



**Annual General Meeting of Shareholders
to be held Wednesday, December 12, 2018**

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

October 30, 2018



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 12, 2018**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Squire Mining Ltd. (the “**Company**”) will be held at the Boardroom, Holiday Inn Vancouver Downtown, 1110 Howe Street, Vancouver, B.C., on Wednesday, December 12, 2018, at 10:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended October 31, 2017 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at four.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, pass an ordinary resolution ratifying and approving the Company’s existing “rolling” stock option plan (the “**Stock Option Plan**”) as more particularly described in the Company’s management information circular dated October 30, 2018 (the “**Information Circular**”) accompanying this Notice of Meeting.
6. To consider and, if thought advisable, pass an ordinary resolution authorizing the Company to grant options under the Stock Option Plan to “related persons” from time to time that may exceed, in the aggregate, 10% of the Company’s issued shares (or 5% in the case of a single related person) in any 12 month period as more particularly described in the Information Circular.
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This Notice of Meeting is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders (collectively the “**Meeting Materials**”). Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on October 29, 2018 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on Monday, December 10, 2018, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, TSX Trust Company.

DATED at St. Johns, Antigua and Barbuda, as of the 30th day of October, 2018.

SQUIRE MINING LTD.

(signed) “**Taras Kulyk**”
By:

Taras Kulyk - Chief Executive Officer



INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of October 30, 2018.

This Information Circular is being mailed by management of the Company to everyone who was a shareholder of record of the Company on October 29, 2018 (the “**Record Date**”), which is the date that has been fixed by the Board of Directors of the Company (the “**Board**”) as the record date to determine the shareholders who are entitled to receive notice of and to vote at the Meeting.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the annual general meeting of the shareholders of the Company to be held on Wednesday, December 12, 2018 at 10:00 a.m. (Pacific time) at the Boardroom, Holiday Inn Vancouver Downtown, 1110 Howe Street, Vancouver, B.C. The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone, email or in person. The cost of solicitation will be borne by the Company.

The Meeting Materials (as defined below) are being sent to both registered and non-registered owners of the Company’s common shares as of the Record Date (each a “**Share**”) in accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to deliver proxy solicitation materials to the beneficial owners of the Shares. The Company may pay the reasonable costs incurred by such persons in connection with such delivery.

Under the Company’s Articles, one or more persons present and being, or representing by proxy, two or more shareholders entitled to attend and vote at the Meeting must be present at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Company will reschedule the Meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held.

In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an “**ordinary resolution**”) unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a “**special resolution**”).

WHO CAN VOTE?

Registered shareholders whose names appear on the Company’s central securities register maintained by TSX Trust Company (“**TSX Trust**”), the Company’s registrar and transfer agent, as of the close of business on October 29, 2018, the Record Date, are entitled to attend and vote at the Meeting. Each Share is entitled to one vote.

If your Shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “Non-Registered Shareholders” set out below.

HOW TO VOTE

If you are a registered shareholder and eligible to vote, you can vote your shares in person at the Meeting or by signing and returning the accompanying form of proxy (the “**Proxy**”) by mail in the return envelope provided or vote by telephone or using the Internet as indicated on the form. Please see “Registered Shareholders” below.

If your shares are not registered in your name but are held by a nominee (usually a bank, trust company, securities broker or other financial institution), please see “Non-Registered Shareholders” below.

REGISTERED SHAREHOLDERS

Voting Instructions:

- complete, date and sign the Proxy and return it to TSX Trust, by fax at (416) 595 - 9593, or by mail or hand delivery to TSX Trust Company, Suite 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1; or
- log on to TSX Trust’s website at www.voteproxyonline.com. Registered shareholders must follow the instructions given on the website and refer to the Proxy for the 12 digit control number.

Whichever method you choose, the Proxy must be received or voting instructions completed at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

If you plan to vote in person at the Meeting do NOT complete and return the Proxy. Instead, you will need to register with TSX Trust when you arrive at the Meeting and your vote will be taken and counted at the Meeting. If your Shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer’s authority should be presented at the Meeting.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders are “non-registered shareholders” (“**Non-Registered Holders**”) because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (including, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy or voting instruction form, as applicable, (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders and seek voting instructions unless in the case of certain proxy-related materials the Non-Registered Holder has waived the right to receive them. The majority of Intermediaries now delegate responsibility for obtaining instructions from Non-Registered Holders to Broadridge Financial Solutions Inc. (“**Broadridge**”). Broadridge typically mails a scannable voting instruction form or “VIF” to Non-Registered Holders and asks Non-Registered Holders to return the VIF to Broadridge in accordance with its instructions. Alternatively, where applicable, a Non-Registered Holder may go online to www.voteproxyonline.com to vote or return the completed and signed VIF directly to TSX Trust as provided above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. However, without specific voting instructions, Intermediaries and their agents and nominees are prohibited from voting shares for their clients. **Accordingly, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting so that your nominee has enough time to submit your instructions to us.**

A Non-Registered Holder cannot use the VIF provided to vote directly at the Meeting. Should a Non-Registered Holder wish to attend and vote at the Meeting in person, the Non-Registered Holder must insert his or her name (or the name of such other person as the Non-Registered Holder wishes to attend and vote on his or her behalf) in the blank space provided for that purpose on the VIF and return the completed VIF in accordance with the instructions provided well in advance of the Meeting. If you bring your VIF to the Meeting, your vote will NOT count.

Only registered shareholders have the right to revoke a proxy. Non-Registered Holders of Shares who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary, revoke their proxy in accordance with the revocation procedures set out below. See “Revocation of Proxies”.

You May Choose Your Own Proxyholder

The persons named in the Proxy are directors or officers of the Company. **YOU HAVE THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT ON YOUR BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS. TO EXERCISE THIS RIGHT, YOU MUST STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS AND INSERT THE NAME OF YOUR NOMINEE IN THE SPACE PROVIDED OR COMPLETE ANOTHER PROXY.**

Your Voting Instructions

A shareholder completing the enclosed Proxy may indicate the manner in which the persons named in the Proxy are to vote with respect to any matter by marking an “X” in the appropriate space. On any poll requested, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy provided such directions are certain.

If a shareholder wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **In such instance, the Proxyholder, if nominated by management, intends to vote the Shares represented by the Proxy in favour of the motion.**

The Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. **It is the intention of the persons designated in the Proxy to vote in accordance with their best judgement on such matters or business.** At the time of printing of this Information Circular, management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

The Proxy must be dated and signed by the shareholder or the shareholder’s attorney authorized in writing. In the case of a corporation, the Proxy must be dated and duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

The completed Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, must be deposited with TSX Trust in accordance with the above instructions before the time set out in the Proxy. Non-Registered Holders must deliver their completed VIF in accordance with the instructions given by the Intermediary that forwarded the VIF to them.

