

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

**ITEM 1. Reporting Issuer**

Quia Resources Inc.  
77 King Street West  
Suite 2950  
Toronto, ON M5K 1H1

**ITEM 2. Date of Material Change**

June 9, 2014.

**ITEM 3. Press Releases**

Press release in the form of Schedule A attached hereto was disseminated on June 9, 2014 via Marketwire news service.

**ITEM 4. Summary of Material Change**

Quia Resources Inc. (TSXV:QIA) ("Quia" or the "Company") has announced that, at its annual and special general meeting held on November 21, 2013, shareholders approved the consolidation of the Company's issued and outstanding common shares at a ratio of 10 old shares for 1 new share (the "Share Consolidation").

As of the opening of trading on June 10th, 2014, the Company's share capital began trading on a post-consolidated basis under the same stock symbol: QIA. Quia has filed the Letter of Transmittal on [www.sedar.com](http://www.sedar.com) on October 31, 2013; it is available on Quia's web site at [www.quiaresources.com](http://www.quiaresources.com) and for the convenience of its shareholders has included a link: <http://media3.marketwire.com/docs/QuiaLetterTransmittal.pdf>.

The letter of transmittal describes the process by which shareholders may obtain new certificates representing their consolidated common shares.

**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 officer of the Company may be contacted for further information:

Yannis Banks  
Chief Executive Officer  
(416) 777-6169  
[ybanks@foundationmarkets.com](mailto:ybanks@foundationmarkets.com)

**ITEM 9. Date of Report**

This report is dated this 10<sup>th</sup> day of June, 2014.

## Schedule A



June 09, 2014 16:23 ET

### **Quia Resources Inc. Announces a Share Consolidation**

TORONTO, ONTARIO--(Marketwired - June 9, 2014) - Quia Resources Inc. (TSX VENTURE:QIA) (the "Company" or "Quia") announces that, at its annual and special general meeting held on November 21, 2013, shareholders approved the consolidation of the Company's issued and outstanding common shares at a ratio of 10 old shares for 1 new share (the "Share Consolidation").

As of the opening of trading on June 10th, 2014, the Company's share capital will begin trading on a post-consolidated basis under the same stock symbol: QIA. Quia has filed the Letter of Transmittal on [www.sedar.com](http://www.sedar.com) on October 31, 2013; it is available on Quia's web site at [www.quiaresources.com](http://www.quiaresources.com) and for the convenience of its shareholders has included a link below: <http://media3.marketwire.com/docs/QuiaLetterTransmittal.pdf>.

The letter of transmittal describes the process by which shareholders may obtain new certificates representing their consolidated common shares. Shareholders are requested to deliver original old share certificates along with the completed Transmittal letter by courier or in person to EQUITY FINANCIAL TRUST COMPANY, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; Attention: Investor. Shareholders who hold their shares through a broker or other intermediary and do not have shares registered in their name will not need to complete a letter of transmittal. No fractional shares will be issued under the share consolidation, and any fraction will be rounded to the nearest whole number. Following the consolidation, Quia will have 18,167,151 common shares issued and outstanding (excluding the debt settlements and debenture financings previously announced by the Company in press release dated June 4th, 2014. All outstanding options and warrants of the Company will be adjusted accordingly to reflect the share consolidation.

#### **About Quia Resources Inc.**

Quia Resources is a mineral exploration and development company which owns 100% of the San Lucas gold project in Colombia and has an option to earn 65% of the Murdock Mountain direct application phosphate project in Nevada. The Company is also actively evaluating additional business opportunities, primarily in the agromineral sector.

#### **Forward-Looking Statements**

This press release contains or refers to forward-looking information 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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