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**QUIA RESOURCES INC.**

**Unaudited Interim Condensed Consolidated Financial Statements**

**(Expressed in Canadian Dollars)**

**For the three and six month periods ended  
June 30, 2014 and 2013**

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## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying unaudited interim condensed consolidated financial statements of Quia Resources Inc., are the responsibility of the management and Board of Directors of the Company.

The unaudited interim condensed consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

\_\_\_\_\_, CEO  
Yannis Banks

\_\_\_\_\_, CFO  
Marco Guidi

## **NOTICE TO READER**

The accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of management. The unaudited interim financial statements for the three and six months ended June 30, 2014 and 2013 have not been reviewed by the Company's auditors.

**Quia Resources Inc.**Unaudited Interim Condensed Consolidated Statements of Financial Position  
(Expressed in Canadian Dollars)

<b>As at,</b>	<b>June 30, 2014</b>	<b>December 31, 2013</b>
<b>Assets</b>		
Current Assets		
Cash	\$ 18,945	\$ 9,172
GST/HST and other receivables (Note 12)	41,466	17,346
Prepaid expenses (Note 13)	62,754	3,359
Assets of discontinued operations (Note 18)	41,622	68,602
	<u>164,787</u>	<u>98,479</u>
Property, plant and equipment (Note 5)	42,725	46,725
	<u>\$ 207,512</u>	<u>\$ 145,204</u>
<b>Liabilities</b>		
Current Liabilities		
Trade and other payables (Note 14)	\$ 115,552	\$ 218,340
Due to related parties (Note 16)	272,618	351,506
Loans and interest payable (Note 16)	221,621	304,899
Liabilities of discontinued operations (Note 18)	541,644	401,360
	<u>1,151,435</u>	<u>1,276,105</u>
Convertible debentures (Note 17)	270,397	-
	<u>1,421,832</u>	<u>1,276,105</u>
<b>Shareholders' Deficiency</b>		
Share capital (Note 7 (b))	14,011,456	13,791,253
Shares to be issued (Note 7 (c))	-	120,000
Conversion component of convertible debentures (Note 17)	7,686	-
Reserve for warrants (Note 9 & 11)	5,081,014	5,007,114
Reserve for share based payments (Note 8 & 10)	1,485,400	1,485,400
Reserve for foreign exchange gains (losses)	(1,509)	(6,610)
Accumulated deficit	(21,798,367)	(21,528,058)
	<u>(1,214,320)</u>	<u>(1,130,901)</u>
	<u>\$ 207,512</u>	<u>\$ 145,204</u>

Nature of Operations and Going Concern (Note 1)

Segmented Information (Note 15)

Subsequent Events (Note 19)

Approved on behalf of the Board of Directors on August 28, 2014:

"Yannis Banks" (signed)

CEO and Director

"Adam Szweras" (signed)

Secretary and Director*The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements*

**Quia Resources Inc.**Unaudited Interim Condensed Consolidated Statements of Loss and Comprehensive Loss  
(Expressed in Canadian Dollars)

	<b>Three months ended June 30, 2014</b>	Three months ended June 30, 2013	<b>Six months ended June 30, 2014</b>	Six months ended June 30, 2013
<b>Expenses</b>				
Exploration and evaluation expenses	\$ 10,824	\$ -	\$ 10,824	\$ -
Office and general	37,515	170,820	56,485	220,180
Management and consulting	32,500	61,715	48,500	137,312
Salaries and benefits	-	-	-	37,500
Professional fees	14,152	13,956	16,221	25,916
Share based payments (Note 8)	-	3,800	-	3,800
Travel and promotion	-	7,071	-	21,864
Foreign exchange (gain) loss	<u>(3,650)</u>	<u>54,326</u>	<u>(483)</u>	<u>(47,070)</u>
	<u>(91,341)</u>	<u>(311,688)</u>	<u>(131,547)</u>	<u>(399,502)</u>
Gain on settlement of debt	<u>94,833</u>	<u>-</u>	<u>94,833</u>	<u>-</u>
<b>Loss from continuing operations</b>	<b>3,492</b>	<b>(311,688)</b>	<b>(36,714)</b>	<b>(399,502)</b>
Loss from discontinued operations (Note 18)	<u>(181,835)</u>	<u>(232,072)</u>	<u>(233,595)</u>	<u>(366,976)</u>
<b>Net loss</b>	<b><u>(178,343)</u></b>	<b><u>(543,760)</u></b>	<b><u>(270,309)</u></b>	<b><u>(766,478)</u></b>
<b>Other comprehensive loss</b>				
Items that will be reclassified subsequently to loss				
Exchange differences on translating foreign operations	<u>9,679</u>	<u>27,257</u>	<u>5,101</u>	<u>(24,340)</u>
<b>Total comprehensive loss</b>	<b><u>(168,664)</u></b>	<b><u>(516,503)</u></b>	<b><u>(265,208)</u></b>	<b><u>(790,818)</u></b>
<b>Loss per share-basic and diluted</b>				
Loss per share - from continuing operations	\$ <u>0.000</u>	\$ <u>(0.030)</u>	\$ <u>(0.002)</u>	\$ <u>(0.038)</u>
Loss per share - from discontinued operations	<u>(0.009)</u>	<u>(0.022)</u>	<u>(0.012)</u>	<u>(0.035)</u>
Loss per share - net loss	<u>(0.009)</u>	<u>(0.052)</u>	<u>(0.014)</u>	<u>(0.073)</u>
<b>Weighted average number of shares outstanding</b>				
	<u>19,261,380</u>	<u>10,553,151</u>	<u>18,717,288</u>	<u>10,553,151</u>