In order to be effective, a Proxy must be deposited at the office of TSX Trust, no later than 10:00 a.m. (Pacific Time) on Monday, December 10, 2018 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment or postponement of the Meeting. The deadline for the deposit of Proxies may be waived by the Chairman of the Meeting at his or her sole discretion without notice. Failure to properly complete or deposit a Proxy may result in its invalidation.

Revocation of Proxies

Only registered shareholders have the power to revoke Proxies previously given. Revocation can be effected by an instrument in writing (which includes a Proxy bearing a later date) executed by the shareholder or by the shareholder's attorney authorized in writing and in the case of a corporation, duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation, and either delivered at any time up to the close of business on the last business day preceding the day of the Meeting, or any adjournment thereof, to:

Squire Mining Ltd.		TSX Trust Company	
5626 Larch Street, Suite 202 Vancouver, B.C. V6M 4E1 Canada	Or	Suite 301 – 100 Adelaide Street West Toronto, Ontario M5H 4H1	
Or deposited with the Chairman of the Meeting on the day of the Meeting, prior to the hour of commencement			

Non-Registered Holders of Shares who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary, revoke their proxy in accordance with the revocation procedures set out above.

UNITED STATES SHAREHOLDERS

This solicitation of proxies involves securities of a corporation incorporated in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of the provinces of Canada differ from the disclosure and proxy solicitation requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), the current directors and executive officers of the Company are resident outside the United States and a significant portion of the Company's assets and the assets of such persons are located outside the United States. Shareholders may not have standing to bring a claim against a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued Shares are entitled to be voted at the Meeting and each has one vote. As of October 29, 2018 there were 122,355,172 Shares issued and outstanding.

Only those shareholders of record on October 29, 2018 will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, only the following person beneficially owns, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company which have the right to vote in all circumstances:

Name and Municipality of Residence	Number of Shares ⁽¹⁾	Percentage of Issued and Outstanding Shares
APMS Investment Fund Ltd. ("APMS") ⁽²⁾ Port Louis, Republic of Mauritius	15,750,000	12.87%

- (1) This information is not within the knowledge of the management of the Company and has been furnished by the respective holders, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from alternative monthly reports filed by the holder and available through the Internet at www.sedar.com.
- (2) APMS is an investment fund domiciled in the Republic of Mauritius. See also Part 8 "OTHER INFORMATION – Interest of Informed Persons in Material Transactions".

PART 3 - THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended October 31, 2017 will be placed before you at the Meeting. A copy of these financial statements, together with the auditor's report thereon, and management's discussion and analysis, were mailed to those shareholders who returned the request for annual and interim financial statement return card mailed to shareholders in connection with the Company's last annual general meeting held on December 11, 2017 and indicated to the Company that they wished to receive same. These financial statements and MD&A are also available for review on SEDAR. See Part 8 "OTHER INFORMATION – Additional Information" below.

ELECTION OF DIRECTORS

Directors of the Company are elected for a term of one year. Management proposes to nominate the persons named under the heading "Nominees for Election" below for election as directors of the Company. Each director elected will hold office until the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or he becomes disqualified to act as a director.

It is proposed to set the number of directors at four. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the setting of the number of directors, the persons named in the enclosed Proxy will vote FOR the number of directors of the Company to be set at four (4).

Nominees for Election

The Board of the Company presently consists of four (4) directors to be elected annually. At the Meeting, it is proposed to maintain the number of directors elected at four (4) directors to hold office until the next annual general meeting or until their successors are duly elected or appointed. **Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the election of directors, the persons named in the enclosed Proxy will vote FOR the election of the four (4) nominees whose names are set forth below.** Management does not contemplate that any of the following nominees will be unable to serve as a director but if that should occur for any reason prior to the Meeting, the persons named in the enclosed Proxy shall have the right to vote for another nominee in their discretion.

The following table and notes thereto state the names, provinces/states and countries of residence of all persons proposed to be nominated for election as directors, the date on which each of them first became a director of the Company, all positions and offices with the Company held by each of them, the principal occupation or employment of each of them, and the approximate number of Shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by each of them as at the Record Date. The biographical information set out below as to principal occupation of, and number of Shares owned by, each of the nominees, not being within the knowledge of the Company, has been furnished by the nominees. The Company also has an audit committee and a compensation committee, the members of which are indicated below.

Name, Province/State and Country of Residence and Position with Company	Present Principal Occupation ⁽¹⁾	Previously a Director Since	Shares Owned ⁽²⁾
Taras Kulyk Jolly Harbour Antigua and Barbuda <i>Chief Executive Officer and Director</i>	Chief Executive Officer, Squire Mining Ltd., October 25, 2018 to present; Chief Executive Officer, CoinGeek Mining & Hardware, Apr 2018 to Oct 2018; Head of Partnerships, Decentral Inc., Dec 2017 to Apr 2018; Investment Banking Associate – Communications, Media & Technology, TD Securities Inc., 2016 to 2017; Investment Banking Associate – Global Metals & Mining, BMO Capital Markets Corp., 2015 to 2016; and Investment Banking Associate – Global Mining, CIBC World Markets Inc., 2014	October 25, 2018	26,715
Stefan Matthews ^{(3) (4)} Metro Manila, Philippines <i>Chairman and Director</i>	Founder and Chairman, nChain Group, 2015 to present; Chief Technology Officer, Tyche Consulting, 2011 to 2015	September 7, 2018	11,250,000
Marco Strub ^{(3) (4)} Zufikon, Switzerland <i>Director</i>	Principal and Chief Executive Officer, Sircon AG (portfolio management company based in Zurich, Switzerland), 2003 to present; Director, ZincX Resources Corp. (TSXV-ZNX), Nov 2004 to present; Director, Triumph Gold Corp. (TSXV-TIG), May 2011 to present	October 25, 2018	180,000
Peter Wielgosz ^{(3) (4)} Dubai United Arab Emirates <i>Director</i>	Lawyer (Australia – State of Victoria), 2006 to present; Advisor to family offices, 2014 to present; Attorney, Clifford Chance LLP (Dubai and London offices), 2008 to 2014; Attorney, Freehills LLP (Melbourne), 2006 to 2008	August 10, 2018	90,000

(1) Includes occupations for preceding five years unless the director was elected at the previous annual meeting and was shown as a nominee for election as a director in the information circular for that meeting.

(2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as of October 29, 2018. This information is not within the knowledge of the management of the Company and has been furnished by the respective individuals, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available through the Internet at www.sedi.ca.

(3) Member of audit committee.

(4) Member of compensation committee.

The Company does not have an executive committee. Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Company is required to have an audit committee whose members are indicated above. See also Part 6 "AUDIT COMMITTEE" below. The Company also has a compensation committee whose members are indicated above. See also Part 7 "CORPORATE GOVERNANCE" – Committees of the Board of Directors".

The following is a brief description of the business, work and educational background of the proposed nominees for election as directors of the Company.

