

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. Reporting Issuer

Quia Resources Inc.
77 King Street West
Suite 3000
Toronto, ON M5K 1G8

ITEM 2. Date of Material Change

July 25, 2013.

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on July 25, 2013 via Marketwire news service.

ITEM 4. Summary of Material Change

Quia Resources Inc. (TSXV:QIA) (the "Company") has announced that, as part of its cost-reduction measures, the Company has terminated the option agreement on the DKS081 and DLV092 concessions and will focus on its 100% owned, core San Lucas concessions comprising approximately 7,000 hectares.

The Company has also appointed Marco Guidi as CFO, who replaces Andres Tinajero. The Company wishes to thank Mr. Tinajero for his significant contribution to the Company and wishes him well in his future endeavours.

ITEM 5. Full Description of Material Change

See Schedule A attached.

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

Not applicable.

ITEM 7. Omitted Information

Not applicable.

ITEM 8. Executive Officer

The following officers of the company may be contacted for further information:

Yannis Banks
Chief Executive Officer
(416) 777-6169
ybanks@quiaresources.com

ITEM 9. Date of Report

This report is dated this 26th day of July, 2013.

Schedule A



QUIA RESOURCES

TSX VENTURE : QIA
July 25, 2013 16:30 ET

Quia Resources Provides Corporate Update

TORONTO, ONTARIO--(Marketwired - July 25, 2013) - Quia Resources Inc. ("Quia" or the "Company") (TSX VENTURE:QIA) is pleased to provide a corporate update.

Since the Company announced a strategic review process on May 15, 2013, the Company is continuing discussions with several interested parties. There is no assurance that a transaction may be forthcoming.

At the same time, the Company is examining cost-effective ways to add value to its San Lucas asset including re-interpreting its existing data with outside experts, furthering plans to increase ease of access to the property in the future, and partnering with an experienced high grade vein miner to develop production at the project at no cost to Quia, in addition to more traditional joint ventures being discussed as part of the strategic review process. If and when the Company undertakes any of these activities it is considering, the Company will communicate further detail at that time.

The Company is also reviewing additional business opportunities which would be synergistic with San Lucas, that could enhance the portfolio of the Company and provide greater flexibility to the Company in undertaking mineral exploration in a capital constrained market environment.

Over the past 6 months, the Company has implemented significant cost-cutting measures to reduce its burn rate to a minimum and is pursuing further initiatives in this regard, to ensure to the greatest extent possible the maintenance of its flagship asset in the context of a continued and prolonged downturn in equity markets for junior exploration companies.

Yannis Banks, Quia's CEO, commented, "While the downturn in equity markets for junior exploration companies has made it difficult to significantly move San Lucas forward over the past year, our conviction regarding the geological potential of San Lucas has not changed. In fact, our view has been further re-enforced as we have had a chance to present and discuss the project to many prominent companies and their technical teams, and conduct further review of the data ourselves."

Mr. Banks continued: "At the moment, most gold producers have retrenched to focus on brownfield exploration around existing operations, and away from frontier exploration, which has made it difficult to attract a partner and funding for San Lucas. Our approach, however, continues to remain consistent with when we started exploration at San Lucas, being that frontier jurisdictions have greater potential for significant discoveries owing to their less explored nature. Furthermore, several of the most significant discoveries over the past 2 decades in South America, including in Colombia, have occurred within or proximal to large artisanal mining districts that had seen little or no modern exploration, which are characteristics shared by Quia's San Lucas project. Ultimately the need for new discoveries can be put off only for so long. Thus our key responsibility at the moment is to preserve this great asset until the time returns for renewed efforts in the gold industry to find new deposits, while looking for cost-effective ways we can add value to the project."

As part of its cost-reduction measures, the Company has terminated the option agreement on the DKS081 and DLV092 concessions and will focus on its 100% owned, core San Lucas concessions comprising approximately 7,000 hectares.

Lastly, the Company has appointed Marco Guidi as CFO, who replaces Andres Tinajero. The Company wishes to thank Mr. Tinajero for his significant contribution to the Company and wishes him well in his future endeavours.

About Quia Resources Inc.

Quia Resources is a gold exploration Company focused in Colombia and its 100%-owned San Lucas property in the San Lucas gold belt. The San Lucas gold belt is among the least explored and most prospective gold belts in Colombia. Quia is an early-mover into this belt and has established a key property position and a strong base of technical knowledge in the area.

Forward-Looking Statements

This press release contains or refers to forward-looking information, including statements regarding exploration results, potential mineralization, exploration plans and timing of the commencement of drilling, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Contact Information

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