*The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements*

## Quia Resources Inc.

### Unaudited Interim Condensed Consolidated Statements of Changes in Shareholders' Deficiency (Expressed in Canadian Dollars)

	Share Capital		Reserves				Conversion component of convertible Debentures	Shares to be issued	Deficit	Total
	Number of shares*	Amount	Share based payments	Warrants	Foreign Exchange					
<b>Balance at December 31, 2012</b>	<b>10,553,151</b>	<b>\$ 13,431,505</b>	<b>\$ 1,481,600</b>	<b>\$ 5,005,814</b>	<b>\$ 30,768</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (20,317,048)</b>	<b>\$ (367,361)</b>	
Funds received for shares to be issued	-	-	-	-	-	-	56,500	-	56,500	
Share based payments	-	-	3,800	-	-	-	-	-	3,800	
Exchange loss on translating foreign operation	-	-	-	-	(24,340)	-	-	-	(24,340)	
Net loss for the period	-	-	-	-	-	-	-	(766,478)	(766,478)	
<b>Balance at June 30, 2013</b>	<b>10,553,151</b>	<b>\$ 13,431,505</b>	<b>\$ 1,485,400</b>	<b>\$ 5,005,814</b>	<b>\$ 6,428</b>	<b>\$ -</b>	<b>\$ 56,500</b>	<b>\$ (21,083,526)</b>	<b>\$ (1,097,879)</b>	
Private placements	7,464,000	373,200	-	-	-	-	-	-	373,200	
Funds received for shares to be issued	-	-	-	-	-	-	63,500	-	63,500	
Cost of issuance	-	-	-	-	-	-	-	-	-	
Cash commission paid	-	(19,652)	-	-	-	-	-	-	(19,652)	
Fair value assigned to broker warrants	-	(1,300)	-	1,300	-	-	-	-	-	
Shares issued for services	150,000	7,500	-	-	-	-	-	-	7,500	
Exchange gain on translating foreign operation	-	-	-	-	(13,038)	-	-	-	(13,038)	
Net loss for the period	-	-	-	-	-	-	-	(444,532)	(444,532)	
<b>Balance at December 31, 2013</b>	<b>18,167,151</b>	<b>\$ 13,791,253</b>	<b>\$ 1,485,400</b>	<b>\$ 5,007,114</b>	<b>\$ (6,610)</b>	<b>\$ -</b>	<b>\$ 120,000</b>	<b>\$ (21,528,058)</b>	<b>\$ (1,130,901)</b>	
Share issued for settlement of debt	4,741,656	237,083	-	-	-	-	-	-	237,083	
Fair value assigned to warrants	-	(14,700)	-	14,700	-	-	-	-	-	
Cost of issuance	-	-	-	-	-	-	-	-	-	
Cash issue costs	-	(2,180)	-	-	-	-	-	-	(2,180)	
Funds transferred to convertible debentures issued	-	-	-	-	-	-	(120,000)	-	(120,000)	
Fair value assigned to warrants issued on convertible debentures	-	-	-	59,200	-	-	-	-	59,200	
Conversion component of convertible debentures	-	-	-	-	-	7,769	-	-	7,769	
Commission on the issuance of convertible debentures	-	-	-	-	-	(83)	-	-	(83)	
Exchange gain on translating foreign operation	-	-	-	-	5,101	-	-	-	5,101	
Net loss for the period	-	-	-	-	-	-	-	(270,309)	(270,309)	
<b>Balance at June 30, 2014</b>	<b>22,908,807</b>	<b>\$ 14,011,456</b>	<b>\$ 1,485,400</b>	<b>\$ 5,081,014</b>	<b>\$ (1,509)</b>	<b>\$ 7,686</b>	<b>\$ -</b>	<b>\$ (21,798,367)</b>	<b>\$ (1,214,320)</b>	

\* Number of shares outstanding is post ten for one share consolidation of the Company's issued and outstanding shares on June 10, 2014.

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

**Quia Resources Inc.**

## Unaudited Interim Condensed Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

<b>For the six month periods ended June 30,</b>	<b>2014</b>	<b>2013</b>
<b>Operating Activities</b>		
Net loss	\$ (270,309)	\$ (766,478)
Adjustments to reconcile net loss to cash flow from operating activities:		
Share based payments (Note 8)	-	3,800
Amortization	4,000	6,000
Unrealized foreign exchange loss (gain)	5,101	(22,303)
Gain on settlement of debt	(94,833)	-
Net change in non-cash working capital items:		
Prepaid expenses	(59,395)	85,157
GST/HST and other receivables	(24,120)	(768)
Trade and other payables	149,338	309,095
<b>Cash flow used in operating activities</b>	<b>(290,218)</b>	<b>(385,497)</b>
<b>Financing Activities</b>		
Convertible debentures issued, net of issue costs	217,283	56,500
Amounts received from (paid to) related parties	(78,888)	183,226
Loans received (paid)	(5,668)	77,518
<b>Cash flow provided from financing activities</b>	<b>132,727</b>	<b>317,244</b>
<b>Cash flow provided from discontinued operations</b>	<b>167,264</b>	<b>68,157</b>
<b>Net increase (decrease) in cash</b>	<b>9,773</b>	<b>(96)</b>
<b>Cash, beginning of period</b>	<b>9,172</b>	<b>902</b>
<b>Cash, end of period</b>	<b>\$ 18,945</b>	<b>\$ 806</b>

*The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements*

## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Quia Resources Inc. (the "Company" or "Quia") was incorporated under the laws of the Province of Ontario, Canada by Articles of Incorporation dated October 26, 2007. The Company is engaged in the acquisition, exploration and development of properties for the mining of agricultural minerals and precious metals in the United States of America ("US") and Colombia. The Company's operations in Colombia are affected by Colombia's political and economic environment. Although the environment has been relatively stable in recent years, there is the risk that this situation could deteriorate and adversely affect the Company's operations. The address of the Company's registered office is Suite 2905 – 77 King Street West Toronto, Ontario, M5K 1H1.

