



QUIA RESOURCES

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 21, 2013

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares of Quia Resources Inc. (the "**Corporation**") will be held at the offices of Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto, Ontario on Thursday, November 21, 2013 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2012 together with the report of the auditors thereon and related management discussion and analysis;
2. to elect directors of the Corporation;
3. to re-appoint auditors and to authorize the directors to fix the auditors' remuneration;
4. to consider, and if deemed advisable, to ratify, confirm and approve the 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying management information circular (the "**Information Circular**"); and
5. to consider and, if deemed appropriate, to adopt a special resolution (the text of which is set forth in the Management Information Circular) with or without variations, approving the proposed consolidation (the "**Consolidation**") of the common shares of the Company, as described more fully in the accompanying Information Circular;
6. to consider, and if thought advisable, ratify and approve issuance of up to 3,303,294 post Consolidation common shares of the Corporation in satisfaction of indebtedness to certain related parties, as described in the Information Circular;
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this Notice are: (1) Information Circular; (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements; and (3) a letter of transmittal. The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Information Circular. Please read the Information Circular carefully before you vote on the matters being transacted at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Corporation's transfer agent, Equity Transfer Services, at 200 University Avenue, Suite 300, 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 18 day of October, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Yannis Banks*"

Yannis Banks, Chief Executive Officer