Taras Kulyk

Taras Kulyk has spent his career in venture capital, banking, and technology. Most recently, Mr. Kulyk led the CoinGeek Mining and Hardware team where he oversaw the development and growth of one of the largest crypto mining fleets globally. Before joining CoinGeek, Mr. Kulyk was part of Decentral's leadership team in Toronto, Canada. Prior to this, Mr. Kulyk spent three years in investment banking at CIBC World Markets and BMO Capital Markets in the resources sector, followed by two years with TD Securities with the Communications, Media and Technology team, where his coverage focus was on the Canadian technology and media sectors. He is a graduate of Osgoode Hall Law School at York University where he received a Juris Doctor with a focus in Banking, Corporate,

and Securities Law, and earned his MBA, with distinction, with a specialization in Finance and Strategic Management from the Schulich School of Business.

Stefan Matthews

Stefan Matthews has significant senior management and executive leadership experience totalling more than 30 years in the technology and online services sector, where he has been responsible for operations in Australia, Japan, Hong Kong, South Korea, Singapore, Spain, Malta and the United Kingdom at CIO, CTO and CEO level. He has been actively involved in several initial public offerings (Australia and USA) and multiple mergers and acquisitions. In 2015, Mr. Matthews was a founder and is currently Chairman of the nChain Group, known for global leadership in blockchain and bitcoin research. BMG, a division of the nChain Group has a significant investment in Bitcoin BCH mining, operating a diversified fleet in multiple locations. Mr. Matthews holds a Bachelor of Financial Administration and a MBA (International Business) from the University of New England.

Marco Strub

Marco Strub has over 25 years of experience as an entrepreneur and executive in the financial services and consulting sectors. Since March 2003, Mr. Strub has been the Principal and Chief Executive Officer of Sircon AG, a portfolio management company based in Zurich, Switzerland. Prior to this, Mr. Strub served as a Partner of Exulta AG from 1997 to 2003. He has been an independent director of numerous private and publicly listed companies, including Triumph Gold Corp and ZincX Resources Corp, listed on the TSX Venture Exchange. Mr. Strub received a Master of Arts degree from the University of St. Gallen, Switzerland in 1982.

Peter Wielgosz

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's management recommends that shareholders vote in favour of the nominees for election as directors. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the four nominees as directors of the Company for the ensuing year.**

Corporate Cease Trade Orders or Bankruptcy

As of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

As of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Information Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will consider, among other things, the degree of risk to which the Company may be exposed relative to the potential reward and its financial position at that time.

Except as disclosed elsewhere in this Information Circular, to the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other private or public companies, and therefore it is possible that a conflict may arise in respect of their duties as a director, officer, promoter or member of management of such other companies.

In addition, the directors of the Company also have other employment or other business or time restrictions placed on them and accordingly will only be able to devote part of their time to the business and affairs of the Company.

See also PART 8 "OTHER INFORMATION – *Interest of Informed Persons in Material Transactions*".

APPOINTMENT OF THE AUDITOR

DeVisser Gray LLP, Chartered Professional Accountants, have served as the Company's auditor since their initial appointment on August 1, 2014. See also Part 6 "AUDIT COMMITTEE – External Auditor Service Fees".

At the Meeting the shareholders will be asked to consider, and if deemed advisable, to pass the following resolution with respect to the appointment of auditors for the Company:

"RESOLVED, as an ordinary resolution, THAT that DeVisser Gray LLP, Chartered Professional Accountants, be appointed as the Company's auditor for the ensuing year, at a remuneration to be fixed by the Board of Directors."

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the above resolution with respect to the appointment of DeVisser Gray LLP as the auditor of the Company for the ensuing year and authorizing the Board of Directors to fix the remuneration to be paid to the auditor.

RATIFICATION OF STOCK OPTION PLAN

The Company currently has in place a stock option plan (the “**Option Plan**”) for directors, officers, employees and consultants, the principal purposes of which are to provide the Company with the advantages of the incentive inherent in share ownership on the part of those persons responsible for the success of the Company; to create in those persons a proprietary interest in, and a greater concern for, the welfare and success of the Company; to encourage such persons to remain with the Company; to attract new talent to the Company; and to reduce the cash compensation the Company would otherwise have to pay. The Option Plan, which was adopted on October 31, 2014, is a “rolling” plan pursuant to which the aggregate number of Shares reserved for issuance thereunder may not exceed, at the time of grant, in aggregate 10% of the Company’s issued and outstanding Shares from time to time.

The material terms of the Option Plan are as follows:

1. The number of Shares subject to each option is determined by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:
 - (a) the number of Shares subject to option, in the aggregate, shall not exceed 10% of the Company’s then issued shares;
 - (b) no more than 5% of the issued Shares of the Company may be granted to any one optionee in any 12 month period (unless, as may be required by the stock exchange on which the Shares of the Company are then listed, the Company has obtained “disinterested” shareholder approval);
 - (c) no more than 2% of the issued Shares of the Company may be granted to any one consultant in any 12 month period;
 - (d) no more than an aggregate of 2% of the issued Shares of the Company may be granted to persons employed to provide "investor relations activities" in any 12 month period; and
 - (e) no more than 10% of the issued Shares of the Company may be granted to “insiders” of the Company in any 12 month period (unless, as may be required by the stock exchange on which the Shares of the Company are then listed, the Company has obtained “disinterested” shareholder approval).
2. The exercise price of the options cannot be set at less than the last closing price of the Company’s Shares before the date on which the options are granted by the Company, less the maximum allowable discount from market as may be permitted under the policies of the stock exchange on which the Shares of the Company are then listed, if any, or such other minimum exercise price as may be required by such exchange.
3. The options may be exercisable for a period of up to 10 years.
4. All options are non-assignable and non-transferable and if granted at an exercise price less than market, will (if required by the stock exchange on which the Shares of the Company are then listed) be legended with a four month hold period commencing on the date the stock options are granted.
5. The options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time provided that options granted to consultants performing “investor relations activities” must vest in stages over at least 12 months with no more than 25% of the options vesting in any three month period.
6. Reasonable topping up of options granted to an individual will be permitted.
7. The option can only be exercised by the optionee and only so long as the optionee is a director, officer, employee or consultant of the Company, any of its subsidiaries or a management company employee or within a reasonable period of time, not to exceed one year, after the optionee ceases to be in at least one of such positions to the extent that the optionee was entitled to exercise the option at the date of such cessation.

8. In the event of death of an optionee, the option previously granted to him shall be exercisable as to all or any of the Shares in respect of which such option has not previously been exercised at the date of the optionee's death (including the right to purchase Shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date one year following the date of death of the optionee (unless an earlier date is provided for the applicable option agreement) or the expiry time of the option, whichever occurs first.
9. Options may provide that, in the event of a take-over bid or tender offer for the Shares of the Company, the optionees under such options shall (subject to acceptance of the stock exchange on which the Shares of the Company are then listed, if required) be entitled to immediately exercise and acquire all Shares under their option in order to permit such Shares to be tendered to such bid or offer.
10. Disinterested shareholder approval for any reduction in the exercise price or extension of the exercise period of a previously granted option shall be obtained prior to the exercise of such option if the optionee is an "insider" of the Company at the time of the proposed reduction or extension.