The Company is in the process of exploring its exploration properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. The Company's principal projects are the Murdock Mountain project in Nevada, US, and the San Lucas project in Colombia. On June 19, 2014, the Company entered into an agreement with Enneract Corporation to sell its subsidiary, San Lucas Gold Corp., which holds the San Lucas gold project, as more fully described in Note 19. The underlying value of the resource properties and the recoverability of the future exploration costs are entirely dependent on the existence of one or more economically recoverable reserves, confirmation of the Company's interest in the underlying claims, and the Company's ability to obtain the necessary financing to complete the exploration, development and future profitable production. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. Changes in future conditions could require material write-downs of the carrying values.

Ownership in mineral properties involves certain risks due to the difficulties in determining the validity of certain claims as well as potential for problems arising from frequently ambiguous conveyancing history characteristic of many mineral interests. The Company has investigated the ownership of its mineral properties and, to the best of its knowledge, ownership of its interests are in good standing.

The Company has no revenues and the ability of the Company to ensure continuing operations is dependent on the Company maintaining its mineral property interest, raising sufficient funds to finance exploration activities, identifying a commercial ore body, developing such mineral property interests, and upon the future profitable production or proceeds from the disposition of the mineral property interest. These financial statements have been prepared using accounting principles applicable to a going concern and do not reflect adjustments, which could be material, to the carrying values of the assets and liabilities. These circumstances may cast substantial doubt as to the Company's ability to continue as a going concern and ultimately the appropriateness of the use of accounting principles applicable to a going concern

As at June 30, 2014 the Company has a working capital deficiency of \$986,648 (December 31, 2013 - \$1,177,626 working capital deficiency), has an accumulated deficit of \$21,798,367 (December 31, 2013 - \$21,528,058) and has incurred losses of \$270,309 for the six month period ended June 30, 2014 (2013 - \$766,478).

## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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## **2. BASIS OF PRESENTATION**

### **2.1 Statement of compliance**

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These audited consolidated financial statements were authorized by the Board of Directors of the Company on August 28, 2014.

### **2.2 Basis of presentation**

These unaudited interim condensed consolidated financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company’s December 31, 2013 annual financial statements.

### **2.3 Adoption of new and revised standards and interpretations**

#### ***Standards and interpretations adopted***

The IASB issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company’s financial year beginning on or after January 1, 2014. For the purpose of preparing and presenting the Financial Information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

Several other new standards and amendments apply for the first time in 2014. However, they do not impact the annual consolidated financial statements of the Company or the interim consolidated financial statements of the Company.

The nature and impact of each new standard/amendment is described below:

- IAS 32 ‘*Financial instruments, Presentation*’ –is effective for annual periods beginning on or after January 1, 2014, with earlier adoption permitted. IAS 32 was amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right of offset must be available on the current date and cannot be contingent on a future date. The Company adopted this policy January 1, 2014 and there was no effect on its consolidated financial statements.
- IAS 36 – Impairments of Assets (“IAS 36”) was amended by the IASB in May 2013 to clarify the requirements to disclose the recoverable amounts of impaired assets and require additional disclosures about the measurement of impaired assets when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount. The amendments to IAS 36 are effective for annual periods beginning on or after January 1, 2014. The Company adopted this policy January 1, 2014 and there was no effect on its consolidated financial statements.



## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### **2. BASIS OF PREPARATION (continued)**

#### **2.3 Adoption of new and revised standards and interpretations (continued)**

- IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”) was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting. The amendments to IAS 39 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted. The Company adopted this policy January 1, 2014 and there was no effect on its consolidated financial statements.
- IFRIC 21 – Levies (“IFRIC 21”) was issued in May 2013. IFRIC 21 provides guidance on the accounting for levies within the scope of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets (“IAS 37”). IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (“obligating event”). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014. Earlier adoption is permitted. The Company adopted this policy January 1, 2014 and there was no effect on its consolidated financial statements.

#### ***New standards and interpretations***

At the date of authorization of these Financial Statements, the IASB and the IFRS Interpretations Committee (“IFRIC”) have issued the following new and revised Standards and Interpretations which are not yet effective and which the Company has not early adopted. However the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

- IFRS 9, 'Financial instruments', effective for annual periods beginning on or after January 1, 2018, addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income, unless this creates an accounting mismatch. The Company is yet to assess IFRS 9's full impact. The Company will also consider the impact of the remaining phases of IFRS 9 when completed by the Board.

## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### **3. CAPITAL RISK MANAGEMENT**

The Company considers its capital structure to consist of share capital, shares to be issued, reserve for warrants and reserve for share based payments. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital within current economic conditions by:

- i) minimizing discretionary disbursements;
- ii) reducing or eliminating exploration expenditures which are of limited strategic value;
- iii) exploring alternate sources of liquidity.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient potential and if it has adequate financial resources to do so.

