



## NEWS RELEASE

### SQUIRE COMPLETES FIRST PHASE OF COINGEEK BLOCKCHAIN CLOUD COMPUTING TRANSACTION AND ACQUIRES ASSET MANAGEMENT & POOLING SOFTWARE

Vancouver, British Columbia; May 2, 2019 – Squire Mining Ltd. (CSE:SQR | FWB:9SQ | OTCQB:SQRMF) (“**Squire**”) announced that it has completed the acquisition of all of the outstanding securities of Freschette Limited (“**OpCo**”), which owns and operates a fleet of cloud computing assets in Kazakhstan representing 276 petahash/second (PH/s) of computing power. Pursuant to the share purchase agreement among Squire, OpCo and Mr. Calvin Ayre dated March 22, 2019 (the “**Share Purchase Agreement**”) Squire purchased OpCo for a purchase price of C\$24.1 million (inclusive of operational prepayments and subject to post-closing adjustments) satisfied by issuance of an unsecured convertible debenture accruing interest at 15% per annum and due May 1, 2020. The debenture may be satisfied on maturity (or at any time after the date that is nine months following closing) in whole or in part, at the option of the holder, by common shares of Squire at a valuation of C\$0.45 per share or, at the option of Squire (at any time after March 27, 2020), pursuant to a formula based on its then current trading price and subject to a floor of C\$0.30.

At the time the Share Purchase Agreement was executed, the OpCo assets were cash positive after operational expenses (at then current market prices). The price of bitcoin has increased significantly since that time and management expects that OpCo operations will remain proportionately cash positive. Financial data with respect to cloud computing operations is expected to be made available in Squire’s second quarter financial statements.

The parties remain committed to completing the remainder of the acquisitions announced by way of Squire’s press release of November 30, 2018, as updated on March 25, 2018, in connection with an extension of exclusivity in respect of such negotiations until June 30, 2019.

Canaccord Genuity Corp. acted as financial advisor to Squire in connection with the transaction.

A copy of the Share Purchase Agreement will be filed under Squire’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

In addition, Squire has entered into a perpetual license agreement for custom cloud computing management and pooling software and source code (together referred to as the “**Software**”) from a private development group based in the United Kingdom (“**Licensor**”). In consideration of the license of the Software, Squire shall pay to Licensor the sum of £1,500,000, payable in four installments with the first payment due upon signing with the remaining installments payable every six months following.

## **About Squire Mining Ltd.**

Squire is a Canadian based technology company engaged, through its subsidiaries, in the business of developing and operating cloud computing data infrastructure and system technology to support global blockchain applications related to Bitcoin SV, Bitcoin Core and other associated SHA-256 derived digital assets.

## **About CoinGeek Mining & Hardware**

CoinGeek Mining & Hardware operates a global fleet of ASIC miners that contribute a significant portion of the hash power to secure and scale the Bitcoin SV enterprise-grade blockchain. CoinGeek's professional team has developed industry leading practices to ensure its mining fleet operates at maximum performance whilst optimizing its cost profile to maximize profitability.

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*The CSE accepts no responsibility for the adequacy or accuracy of this release.*

*CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes "forward-looking information" as defined under applicable Canadian securities legislation. Forward-looking information and statements include, but are not limited to, disclosure regarding possible events, that are based on assumptions about future economic conditions and courses of action. 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, future demand for Bitcoin SV, Bitcoin Core and other cryptocurrencies and risks related to the mining thereof, integration issues, personnel and staffing requirements and technological change and obsolescence, the business impact of the perpetual license agreement for custom cloud computing management and pooling software and source code and risks as to whether the OpCo operations will remain proportionately cash positive. There are no assurances with respect to: the negotiation, entering into and completion of any definitive purchase agreement for any future asset acquisitions with Mr. Ayre or his affiliates (on the terms presently contemplated or at otherwise). Actual results and future events could differ materially from those anticipated in such forward looking information. Accordingly, readers should not place undue reliance on forward-looking information. All forward looking information in this news release is made as of the date hereof and qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at [www.sedar.com](http://www.sedar.com). Squire disclaims any intention or obligation to update or revise such forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.*