The full text of the Option Plan is available for review on SEDAR under the Company's profile at www.sedar.com.

At the Meeting, the shareholders will be asked to consider, and if deemed advisable, to pass the following resolutions:

"RESOLVED, as an ordinary resolution, THAT:

1. the Company's stock option plan adopted October 31, 2014 (the "Option Plan"), be and is hereby ratified, confirmed, authorized and approved;
2. the reservation under the Option Plan of up to a maximum of 10% of the issued shares of the Company, on a rolling basis, as at the time of granting of the stock option pursuant to the Option Plan be and the same is hereby authorized and approved; and
3. any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents, agreements and instruments, and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such act or thing."

Recommendation of the Board

The Board unanimously recommends that the shareholders vote in favour of ratifying and approving the Option Plan.

Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the approval of the Option Plan, the persons named in the enclosed Proxy will vote FOR the approval of the above resolution.

AUTHORIZATION TO ISSUE STOCK OPTIONS TO RELATED PERSONS

It is a requirement of applicable securities legislation and a term of the Company's Stock Option Plan that the Company obtain "disinterested shareholder approval" for the granting of any stock options to, inter alia, directors, officers and employees or consultants providing investor relations services to the Company (collectively "**Related Persons**") if:

1. after granting, the number of shares, calculated on a fully diluted basis, reserved for issuance under options granted to Related Persons exceeds 10% (or 5% in the case of a single Related Person) of the outstanding shares of the Company; or

2. the number of shares, calculated on a fully diluted basis, issued within 12 months to Related Persons upon the exercise of stock options exceeds 10% (or 5% in the case of a single Related Person) of the outstanding shares of the Company.

(the “**Option Thresholds**”).

As the Company transitions from research and development to the manufacture and sale of ASIC chips and mining systems, it is anticipated that the Company will need to attract, recruit and retain additional Related Persons to facilitate such transition and grow the business of the Company. The Company anticipates that in order to attract and recruit highly qualified management, technical and sales and marketing personnel the Company will need to offer incentive stock options to such personnel as part of any compensation package. Such options will also assist the Company in reducing the amount of cash compensation that it might otherwise have to pay to attract and recruit such personnel. As such, the Company may need to grant stock options pursuant to the Stock Option Plan from time to time during any 12 month period to Related Persons or a single Related Person that will exceed the Option Thresholds above. See “Ratification Stock Option Plan” above for further details of the terms of the Company’s Stock Option Plan.

Accordingly, at the Meeting the “disinterested shareholders” of the Company will be asked to consider, and if deemed advisable, to pass the following resolution:

"RESOLVED, as an ordinary resolution, THAT the granting of stock options to, inter alia, directors, officers and employees or consultants providing investor relations activities (collectively “**Related Persons**”) from time to time within any 12 month period pursuant to the Stock Option Plan that exceed the following thresholds be and are hereby authorized and approved:

- (a) after granting, the number of common shares, calculated on a fully diluted basis, reserved for issuance under options granted to Related Persons exceeds 10% (or 5% in the case of a single Related Person) of the outstanding shares of the Company; or
- (b) the number of common shares, calculated on a fully diluted basis, issued within 12 months to Related Persons upon the exercise of stock options exceeds 10% (or 5% in the case of a single Related Person) of the outstanding shares of the Company.”

For the purposes of applicable securities legislation and the Stock Option Plan “disinterested shareholder” approval requires the approval of a majority of votes cast at a shareholders’ meeting excluding votes attaching to securities beneficially owned by Related Persons to whom options may be granted under the Stock Option Plan and their associates.

To the knowledge of management of the Company, as of the Record Date, the aggregate number of common shares held by Related Persons to whom options may be granted under the Company’s Stock Option Plan or their associates total 11,546,715 common shares or 9.44% of the issued and outstanding shares of the Company. Such shares shall be excluded from voting on the above-noted resolution.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the granting of the above-noted authorization.

PART 4 – STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

See the “STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER” attached as Exhibit “A” to this Information Circular for details of, inter alia, the executive compensation paid to the Company’s “Named Executive Officers” for the year ended October 31, 2017.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of October 31, 2017, the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	975,000	\$0.12	1,917,116
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	975,000	\$0.12	1,917,116

PART 6 – AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with the Company's external auditor as set forth below.

1. The Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Exhibit “B” to this Information Circular.

2. Composition of Audit Committee

The Company's audit committee is currently comprised of three directors, Stefan Matthews (Chair), Marco Strub and Peter Wielgosz. Messrs. Strub and Wielgosz are considered “independent” as that term is defined in applicable securities legislation. By virtue of his position as Chairman, Mr. Matthews is an “executive officer” of the Company and therefore considered to have a “material relationship” with the Company as defined under applicable securities legislation. As such Mr. Matthews is not independent for the purposes of applicable securities legislation.

All three audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered “financially literate”.

3. Relevant Education and Experience

All of the audit committee members are business persons with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor. See Part 3 “THE BUSINESS OF THE MEETING – Election of Directors” for a description of the education and experience of each member of the audit committee that is relevant to the performance of his responsibilities as an audit committee member.

4. Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year ended October 31, 2017, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

5. Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year ended October 31, 2017, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

6. Pre-Approval Policies and Procedures

Save for the requirement that the audit committee must pre-approve all non-audit services to be provided to the Company by its independent auditor, the audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services will be considered by the audit committee, and where applicable the Board, on a case-by-case basis.

7. External Audit Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to DeVisser Gray LLP, the Company's external auditor, for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Period Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
October 31, 2017	\$7,500	Nil	Nil	Nil
October 31, 2016	\$5,000	Nil	Nil	\$2,500 ⁽¹⁾

(1) Fee for reviewing the Company's unaudited financial statements for nine months ended July 31, 2016 for inclusion in a filing statement.

8. Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PART 7 – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines, which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make such disclosure with reference to the requirements of Form 58-101F2, which disclosure is set forth below.

Board of Directors

The Board is currently composed of four directors, being Taras Kulyk, Stefan Matthews, Marco Strub and Peter Wielgosz.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. “Material relationship” is defined as a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Generally speaking, the Board is responsible for determining whether a director is an independent director. However, under NI 52-110, Taras Kulyk and Stefan Matthews are not considered to be independent directors by virtue of their positions as Chief Executive Officer and Chairman of the Company, respectively. On the other hand, the Board has determined by Marco Strub and Peter Wielgosz are considered to be independent directors of the Company as they have no ongoing interest or material relationship which could be reasonably expected to interfere with the exercise of a director’s independent judgment, other than their shareholdings and stock options in the Company and serving as directors.

Accordingly, while it is anticipated that following the Meeting, the Board will have an equal number of “non-independent” directors and “independent” directors, it is the objective of the Company to strive to attain a majority of independent Board members.