As at June 30, 2014, the Company's capital consists of share capital, shares to be issued, conversion component of convertible debentures, reserve for warrants, reserve for share based payments, reserve for foreign exchange gains (losses) and deficit in the amount of \$(1,214,320) (December 31, 2013 - \$(1,130,901)).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the six month period ended June 30, 2014. The Company is not subject to externally imposed capital requirements.

## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### **4. FINANCIAL AND OTHER RISK FACTORS**

#### **Fair Value**

The carrying amount of due to related parties and trade and other payables approximate fair value due to the relatively short term maturity of these financial instruments. The carrying value of loans and interest payable approximate the fair value based on discounted cash flows. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price if one exists.

#### **Credit Risk**

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable Canadian, United States and Colombian chartered banks which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

#### **Liquidity Risk**

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at June 30, 2014, the Company had a cash balance of \$18,945 (December 31, 2013 - \$9,172) to settle current liabilities of \$1,151,435 (December 31, 2013 - \$1,276,105).

All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms. The Company cannot ensure there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holding cash. The Company is currently seeking sources of funding to meet short term liabilities, and short term cash requirements (see note 1).

#### **Market Risks**

##### **a) Interest Rate Risk**

The Company has cash balances and no variable interest bearing debt. The Company has fixed rates on its debt; changes in interest rates could result in fair value risk on the Company's fixed rate debt.

##### **b) Foreign Currency Risk**

The Company operates in Canada, Colombia and the United States, giving rise to market risks from changes in foreign exchange rates. The Company believes that its results of operations and cash flows would be affected by a sudden change in foreign exchange rates, but would not impair or enhance its ability to pay its U.S. dollar and Colombian pesos denominated obligations.

## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### **4. FINANCIAL AND OTHER RISK FACTORS (continued)**

#### **Other Risk Factors**

##### **a) Political Risk**

The Company has mining and exploration operations in the US and Colombia and such operations are exposed to various levels of political, economic, and other risks and uncertainties. These risks and uncertainties include, but are not limited to: terrorism; hostage taking; fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes to policies and regulations impacting the mining sector; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls, and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Future political and economic conditions in the US and Colombia may result in its government adopting different policies with respect to foreign investment, and development and ownership of mineral resources. Any changes in such policies may result in changes in laws affecting ownership of assets, foreign investment, mining exploration and development, taxation, currency exchange rates, gold sales, environmental protection, labour relations, price controls, repatriation of income, and return of capital, which may affect both the ability of Quia to undertake exploration and development activities in respect of future properties in the manner currently contemplated, as well as its ability to continue to explore, develop, and operate those properties to which it has rights relating to exploration, development, and operation.

##### **b) Property Risk**

The Company's significant mineral properties are the Murdock Mountain project and the San Lucas project as described in Note 6 and Note 19. Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing property interests. If no additional major properties are acquired by the Company, any adverse development affecting the Company's property would have a materially adverse effect on the Company's financial condition and results of operations.

##### **c) Commodity Price Risk**

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of these metals may be produced in the future, a profitable market will exist for them. As of June 30, 2014, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**4. FINANCIAL AND OTHER RISK FACTORS (continued)****Sensitivity Analysis**

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve month period:

- (i) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, loans receivable, accounts payable, due to related parties, loans and interest payable that are denominated in Colombian pesos. As at June 30, 2014, had the Canadian dollar weakened/strengthened by 10% against the Colombian peso with all other variables held constant, the Company's comprehensive loss for the six month period ended June 30, 2014 would have been approximately \$44,000 higher/lower respectively as a result of foreign exchange losses/gains on translation of Colombian peso denominated financial instruments.

**5. PROPERTY, PLANT AND EQUIPMENT**

	<b>Computer Equipment</b>	<b>Total</b>
<b>Cost</b>		
<b>As at December 31, 2012</b>	<b>83,024</b>	<b>83,024</b>
Effects of foreign exchange	-	-
<b>As at December 31, 2013</b>	<b>83,024</b>	<b>83,024</b>
Effects of foreign exchange	-	-
<b>As at June 30, 2014</b>	<b>83,024</b>	<b>83,024</b>
<b>Accumulated Amortization</b>		
<b>As at December 31, 2012</b>	<b>24,549</b>	<b>24,549</b>
Additions	11,750	11,750
<b>As at December 31, 2013</b>	<b>36,299</b>	<b>36,299</b>
Additions	4,000	4,000
<b>As at June 30, 2014</b>	<b>40,299</b>	<b>40,299</b>
<b>Net Book Value</b>		
<b>As at December 31, 2012</b>	<b>58,475</b>	<b>58,475</b>
<b>As at December 31, 2013</b>	<b>46,725</b>	<b>46,725</b>
<b>As at June 30, 2014</b>	<b>42,725</b>	<b>42,725</b>

## **Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### **6. INTEREST IN MINERAL PROPERTIES**

#### **San Lucas Property:**

On October 26, 2007, the Company acquired 17 mineral properties in Bolivar, Colombia for \$500,000. In exchange for this non-monetary transaction, the Company issued 10,000,000 common shares at a market price of \$0.05 per share, to the vendor of the claims.

On September 13, 2008, the Company entered into an agreement with the Mining Federation from the Bolivar Department for the exploitation and exploration of the mining sites mentioned in the agreement. This agreement has been terminated by the parties.

On June 19, 2014, the Company entered into an agreement with Enneract Corporation ("Enneract"), a private Panamanian company, to sell its subsidiary, San Lucas Gold Corp, which holds the San Lucas gold property in Colombia.

