



# QUIA RESOURCES

Proxy for the Annual and Special Meeting of Shareholders to be held on  
October 23, 2012

**This proxy is solicited on behalf of the management of Quia Resources Inc. (the "Corporation")** in connection with the annual and special meeting of shareholders (the "**Meeting**") of the Corporation to be held on October 23, 2012 at 10:00 a.m. (Toronto time) at the offices of Fogler, Rubinoff LLP, Suite 1200, 95 Wellington Street West, Toronto-Dominion Centre, Toronto, Ontario, and any adjournments thereof and should be read in conjunction with the accompanying notice of meeting and information circular dated September 20, 2012.

The undersigned shareholder of the Corporation hereby appoints Yannis Banks, the Chief Executive Officer of the Corporation, or, failing him, Andres Tinajero, the Chief Financial Officer of the Corporation, or instead of either of them, \_\_\_\_\_, as proxy or proxies, with full power of substitution to attend, vote any and all of the shares of the Corporation standing in the name of the undersigned and otherwise act for the undersigned at the Meeting and at any adjournments thereof, in the same manner, to the same extent and with the same power as if the undersigned were present at the Meeting or any such adjournments and, without limiting the generality of the foregoing, hereby grants authority as set forth below:

**1. Election of directors as nominated by management:**

**FOR**  **or** **WITHHOLD**

Election of Yannis Banks as director of the Corporation;

**FOR**  **or** **WITHHOLD**

Election of William Richard Brown as director of the Corporation;

**FOR**  **or** **WITHHOLD**

Election of Lewis Lawrick as director of the Corporation;

**FOR**  **or** **WITHHOLD**

Election of Paul Lin as director of the Corporation;

**FOR**  **or** **WITHHOLD**

Election of Iain Kelso as director of the Corporation;

**FOR**  **or** **WITHHOLD**

Election of Daniel Noone as director of the Corporation;

**FOR**  **or** **WITHHOLD**

Election of Adam K. Szweras as director of the Corporation;

**2. FOR**  **or** **WITHHOLD**

Re-Appointment of Collins Barrow Toronto LLP as auditors for the ensuing year and authorizing the directors to fix their remuneration;

**3. FOR**  **or** **AGAINST**

Ratification, confirmation and approval of the Corporation's 10% rolling stock option plan, as amended.

The securities represented by this proxy will be voted as directed by the holder. **However, if a direction is not made in respect of any matter, this proxy will be voted "For" the matter notified in the proxy by the individual appointed in this proxy.**

**The person appointed is authorized to vote in his or her discretion in respect of amendments or variations to the matters noted above and upon such other business as may properly come before the Meeting.**

To be valid, this proxy must be received by Equity Financial Trust Company, Proxy Department, Suite 400, 200 University Avenue, Toronto, Ontario M5H 4H1, not later than forty eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Name of Shareholder (Please Print)

\_\_\_\_\_  
Signature of Shareholder

(See additional instructions on reverse.)

**Additional Instructions:**

1. If the shareholder appointing a proxy is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
2. A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting or any adjournments thereof other than the persons designated in this proxy and may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy and striking out the names now designated or by completing another proper proxy and, in either case, depositing it with Equity Financial Trust Company, Proxy Department, Suite 400, 200 University Avenue, Toronto, Ontario M5H 4H1.
3. If this proxy is not dated, it will be deemed to bear the date on which it is mailed. The proxy ceases to be valid one year from its date.
4. This proxy revokes and supersedes all proxies of earlier date.