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “*Committees of the Board of Directors*” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate and operating budgets and forecasts, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board has yet to adopt a written mandate or establish formal procedures to ensure that the Board can function independently of management as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies.

The Board delegates to management, through the Company’s executive officers, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Although following the Meeting, the Board will be composed of an equal number of “independent” and “non-independent” directors, given the size of the Company’s current operations, the Board believes that the independence of the Board from management is not compromised by such composition. The Board believes that the fiduciary duties placed on management by the Company’s governing corporate legislation and common law and the restrictions on an individual director’s participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the “independent” directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it

warranted under the circumstances and the “independent” directors have the ability to meet independently of management whenever deemed necessary. Notwithstanding the foregoing, it is the Board’s objective to strive to have a majority of independent directors.

Directorships

As of the date of this Information Circular, the directors of the Company are currently directors and/or executive officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows.

Name of Director	Name of Other Reporting Issuer	Market / Exchange	Position
Taras Kulyk	N/A	N/A	N/A
Stefan Matthew	N/A	N/A	N/A
Marco Strub	ZincX Resources Corp. Triumph Gold Corp.	TSXV TSXV	Director Director
Peter Wielgosz	N/A	N/A	N/A

The above information has been provided by the directors and has not been independently verified by the Company.

Orientation and Continuing Education

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, given the Company’s size and current operations there is no formal orientation for new members of the Board.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing companies, both private and public. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management’s assistance. Board members have full access to the Company’s records. Reference is made to the table under the heading “*Election of Directors*” in Part 3 “THE BUSINESS OF THE MEETING” for a description of the current principal occupations of the Company’s Board.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company’s business plan and to meet performance goals and objectives.

The Board itself must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges but, to date, has not adopted a formal written Code of Business Conduct and Ethics. The Board is of the view that the fiduciary duties placed on individual directors by the Company’s governing corporate and securities legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director’s participation in decisions of the Board in which the director has an interest, are sufficient, at present, to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders. In addition, the limited size of the Company’s current operations and the small number of officers and employees allow for the

independent members of the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the Chief Executive Officer, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

Compensation

The Company has appointed a formal compensation committee which is responsible for advising the Board on all forms of compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure such arrangements reflect the responsibilities and risks associated with each position. See "*Committees of the Board of Directors*" below. In addition, any compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the independent directors with significant input into compensation decisions.

For a discussion of the Company's philosophy, objectives and processes with respect to executive compensation, see the Company's "STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER" attached as Exhibit "A" to this Information Circular.

Committees of the Board of Directors

At the present time, the Board of the Company has appointed two formal committees, being the audit committee and the compensation committee.

The audit committee is comprised of Stefan Matthews (Chair), Marco Strub and Peter Wielgosz and is primarily responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of safeguarding the Company's assets; reliability of information; and compliance with policies and laws. See Part 6 "AUDIT COMMITTEE" for further information regarding the mandate of the Company's audit committee, its specific authority, duties and responsibilities, as well as the Audit Committee Charter.

The compensation committee is comprised of a majority of independent directors and is primarily responsible for advising the Board on compensation issues and making recommendations on the compensation of executive officers and directors. The members of the compensation committee are Stefan Matthews, Marco Strub and Peter Wielgosz. See "*Compensation*" above.

As the Company grows, and its operations and management structure become more complex, the Board will likely find it appropriate to constitute additional standing committees, such as a Corporate Governance Committee and Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

Assessment

The Board has not implemented a formal process for assessing its effectiveness. Based on the Company's current size and stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board also monitors but does not formally assess the performance or contribution of individual Board members or committee members.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

No individual who is, or at any time during the most recently completed financial year of the Company was, a director or officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any one of them is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or to another entity where such indebtedness to such other entity is, or was at any time during the most recently completed financial year of the Company, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

As of the date hereof, there is no indebtedness owing to the Company, any of its subsidiaries or any other entity (where such indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries) in connection with the purchase of securities or otherwise by any current or former executive officers, directors or employees of the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Save as disclosed elsewhere in this Information Circular and below, no informed person (as defined below), proposed nominee for election as a director, or any associate or affiliate of any informed person or proposed nominee, has had a material interest, direct or indirect, in any transaction with the Company or any of its subsidiaries or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or any of its subsidiaries or is likely to do so:

1. On May 16, 2018, APMS acquired, by way of private placement, a total of 8,000,000 units of the Company (the “**First Units**”) at a price of \$0.25 per First Unit for a total subscription price of \$2,000,000. Each First Unit consisted of one common share and one-half (1/2) of a share purchase warrant, each whole warrant entitling APMS to purchase an additional common share of the Company at a price of \$0.50 on or before May 16, 2020. Upon completion of such private placement, APMS owned approximately 14.11% of the then issued and outstanding shares of the Company.

On August 10, 2018, APMS acquired, by way of private placement, an additional 7,750,000 units of the Company (the “**Second Units**”) at a price of \$0.40 per Second Unit for an aggregate subscription price of \$3,100,000. Each Second Unit consisted of one common share and one-half (1/2) of a share purchase warrant, each whole warrant entitling APMS to purchase an additional common share of the Company at a price of \$0.80 on or before August 10, 2020. It is a term of APMS’ subscription agreement with the Company for the Second Units dated August 10, 2018 that until the later of (a) August 10, 2021, and (b) for so long as APMS beneficially owns not less than 10% of the issued and outstanding shares of the Company, APMS shall have certain preferential rights including, but not limited to:

- (a) the right to appoint one nominee to the Company’s Board;
- (b) the right to appoint one director to each of the Company’s material operating subsidiaries or joint venture companies;
- (c) the right to appoint one nominee to the Company’s advisory board, if any; and
- (d) the right to participate, on a pro rata basis in (i) any future private or public financing of equity or convertible debt securities of the Company to the extent required to enable APMS to maintain its then current equity ownership interest in the Company; or (ii) any future private placement or public

financing of equity or convertible debt securities of any material subsidiary or joint venture company of the Company.

Peter Wielgosz is APMS' nominee on the Board of the Company. See Part 3 "THE BUSINESS OF THE MEETING – Election of Directors" for a description of Mr. Wielgosz' work experience and educational background.

See also Part 2 "VOTING SHARES AND PRINCIPAL HOLDERS THEREOF" for details of APMS' current shareholdings in the Company.