Under the terms of the agreement, Quia will receive a number of common shares resulting in an equity ownership of 5% of Enneract, as well as a 2% net smelter return royalty, of which Enneract can buy back half for US \$500,000.

#### **Murdock Mountain Property:**

On November 11, 2013 the Company acquired 2243734 Ontario Limited ("2243734") which holds an option to earn a 65% interest in the Murdock Mountain phosphate project in Nevada.

Under the terms of the option agreement and subject to closing the acquisition, Quia will have the right to earn a 65% interest by investing an aggregate of \$1,000,000 into the development of the project. As an initial step, Quia can earn 10% by funding \$102,000 (paid) towards technical and environmental studies which are already in process, creditable against the \$1,000,000 work commitment, and then earn an additional 55%, for a total of 65%, by funding the balance of the \$1,000,000. Quia shall have 2 years from the date of the option agreement to complete the earn-in and can obtain two extensions to the earn-in period of 6 months each, for a total of 3 years, by paying \$30,000 for each extension.

## Quia Resources Inc.

### Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

## 7. SHARE CAPITAL

### (a) Authorized

Unlimited number of common shares without par value

### (b) Issued

	Number of Shares	Stated Value
<b>COMMON SHARES</b>		
<b>Balance, December 31, 2012</b>	<b>105,531,504</b>	<b>13,431,505</b>
Private placement of units - September 23, 2013 - \$0.005 (i)	70,140,000	350,700
Private placement of units - September 26, 2013 - \$0.005 (i)	4,500,000	22,500
Cost of issuance		
Cash commissions paid	-	(19,652)
Fair market value assigned to broker warrants	-	(1,300)
Shares issued for services	1,500,000	7,500
<b>Balance, December 31, 2013</b>	<b>181,671,504</b>	<b>13,791,253</b>
Stock split - 10:1 *	(163,504,353)	-
Shares issued for settlement of debt (ii)	4,741,656	237,083
Fair value assigned to warrants	-	(14,700)
Cost of issuance		
Cash commissions paid	-	(2,180)
<b>Balance, June 30, 2014</b>	<b>22,908,807</b>	<b>14,011,456</b>

\* On June 10, 2014, the Company consolidated its common shares on the basis of one new common share for ten old common shares.

Under the requirement of the TSX Venture exchange, 2,444,944 common shares held by directors and officers were held in escrow. 10% of these shares were released from escrow on the date of the exchange bulletin and the remainder in allotments of 366,741 in 6, 12, 18, 24, 30 and 36 months following the date of the exchange bulletin. As at June 30, 2014, 2,444,944 (December 31, 2013 – 2,078,199) shares have been released.

- (i) On September 23, 2013 and September 26, 2013, the Company issued 70,140,000 (post consolidation 7,010,400) shares and 4,500,000 (post consolidation 450,000) shares at \$0.005 pursuant to a private placement for gross proceeds of \$373,200.

The Company paid a cash finder's fee of \$19,652 and issued 3,307,200 (post consolidation 330,720) compensation warrants ("agent warrants"). Each agent warrant is exercisable for one share at a price of \$0.05 expiring after 24 months.

The fair value of the 3,307,200 (post consolidation 330,720) agent warrants was estimated at \$1,300 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%; risk free interest 1.21%; volatility 100% and an expected life of 2 years.

Volatility on the above warrant valuations was based on the volatility of similar companies.

**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**7. SHARE CAPITAL, (continued)**

- (ii) On June 10, 2014, the Company settled \$331,916 in debt through the issuance of 4,741,656 common shares. The common shares were valued at \$237,083 based on the stock market price on the date of settlement. As a result, the Company recorded a gain on settlement of debt of \$94,833 for the six month period ended June 30, 2014.

**(c) Shares to be issued**

As at June 30, 2014, consideration of \$nil (December 31, 2013 - \$120,000) had been received pertaining to share subscriptions to be settled after the year end. The consideration received as of December 31, 2013 was transferred to debentures issued during the six month period ended June 30, 2014.

**8. SHARE BASED PAYMENTS**

Quia established a stock option plan to provide additional incentive to its officers, directors, employees and consultants in their effort on behalf of the Company in the conduct of its affairs. Options vest immediately, unless otherwise stated, and expire on the fifth anniversary from the date of issue unless otherwise specified.

A summary of stock options issued and outstanding is as follows:

	<b>June 30, 2014</b>		December 31, 2013	
	<b>Weighted Average Exercise Price</b>	<b>Number of Options</b>	Weighted Average Exercise Price	Number of Options
Outstanding at beginning of period/year	\$ 5.46	315,950	\$ 0.53	4,159,500
Transaction during the period/year:				
Consolidation 10:1	-	-	4.77	(3,743,550)
<b>Post consolidation</b>	\$ 5.46	315,950	5.30	415,950
Granted	-	-	-	-
Expired	6.00	(30,000)	5.00	(100,000)
Outstanding at end of period/year	5.40	285,950	5.46	315,950
Exercisable at end of period/year	\$ 5.40	285,950	\$ 5.46	315,950



**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**8. SHARE BASED PAYMENTS, (continued)**

The following table provides additional information about outstanding stock options at June 30, 2014:

	No. of Options Outstanding	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	No. of Options Currently Exercisable	Weighted Average Exercise Price – Exercisable Options
\$ 1.50 – 3.00	25,950	0.69	\$ 1.50	25,950	\$ 1.50
\$ 4.00	40,000	0.88	\$ 4.00	40,000	\$ 4.00
\$ 6.00 – 6.50	220,000	1.65	\$ 6.11	220,000	\$ 6.11
<b>\$ 1.50 - \$6.50</b>	<b>285,950</b>	<b>1.45</b>	<b>\$ 5.40</b>	<b>285,950</b>	<b>\$ 5.40</b>

*Share based payments*

During the year ended December 31, 2013, \$3,800 of share based payments expense was recognized in relation to the vesting of the options issued on April 1, 2011.

