Financing.

The net proceeds of the Financing will be used to fund, among other things, the design, development, testing and mass production test run of the Company’s initial next generation ASIC chip and mining rig for mining bitcoin, further research and development of a second next generation ASIC chip and mining rig, marketing, promotion and distribution expenses (including product warranty support), general and administrative expenses and unallocated working capital as more particularly described in the Listing Statement. The Company expects to complete the manufacture and assembly of a pilot production test run of its initial ASIC chip and rig for mining bitcoin by the end of the fourth quarter of 2018. Please refer to the Listing Statement of a further discussion of, inter alia, the Company’s stated objectives, milestones and timeframes for the development, manufacture and sale of its initial ASIC chip and mining rig.

All securities issued in connection with the Financing are subject to a four month hold period expiring December 11, 2018.

As a condition of the Financing and in anticipation of the Company completing development and manufacture of its initial ASIC chip and mining rig, effective August 10, 2018, the Company has also entered into an exclusive distributor agreement (the “**Distributor Agreement**”) with an arm’s length third party (the “**Distributor**”) pursuant to which the Distributor will act as the Company’s exclusive distributor of ASIC chips and mining rigs on a worldwide basis. The Distributor Agreement provides that the Distributor shall have the exclusive right to market, promote, solicit, sell and distribute the Company’s products throughout the world, subject to certain minimum purchase requirements. The Distributor is also entitled to appoint sub-distributors or resellers on mutually agreed upon terms and conditions. Any fees payable by sub-distributors or resellers to the Distributor for the granting of rights shall be shared between the Distributor and the Company, subject to certain exclusions. The Distributor Agreement also includes pricing and payment terms between the Company and the Distributor as well as profit sharing on revenues generated from retail sales of ASIC chips and mining rigs. The Company is responsible for payment of any underlying royalties on the sale of ASIC chips and certain customary product warranties apply. The Distributor Agreement is 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. The Distributor Agreement also contains confidentiality and non-competition provisions on the part of the Distributor and customary termination provisions for material breach, insolvency and other events of default.

In conjunction with the closing of the Financing, Tibor Gajdics has stepped down as a director and Peter Wielgosz has been appointed in his place as the Lead Purchaser’s nominee on the Company’s board of directors.

The Company wishes to express its sincere gratitude and appreciation to Tibor for his long and devoted service and contribution to the Company since its formation in 2011.

Peter Wielgosz is a lawyer with more than 12 years experience across Australia, Europe and the Middle East with a particular focus on capital markets and structuring financial instruments. Over the last five years, Peter has been a legal advisor to family offices and has worked on a variety of acquisitions, divestments, and private equity deals as well as the establishment of various corporate investment/holding vehicles, SPVs and trusts and the governance structures that unite them. Prior thereto, Peter was an attorney in the capital markets practice of Clifford Chance LLP in both its Dubai and London offices and in the banking and project finance team with Freehills in Melbourne, Australia. Before law, Peter worked for the International Labor Office, the United Nations Economic Commission for Europe and the World Health Organisation in Geneva and in the Public Affairs department of the Canadian High Commission in London, England. Peter has a Juris Doctor from Melbourne University (Australia) and a bachelor in economics from McGill University (Canada). He recently studied private equity at Oxford University’s Said Business School and is a member of the Institute of Directors in London.

The Company is in the process of filing final listing documents with the CSE and reinstatement of the Company’s shares for trading is expected for early next week.

The Canadian Securities Exchange has in no way passed upon the merits of the Change in 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 Change in Business, the proposed use of net proceeds from the Financing and the expected timing for completion of the Company’s pilot production test run of its initial ASIC chip and mining rig for bitcoin. 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 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.