2. On August 10, 2018 Stefan Matthews acquired a total of 11,250,000 Second Units of the Company at a price of \$0.40 per Second Unit for an aggregate subscription price of \$4,500,000. It is a term of Mr. Matthews' subscription agreement with the Company dated August 10, 2018 that until the later of (a) August 10, 2021, and (b) for so long as Mr. Matthews beneficially owns not less than 10% of the issued and outstanding shares of the Company, Mr. Matthews shall have the right to participate, on a pro rata basis in (i) any future private or public financing of equity or convertible debt securities of the Company to the extent required to enable Mr. Matthews to maintain his then current equity ownership interest in the Company; or (ii) any future private placement or public financing of equity or convertible debt securities of any material subsidiary or joint venture company of the Company. Mr. Matthews was appointed as a director of the Company subsequent to his purchase of Second Units.
3. Peter Kim is the President and a director of Aracore Technology Corp. ("**Aracore**"), a joint venture company established by the Company and Peter Kim to design and develop next generation ASIC (application specific integrated circuit) chips for mining Bitcoin BCH and other associated cryptocurrencies. The Company owns a 75% interest in Aracore and Peter Kim owns the remaining 25% interest. Pursuant to the terms of the amended and restated shareholders agreement dated July 11, 2018 between the Company and Peter Kim, Mr. Kim is entitled to receive a royalty on gross revenues generated by or on behalf Aracore from the sale of ASIC chips as follows:
 - (a) 1.25% of gross revenues until such date (the "**Recovery Date**") as the Company has recovered in full all of its loans to Aracore including, but not limited to, the Company's initial funding of US\$3,000,000; and
 - (b) 2.5% of gross revenues from the sale of ASIC chips from and after the Recovery Date.
4. By distributor agreement dated August 10, 2018 (the "**Distributor Agreement**"), the Company granted Fighting Dog Trading Ltd., based in Antigua (the "**Distributor**"), the exclusive right to market, promote, sell and distribute the Company's ASIC chips and mining systems on a worldwide basis to, among others, Bitcoin BCH and other associated cryptocurrency miners under the "CoinGeek.com" brand, subject to certain minimum monthly purchase requirements. CoinGeek.com is the world's largest miner of Bitcoin BCH. At the time the Company entered into the Distributor Agreement, Taras Kulyk acted as the Chief Executive Officer of CoinGeek Mining & Hardware, an associated entity of the Distributor. In October, 2018 Mr. Kulyk stepped down as Chief Executive Officer of CoinGeek Mining & Hardware and was appointed as the Chief Executive Officer and a director of the Company. Mr. Kulyk does not hold any ownership interest, equity or otherwise, in the Distributor. See also the Company's Form 2A, Listing Statement, dated July 31, 2018, a copy of which is available for review on SEDAR at www.sedar.com, for further details regarding the terms of the Distributor Agreement.

For the above purposes, "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors, the ratification of the Option Plan and any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of common shares in the capital of the Company.

MANAGEMENT CONTRACTS

The management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company. See the "STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER – *Director and Named Executive Officer compensation, excluding compensation securities*" attached as Exhibit "A" to this Information Circular for details of the fees paid to the Company's former Named Executive Officers during the year ended October 31, 2017.

OTHER MATTERS

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

ADDITIONAL INFORMATION

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the year ended October 31, 2017. You may obtain copies of such documents without charge upon request to us at 5626 Larch Street, Suite 202, Vancouver, B.C., Canada V6M 4E1 – telephone (604) 696 - 4236. You may also access such documents, together with the Company's additional disclosure documents, through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

BOARD APPROVAL

The Board of the Company has approved the contents and the delivery of this Information Circular to its shareholders.

DATED at St. Johns, Antigua and Barbuda, as of the 30th day of October, 2018.

BY ORDER OF THE BOARD

(signed) "*Taras Kulyk*"

Taras Kulyk
Chief Executive Officer

EXHIBIT “A”

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

See attached.



FORM 51-102F6V

**STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER
FOR THE YEAR ENDED OCTOBER 31, 2017**

The information contained in this statement of executive compensation (the “**Statement**”) of Squire Mining Ltd. (the “**Company**”) is as of October 30, 2018, unless otherwise indicated.

Forwarding Looking Information

Certain statements contained in this Statement may constitute “forward-looking information” as the term is defined under applicable securities laws. The forward-looking information includes, without limitation, the Company’s intentions and plans with respect to compensation of its executive officers and directors and other statements concerning anticipated future events, conditions or results that are not historical facts. These statements reflect management’s current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward-looking information is inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company’s control. Such factors include, among others, general business, economic, competitive, political and social uncertainties, uncertain and volatile equity and capital markets, lack of available capital, the Company’s limited operating history, risks related to chip and rig design, development and manufacturing (including design flaws, software/programming errors, hardware/software integration issues, manufacturing delays, inability to source components on a timely basis or at all, etc), technological change, obsolescence and the marketability of, or changes in market demand for, any chips or rigs developed by the Company, the need to comply with governmental regulations, potential defects in title to the Company’s products; third party intellectual property infringement claims, fluctuations in currency exchange rates; fluctuating prices of components and labor; performance characteristics of the Company’s products, cost overruns, and other risks and uncertainties. See also the Company’s Form 2A Listing Statement dated July 31, 2018 (the “**Listing Statement**”) filed with the Canadian Securities Exchange (the “**CSE**”) and SEDAR for a more detailed discussion of risks facing the Company and its business. Accordingly, actual future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Unless otherwise expressly stated, all statements are made as of the date hereof and, save as required by law, the Company is under no obligation to update or alter any forward-looking information.

Definitions: For the purpose of this Statement:

“*company*” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

“*compensation securities*” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries.

“*external management company*” includes a subsidiary, affiliate or associate of the external management company.

“*Named Executive Officer*” or “*NEO*” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer (“**CEO**”);

- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer (“CFO”);
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

“*plan*” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

“*underlying securities*” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer compensation, excluding compensation securities

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years ended October 31, 2017 and October 31, 2016, to the directors and NEOs of the Company, other than compensation securities:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites ⁽¹⁾ (\$)	Value of all other compensation (\$)	Total compensation (\$)
Tibor Gajdics Interim President, CEO and Director (former) ⁽²⁾	2017	30,000 ⁽³⁾	Nil	Nil	Nil	Nil	30,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Kevin Hanson CFO (former) ⁽⁴⁾	2017	15,000 ⁽⁵⁾	Nil	Nil	Nil	Nil	15,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Ian H. Mann CEO, President and Director (former) ⁽⁶⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Chrisilios Kyriakou Director (former) ⁽⁷⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Owen King Director (former) ⁽⁸⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil

- (1) The value of perquisites received by each of the Named Executive Officers and directors, including property or other personal benefits provided to the Named Executive Officers and directors that are not generally available to all employees, were not in the aggregate greater than \$15,000.
- (2) Mr. Gajdics was appointed Interim President and CEO of the Company effective June 20, 2017 and subsequently resigned from such offices on March 26, 2018.
- (3) This figure represents fees paid to a private company controlled by Mr. Gajdics for management services over a period of six months at \$5,000 per month.
- (4) Mr. Hanson resigned as CFO of the Company effective March 30, 2018.
- (5) This figure represents fees paid to a private company controlled by Mr. Hanson for financial management and accounting services over a period of six months at \$2,500 per month.

- (6) Mr. Mann resigned as the President and CEO of the Company effective June 20, 2017.
- (7) Mr. Kyriakou has resigned as a director of the Company effective December 1, 2017.
- (8) Mr. King was appointed a director of the Company on October 30, 2017 and subsequently resigned as a director effective September 7, 2018.