**9. WARRANTS**

Month of Expiry	No. of Warrants	Exercise Price
		(\$)
September 23, 2015	294,720	0.50
September 26, 2015	36,000	0.50
June 10, 2016	818,166	0.10
June 17, 2017	2,268,689	0.15
	3,417,575	

The following table summarizes the assumptions used with the Black-Scholes valuation model during the six month period ended June 30, 2014:

Grant date	June 10, 2014	June 17, 2014	Totals
No. of warrants	818,166	2,268,689	3,086,855
Exercise price	\$ 0.10	\$ 0.15	
Share/unit price	\$ 0.05	\$ 0.06	
Expected life in years	2	3	
Volatility	100%	100%	
Risk-free interest rate	1.08%	1.20%	
Dividend yield	-	-	

Volatility on the above warrant valuations were based on the volatility of similar companies.

**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**9. WARRANTS, (continued)**

The following table summarizes the assumptions used with the Black-Scholes valuation model during the year ended December 31, 2013:

Grant date	September 23, 2013	September 26, 2013	Totals
No. of warrants	294,720	36,000	330,720
Exercise price	\$ 0.50	\$ 0.50	
Share/unit price	\$ 0.05	\$ 0.05	
Expected life in years	2	2	
Volatility	100%	100%	
Risk-free interest rate	1.21%	1.22%	
Dividend yield	-	-	

Volatility on the above warrant valuations were based on the volatility of similar companies.

**10. RESERVE FOR SHARE BASED PAYMENTS**

<i>Period/Year ended</i>	June 30, 2014	December 31, 2013
Balance at beginning of period/year	\$ 1,485,400	\$ 1,481,600
Share based payments	-	3,800
Balance at end of period/year	\$ 1,485,400	\$ 1,485,400

**11. RESERVE FOR WARRANTS**

<i>Period/Year ended</i>	June 30, 2014	December 31, 2013
Balance at beginning of period/year	\$ 5,007,114	\$ 5,005,814
Warrants issued	73,900	1,300
Balance at end of period/year	\$ 5,081,014	\$ 5,007,114

**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**12. GST/HST AND OTHER RECEIVABLES**

The Company's HST and other receivables arise from two main sources: harmonized services tax ("HST") receivable due from government taxation authorities and trade receivables. These are broken down as follows:

	<u>June 30, 2014</u>	<u>December 31, 2013</u>
GST/HST receivable	\$ 41,466	\$ 17,346
<b>Total trade and other receivables</b>	<b>\$ 41,466</b>	<b>\$ 17,346</b>

Below is an aged analysis of these amounts:

	<u>As at,</u>	
	<u>June 30, 2014</u>	<u>December 31, 2013</u>
Less than 1 month	\$ -	\$ -
Over 3 months	41,466	17,346
<b>Total trade and other receivables</b>	<b>\$ 41,466</b>	<b>\$ 17,346</b>

The Company anticipates full recovery of these amounts and therefore no impairment has been recorded against these receivables.

The Company holds no collateral for any receivable amounts outstanding as at June 30, 2014.

**13. PREPAID EXPENSES**

	<u>As at,</u>	
	<u>June 30, 2014</u>	<u>December 31, 2013</u>
Advances to suppliers	\$ 62,754	\$ 3,359
<b>Total prepaid expenses</b>	<b>\$ 62,754</b>	<b>\$ 3,359</b>

## Quia Resources Inc.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### 14. TRADE AND OTHER PAYABLES

Trade and other payables of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities, amounts payable for financing activities and payroll liabilities. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is an aged analysis of the trade and other payables:

	June 30, 2014	December 31, 2013
Less than 1 month	\$ 10,112	\$ 2,207
1 to 3 months	3,414	6,189
Over 3 months	102,026	209,944
<b>Total Trade and Other Payables</b>	<b>\$ 115,552</b>	<b>\$ 218,340</b>

### 15. SEGMENTED INFORMATION

#### Operating Segments

At June 30, 2014 the Company's operations comprise a single reporting operating segment engaged in mineral exploration in Colombia and the United States of America. The Company's corporate division only earns revenues that are considered incidental to the activities of the Company and therefore does not meet the definition of an operating segment as defined in IFRS 8 '*Operating Segments*'. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent operating segment amounts.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.

#### Geographic Segments

Quia is in the business of mineral exploration in Colombia and the United States of America. As such, management has organized the Company's reportable segments by geographic area. The Colombia segment is responsible for that country's mineral exploration and production activities while the Canadian segment manages corporate head office activities. Information concerning Quia's reportable segments is as follows:

**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**15. SEGMENTED INFORMATION, (continued)**

	<b>June 30, 2014</b>	December 31, 2013
	\$	\$
<b>Consolidated net loss</b>		
Canada	<b>36,714</b>	529,663
United States of America	<b>830</b>	125,081
Colombia	<b>232,765</b>	556,266
	<b>270,309</b>	1,211,010
<b>Significant non-cash items</b>		
Share based payments		
Canada	-	3,800
	-	3,800
<b>As at,</b>		
	<b>June 30, 2014</b>	December 31, 2013
<b>Total assets</b>		
Canada	<b>165,890</b>	76,602
Colombia	<b>41,622</b>	68,602
	<b>207,512</b>	145,204

**16. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION**

Related party transactions and key management compensation are as follows:

During the six month period ended June 30, 2014, \$nil and \$8,100 (2013 - \$nil and \$8,100) was paid for consulting fees and rent respectively to Foundation Opportunities Inc. ("FOI"), a company in which the Secretary and Director and CEO and Director of the Company are directors and have an indirect interest. At June 30, 2014 included in due to related parties is \$13,730 (December 31, 2013 - \$28,606) payable to FOI.

