



QUIA RESOURCES

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 9, 2011

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 Fogler, Rubinoff LLP, 95 Wellington Street West, Suite 1200, Toronto, Ontario on Thursday, June 9, 2011 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, 2010 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 amended, as more particularly described in the accompanying management information circular (the "**Information Circular**"); and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

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 Financial Trust Company, at 200 University Avenue, Suite 400, 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 6th day of May, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Yannis Banks*"
Yannis Banks, Chief Executive Officer