The Company's current directors, being Taras Kulyk, Stefan Matthews, Marco Strub and Peter Wielgosz, were each appointed as directors of the Company subsequent to Company's fiscal year ended October 31, 2017 and therefore are not included in the above table of "*Director and Named Executive Officer Compensation, excluding compensation securities*" for the fiscal years ended October 31, 2017 and October 31, 2016. See Part 3 "THE BUSINESS OF THE MEETING – Election of Directors" in the management information circular of the Company dated October 30, 2018 to which this Statement is attached as Exhibit "A" (the "**Information Circular**") for details of when the current directors of the Company were first appointed as directors, their principal occupations and a general description of their work experience and educational background.

External Management Companies

Save as disclosed in footnotes 3 and 5 under the table of "*Director and Named Executive Officer compensation, excluding compensation securities*" above, there were no contracts in effect with external management companies during the fiscal years ended October 31, 2017 and October 31, 2016.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any Named Executive Officer or director during the most recently completed financial year ended October 31, 2017 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

As of October 31, 2017, the total compensation securities held by each Named Executive Officer and director of the Company were as follows:

Compensation securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at financial year end (\$)	Expiry date
Tibor Gajdics Interim President, CEO and Director (former)	Stock option	250,000 stock options ⁽¹⁾ or 0.86% ⁽²⁾⁽³⁾	January 13, 2015	\$0.12	\$0.10	\$0.08	November 8, 2018
Kevin Hanson CFO (former)	Stock option	250,000 stock options ⁽¹⁾ or 0.86% ⁽²⁾⁽³⁾	January 13, 2015	\$0.12	\$0.10	\$0.08	Expired
Ian H. Mann President and CEO (former)	Stock option	250,000 stock options ⁽¹⁾ or 0.86% ⁽²⁾⁽³⁾	January 13, 2015	\$0.12	\$0.10	\$0.08	Expired
Chrisilios Kyriakou Director (former)	Stock option	250,000 stock options ⁽¹⁾ or 0.86% ⁽²⁾⁽³⁾	January 13, 2015	\$0.12	\$0.10	\$0.08	Expired
Owen King Director (former)	N/A	Nil	N/A	N/A	N/A	N/A	N/A

- (1) Each stock option entitles the holder to purchase one common share of the Company.

- (2) This figure represents the number of underlying common shares issuable upon exercise of the stock option as a percentage of the total issued and outstanding common shares of the Company as at October 31, 2017 (being 28,921,167 shares).
- (3) These stock options were fully vested at the time of granting.

No compensation securities were re-priced, cancelled and replaced, extended or otherwise materially modified during the Company's most recently completed financial year ended October 31, 2017.

No compensation securities were exercised by any Named Executive Officer or director of the Company during the most recently completed financial year ended October 31, 2017.

Stock Option Plans and Other Incentive Plans

The Company has established a "rolling" stock option plan (the "**Stock Option Plan**") for its directors, officers, employees and consultants pursuant to which the aggregate number of common shares ("**Shares**") reserved for issuance thereunder may not exceed, at the time of grant, in aggregate 10% of the Company's issued and outstanding Shares from time to time.

The principal purposes of the Stock Option Plan are to provide the Company with the advantages of the incentive inherent in share ownership on the part of those persons responsible for the success of the Company; to create in those persons a proprietary interest in, and a greater concern for, the welfare and success of the Company; to encourage such persons to remain with the Company; to attract new talent to the Company; and to reduce the cash compensation the Company would otherwise have to pay.

The material terms of the Stock Option Plan, which was initially adopted on October 31, 2014, are as follows:

1. The number of Shares subject to each option is determined by the Company's board of directors (the "**Board**"), or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:
 - (a) the number of Shares subject to option, in the aggregate, shall not exceed 10% of the Company's then issued Shares;
 - (b) no more than 5% of the issued Shares of the Company may be granted to any one optionee in any 12 month period (unless, as may be required by the stock exchange on which the Shares of the Company are then listed, the Company has obtained "disinterested" shareholder approval);
 - (c) no more than 2% of the issued Shares of the Company may be granted to any one consultant in any 12 month period;
 - (d) no more than an aggregate of 2% of the issued Shares of the Company may be granted to persons employed to provide "investor relations activities" in any 12 month period; and
 - (e) no more than 10% of the issued Shares of the Company may be granted to "insiders" of the Company in any 12 month period (unless, as may be required by the stock exchange on which the Shares of the Company are then listed, the Company has obtained "disinterested" shareholder approval).
2. The exercise price of the options cannot be set at less than the last closing price of the Company's Shares before the date on which the options are granted by the Company, less the maximum allowable discount from market as may be permitted under the policies of the stock exchange on which the Shares of the Company are then listed, if any, or such other minimum exercise price as may be required by such exchange.
3. The options may be exercisable for a period of up to 10 years.
4. All options are non-assignable and non-transferable and if granted at an exercise price less than market, will (if required by the stock exchange on which the Shares of the Company are then listed) be legended with a four month hold period commencing on the date the stock options are granted.

5. The options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time provided that options granted to consultants performing “investor relations activities” must vest in stages over at least 12 months with no more than 25% of the options vesting in any three month period.
6. Reasonable topping up of options granted to an individual will be permitted.
7. The option can only be exercised by the optionee and only so long as the optionee is a director, officer, employee or consultant of the Company, any of its subsidiaries or a management company employee or within a reasonable period of time, not to exceed one year, after the optionee ceases to be in at least one of such positions to the extent that the optionee was entitled to exercise the option at the date of such cessation.
8. In the event of death of an optionee, the option previously granted to him shall be exercisable as to all or any of the Shares in respect of which such option has not previously been exercised at the date of the optionee’s death (including the right to purchase Shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date one year following the date of death of the optionee (unless an earlier date is provided for the applicable option agreement) or the expiry time of the option, whichever occurs first.
9. Options may provide that, in the event of a take-over bid or tender offer for the Shares of the Company, the optionees under such options shall (subject to acceptance of the stock exchange on which the Shares of the Company are then listed, if required) be entitled to immediately exercise and acquire all Shares under their option in order to permit such Shares to be tendered to such bid or offer.
10. Disinterested shareholder approval for any reduction in the exercise price or extension of the exercise period of a previously granted option shall be obtained prior to the exercise of such option if the optionee is an “insider” of the Company at the time of the proposed reduction or extension.

A copy of the Stock Option Plan is available for review under the Company’s profile on SEDAR at www.sedar.com.

As at October 31, 2017, there were a total of 975,000 stock options outstanding under the Stock Option Plan.

Save and except for the Stock Option Plan, there are no other equity or non-equity incentive plan awards currently in place for the Company’s Named Executive Officers or directors.

Employment, Consulting and Management Agreements.