During the six month period ended June 30, 2014, \$8,000 (2013 - \$24,000) was paid for consulting fees to Cavalry Corporate Solutions Inc. ("Cavalry") for CFO, book keeping and administrative services, a company in which the Secretary and Director of the Company has an indirect interest and in which the CEO and Director is a director and has an indirect interest. As of February 2014, the agreement has been terminated. At June 30, 2014 included due to related parties is \$22,600 (December 31, 2013 - \$75,400) payable to Cavalry.

During the six month period ended June 30, 2014, \$15,136 (2013 - \$9,211) was paid for legal fees to a law firm in which the Secretary and Director of the Company is a partner. At June 30, 2014, included in due to related parties is \$52,807 (December 31, 2013 - \$32,488) payable to this law firm.

During the six month period ended June 30, 2014, \$nil (2013 - \$nil) was paid to the former VP of exploration. As at June 30, 2014, \$nil (December 31, 2013, \$28,840) is included in due to related parties payable to this former VP.

## Quia Resources Inc.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### 16. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION, (continued)

During the six month period ended June 30, 2014, \$nil (2013 - \$6,000) was paid to the Vice-President, Business Development and a Director for exploration related costs. As at June 30, 2014, due to related parties included \$7,431 (December 31, 2013 - \$26,526) payable to this individual.

During the six month period ended June 30, 2014, \$30,000 (2013 - \$37,500) was paid for services to the chief executive officer. As at June 30, 2014, \$93,250 (December 31, 2013, \$99,446) is included in due to related parties due to this individual.

During the six month period ended June 30, 2014, \$20,000 (2013 - \$nil) was paid for management services provided by Branson Corporate Services ("Branson"). Branson is an entity in which FOI owns 49% of the shares. The Company and Branson entered into a management services agreement on which includes the services of the Company's Chief Financial Officer. At June 30, 2014 \$22,600 (December 31, 2013 - \$nil) is included in accounts payable and accrued liabilities in relation to Branson.

During the six month period ended June 30, 2014, \$nil (2013 - \$30,000) was paid for services to the former chief financial officer. As at June 30, 2014, \$60,200 (December 31, 2013 - \$60,200) is included in due to related parties is payable to the former chief financial officer.

As of June 30, 2014, the Company received non-secured loans of \$127,500 from various directors at the rate of 10% per annum payable at the closing of a financing. As at June 30, 2014, \$22,552 (December 31, 2013 - \$112,000) is included as loan and interest payable.

During 2013, the Company received non-secured loans of \$35,000 from the former CFO at the rate of 10% per annum payable at the closing of a financing. As at June 30, 2014, \$30,000 (December 31, 2013 - \$30,000) is included in loans and interest payable relating to principal.

During 2013, the Company received non-secured loans of \$269,200 from the CEO at the rate of 10% per annum payable at the closing of a financing. As at June 30, 2014, \$152,267 (December 31, 2013 - \$152,978) is included in loans and interest payable relating to principal.

Interest payable related to the above loans as at June 30, 2014 amounts to \$16,802 (December 31, 2013 - \$9,921).

During the six month period ended June 30, 2014, 3,105,525 shares were issued to related parties for settlements of outstanding fees and loans to the following: \$94,030 to Foundation Opportunities Inc., \$61,840 to Cavalry Corporate Solutions, \$19,095 to William Richard Brown, \$34,798 to Iain Kelso and \$7,610 to Ping Lin.

All key management compensation has been included above.

## Quia Resources Inc.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### 17. CONVERTIBLE DEBENTURES

On June 17, 2014, the Company closed its non-brokered private placement of secured convertible debentures for total gross proceeds of \$340,286. These debentures were issued at face value and are convertible, at the option of the holder or at the option of the Company, at any time prior to the maturity date, into common shares of the Company at a conversion price equal to \$0.10 per common share. The debentures mature 3 years from the closing date. The debentures are secured by the shares currently owned by the Company in the capital stock of 2243734 Ontario Ltd which owns the Company's interest in the Murdock Mountain property.

The rate of interest on the Debentures is 14% per annum, payable semi annually in equal installments on December 31, and June 30, of each year beginning on December 31, 2014 in common shares of the Company.

As an incentive for purchasing Debentures, the Company issued to subscribers 6,667 bonus warrants for every \$1,000 of Debentures purchased, which resulted in the issuance 2,268,689 bonus warrants. Each bonus warrant is exercisable into shares at a price of \$0.15 per Share (post-Consolidation), for a period of 3 years from the closing date and had a value of \$59,200 (see note 9 for estimates used in the valuation of warrants). The warrant value of \$59,200 has been recognized in equity for the six month period ended June 30, 2014.

The debentures are classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debenture being less than face value. The discount is being accreted over the term of the debenture utilizing the effective interest rate method at a 15% discount rate.