During the most recently completed financial year ended October 31, 2017, the Company engaged a private company controlled by Tibor Gajdics, the Company’s then Interim President and CEO, to provide management services to the Company at a fee of \$5,000 per month. Such agreement was terminated in conjunction with Mr. Gajdics resignation as Interim President and CEO of the Company on March 26, 2018.

During the most recently completed financial year ended October 31, 2017, the Company engaged a private company controlled by Kevin Hanson, the Company’s then CFO, to provide financial management and accounting services to the Company at a fee of \$2,500 per month. Such agreement was terminated in conjunction with Mr. Hanson’s resignation as CFO of the Company on March 30, 2018.

No termination, severance or change of control payments were made by the Company during the most recently completed financial year ended October 31, 2017 or thereafter as a result of the termination of the above-noted management agreements.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

During the most recently completed financial year ended October 31, 2017, the Company was engaged primarily in the acquisition and exploration of mineral resource properties in British Columbia. However, faced with weak capital markets for junior resource issuers and in an effort to conserve cash, the Company’s then Board determined not to pay any fees or other compensation to its non-executive directors for services rendered in their capacities as

directors of the Company for the financial year ended October 31, 2017. Non-executive directors were, however, entitled to participate in the Company's Stock Option Plan and reimbursement of reasonable out of pocket expenses incurred in connection with their duties as directors of the Company although no stock options were granted to the non-executive directors of the Company during the financial year ended October 31, 2017. See "*Stock Options and Other Compensation Securities*" above.

Named Executive Officer Compensation

The Board was also responsible for determining the compensation paid to the Company's Named Executive Officers during the financial year ended October 31, 2017. However, having regard to the Company's then cash reserves and relatively modest operations, the Board determined that management fees of \$5,000 per month and \$2,500 per month was appropriate compensation to the Company's CEO and CFO, respectively. Such management fees were intended to provide base compensation to the Named Executive Officers for services rendered but were not tied to any performance criteria or goals and no peer group was used in determining the amount of such fees. The Named Executive Officers were also entitled to participate in the Company's Stock Option Plan; however, no stock options were issued to the Named Executive Officers during the financial year ended October 31, 2017 as the Company had previously granted stock options to the Named Executive Officers in 2015 which were still outstanding.

Change of Business

In August 2018, the Company completed a change in business from mineral exploration to designing and developing data mining infrastructure and system technology to support global blockchain applications in the mining space including ASIC chips and next generation mining rigs to mine Bitcoin Cash (BCH) and other associated cryptocurrencies (the "**Change of Business**") under the policies of the CSE. In conjunction with and subsequent to the Change of Business, the Company has undergone a restructuring of its Board and management as the Company transitions from research and development to manufacturing and sales of its initial ASIC chip and mining rig for Bitcoin BCH and associated cryptocurrencies.

As a result of such transition, the newly appointed Board has only very recently appointed a new compensation committee (the "**Compensation Committee**") comprised of a majority of independent directors who will be responsible for advising the Board on all forms of compensation (including long-term incentive in the form of stock options) to be paid to the Company's executive officers and directors to ensure such arrangements reflect the responsibilities and risks associated with each position. See Part 7 "**CORPORATE GOVERNANCE – Committees of the Board of Directors**" in the Information Circular to which this Statement is attached for details regarding the composition of the Company's new Compensation Committee.

While the Compensation Committee has yet to adopt a formal compensation program for the Company's executive officers and directors, it is anticipated that the objectives of such program for executives will include: (i) recruiting and retaining executives and senior management critical to the future success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation commensurate with an individual's experience and expertise; (iii) balancing the interests of management and shareholders of the Company; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. The Composition Committee may also establish an appropriate comparator group of peer companies which will include other companies of similar size and market capitalization in order to compare the Company's executive compensation packages against those awarded by the companies in the comparator group.

Elements of Executive Compensation

Initially, compensation is expected to consist of three principal elements, namely: base salary or fee, short-term incentive compensation (discretionary and/or performance based cash bonuses) and long-term incentive compensation (stock options). The Compensation Committee will review all three components in assessing the compensation of individual executive officers and of the Company as a whole prior to making recommendations to the Board.

Base salaries or fees and bonuses (discretionary or performance) will be intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive within the industry. Base salaries or fees will be compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers. Executive officers will also be eligible to receive discretionary and/or performance-based bonuses as determined by the Board (taking into account the

recommendations of the Compensation Committee) from time to time based on each officer's responsibilities, his or her achievement of individual and corporate objectives and the Company's financial performance. Cash bonuses are intended to reward the executive officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

Stock options will be an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's common shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance, as measured through the price of the Company's common shares and enable executives to acquire and maintain a significant ownership position in the Company. Stock options also represent an additional form of compensation to the Company's executive officers without directly impacting the Company's cash resources. In making its recommendations to the Board for the number of options to be granted to executive officers, the Compensation Committee will give consideration to, among other things, the executive's current and potential contribution to the success of the Company, the relative position of the executive within the Company, previous stock option grants and the number of options granted to executive officers of companies of similar size and market capitalization.

Further, perquisites such as health, dental and life insurance plans and other usual perquisites or long-term incentives, where appropriate, may also be provided to the Company's executive officers in accordance with industry practice to ensure that the Company's compensation packages are competitive.

Director Compensation

It is anticipated that the non-executive directors of the Company may receive a director's fee or stipend in their capacities as directors of the Company consistent with the Company's financial resources and industry norms, which fee or stipend will be reviewed annually by the Board.

Non-executive directors will also be entitled to receive incentive stock options from time to time in accordance with the terms of the Company's Stock Option Plan and the policies of the CSE. The granting of incentive stock options provides a link between director compensation and the Company's share price. It also rewards directors for achieving results that improve Company performance and thereby increase shareholder value. In making a determination as to whether to recommend to the Board a grant of long-term incentive stock options, and if so, the number of options that should be granted, the Compensation Committee will consider, inter alia, the number and terms of outstanding incentive stock options held by each director; the value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders and the cost to the Company; general industry standards; and the limits imposed by the terms of the Stock Option Plan and the CSE. Any "interested" director who is being considered for the grant of an option by the Company will be required to declare his interest in such grant and abstain from voting thereon.

The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Stock Option Plans and Other Incentive Plans*" above.

Non-executive directors will also be entitled to reimbursement for transportation and other out-of-pocket expenses incurred for attendance at Board meetings and in connection with discharging their duties as directors.

Pension Disclosure

Currently, the Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

EXHIBIT “B”

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

See attached.

SQUIRE MINING LTD.

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of a minimum of three directors who are appointed and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial reporting standards (“**IFRS**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor including the resolution of any disagreements between management and the independent auditor regarding financial reporting. The independent auditor shall report directly to the Committee. The Committee is also entitled to engage independent counsel and other advisers in the performance of its duties and to set and pay the compensation for such counsel or advisers.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Review and update the Committee's terms of reference on an annual basis and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management the Company's financial statements, MD&A and any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve and monitor all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Review and approve hiring policies regarding current and former partners and employees of the independent auditor.
14. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.