The following table reflects the continuity of convertible debentures for the six month period ended June 30, 2014.

<i>Six month period ended,</i>	June 30, 2014
Debentures issued	\$ 340,284
Transaction costs relating to convertible debentures - warrants	(59,200)
Transaction costs relating to convertible debentures - cash	(3,001)
Conversion component of convertible debenture – net of issue cost	(7,686)
	<u>\$ 270,397</u>

### 18. DISCONTINUED OPERATIONS

On June 19, 2014, the Company entered into an agreement to sell its wholly-owned subsidiary, San Lucas Gold Corp. ("San Lucas"), to Enneract Corporation ("Enneract"), a private Panamanian company. San Lucas Gold Corp holds 100% of Quia's Colombia-based mining interests.

Pursuant to the terms of the agreement, Quia will receive a number of common shares resulting in an equity ownership of 5% of Enneract, as well as a 2% net smelter return royalty, of which Enneract can buy back half for US\$ 500,000. In addition, Quia has a right to participate in financings of Enneract to maintain its pro-rata position and a right of first refusal with respect to the sale or joint-venture of the property.

As of June 30, 2014, the transaction had not yet closed. The transaction closed on July 18, 2014.

**Quia Resources Inc.**

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

**18. DISCONTINUED OPERATIONS, (continued)**

Assets and liabilities related to San Lucas have been classified as held for sale and measured at the lower of carrying amount and fair value less costs to sell in the consolidated statements of financial position. The operating results for the three and six months period ended June 30, 2014 and 2013 related to San Lucas have been presented separately as the loss from discontinued operations in the consolidated statements of operations.

The breakdown of the loss for the three and six months ended June 30, 2014 and 2013 from discontinued operations is as follows:

	<b>Three month period ended June 30, 2014</b>	Three month period ended June 30, 2013	<b>Six month period ended June 30, 2014</b>	Six month period ended June 30, 2013
Exploration and evaluation	<b>(94,961)</b>	(220,043)	<b>(105,964)</b>	(252,956)
Office and general	<b>(32,181)</b>	(31,509)	<b>(57,343)</b>	(74,356)
Management and consulting	<b>(3,505)</b>	-	<b>(10,153)</b>	-
Salaries and benefits	<b>(19,445)</b>	(6,596)	<b>(26,047)</b>	(13,353)
Foreign exchange	<b>(31,743)</b>	26,076	<b>(34,088)</b>	(26,311)
<b>Loss from discontinued operations</b>	<b>(181,835)</b>	(232,072)	<b>(233,595)</b>	(366,976)

As at June 30, 2014 and December 31, 2013, the assets and liabilities held for sale were comprised of:

	<b>June 30, 2014</b>	December 31, 2013
	\$	\$
<b>Assets</b>		
Cash	<b>(6,418)</b>	7,702
Prepaid expenses	<b>17,035</b>	24,836
Property, plant and equipment	<b>31,005</b>	36,064
	<b>\$ 41,622</b>	\$ 68,602
<b>Liabilities</b>		
Trade and other payables	<b>514,956</b>	375,251
Provisions	<b>26,688</b>	26,109
	<b>\$ 541,644</b>	\$ 401,360



## Quia Resources Inc.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and six month periods ended June 30, 2014 and 2013

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### 18. DISCONTINUED OPERATIONS, (continued)

Details pertaining to provisions is contained below:

	June 30, 2014	December 31, 2013
	\$	\$
Balance beginning of period/year	26,109	25,546
Effect of foreign exchange	579	563
Balance end of period/year	\$ 26,688	\$ 26,109

As at June 30, 2014, management accrued an estimated amount of \$26,688 (December 31, 2013 - \$26,109) related to a discrepancy between reported values in deposit by San Lucas Gold Corp. and the reported value by the Banco de la República. Colombian companies are required to disclose funds received from foreign affiliates.

### 19. SUBSEQUENT EVENT

On April 24, 2014, a statement of claim was filed in BC Small Claims Court against the Company by the optionor on the Murdock Mountain property in the amount of \$23,769 in relation to costs the Company is required to pay under the terms of the option agreement. The optionor has failed to discharge its duties under the option agreement and when it does so, the Company will pay these amounts in due course. The Company is of the view that the claim is invalid and is taking steps to discharge the matter.

On June 19, 2014, the Company entered into an agreement with Enneract Corporation (“Enneract”), a private Panamanian company, to sell its subsidiary, San Lucas Gold Corp, which holds the San Lucas gold property in Colombia, subject to approval of the TSX Venture Exchange. The transaction is an arm’s-length transaction and no finder’s fee is payable in connection with the agreement. A former director of Quia has an interest in Enneract. Under the terms of the agreement, Quia will receive a number of common shares resulting in an equity ownership of 5% of Enneract, as well as a 2% net smelter return royalty (the “Royalty”), of which Enneract can buy back half for US \$500,000. In addition, Quia has a right to participate in financings of Enneract to maintain its pro-rata position and a right of first refusal with respect to the sale or joint-venture of the property. The purchaser of the subsidiary is acquiring the subsidiary including its liabilities, and therefore those liabilities will no longer be the obligation of Quia and will no longer be part of the Company’s consolidated financial statements. The Company closed the sale on July 18, 2014.

On July 18, 2014, the Company has granted 1,525,000 incentive stock options for the purchase of a total of 1,525,000 common shares of the Company at a price of \$0.10 per share, vesting quarterly until fully invested and expiring on July 17, 2019 pursuant to the terms of the Company’s stock option plan.