

**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

August 14, 2015

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on August 14, 2015 via Marketwire news service.

ITEM 4. Summary of Material Change

Quia Resources Inc. (TSX VENTURE:QIA) ("**Quia**" or the "**Company**") has announced that it closed a non-brokered private placement (the "**Offering**"), consisting of 32,000,000 units ("**Unit**") for aggregate gross proceeds of \$320,000.

The approval of this Offering by the TSX Venture Exchange (the "**Exchange**") was conditional on providing undertakings by more than 50% of the shareholders to support a planned 5:1 share consolidation ("**Consolidation**") and such undertakings have been provided. The Company intends on completing the Consolidation at its shareholders meeting scheduled for October 2nd, 2015.

Further to the Company's previous announcement dated July 7, 2015, the Company has entered into debt settlement agreements to convert \$611,405.23 into 50,950,437 common shares in the capital of the Company ("**Shares**") at a price of \$0.012 per Share on pre-Consolidation basis ("**Debt Settlement**") and to convert \$389,754.33 in convertible debentures into 23,609,362 Common Shares and 2,956,694 warrants (the "**Debenture Settlement**"). The Company has entered into binding agreements for this debt conversion and will proceed with such conversion if and when it is permitted to do so.

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

ITEM 9. Date of Report

This report is dated this 14th day of August, 2015.

Schedule A

August 14, 2015 10:02 ET



Quia Resources Announces Closing of a Private Placement

TORONTO, ONTARIO--(Marketwired - Aug. 14, 2015) - Quia Resources Inc. (TSX VENTURE:QIA) ("**Quia**" or the "**Company**") announced today that it closed a non-brokered private placement (the "**Offering**"), consisting of 32,000,000 units ("**Unit**") for aggregate gross proceeds of \$320,000.

Each Unit is comprised of one (1) common share of the company (a "**Common Share**") and one half (1/2) Share purchase warrant ("**Warrant**"). Each whole Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.02 per Common Share for a period of 24 months after the Closing Date. The term of the Warrants is subject to an acceleration right at the option of the Company, provided that the common shares of the Company trade at or above \$0.05 and the Company has provided Warrant holders with 30 days prior written notice of the accelerated Warrant exercise date. The Company anticipates there may be an additional closing of the Offering on the same terms.

The approval of this Offering by the TSX Venture Exchange (the "**Exchange**") was conditional on providing undertakings by more than 50% of the shareholders to support a planned 5:1 share consolidation ("**Consolidation**") and such undertakings have been provided. The Company intends on completing the Consolidation at its shareholders meeting scheduled for October 2nd, 2015. Further to the Company's previous announcement dated July 7, 2015, the Company has entered into debt settlement agreements to convert \$611,405.23 into 50,950,437 common shares in the capital of the Company ("**Shares**") at a price of \$0.012 per Share on pre-Consolidation basis ("**Debt Settlement**") and to convert \$389,754.33 in convertible debentures into 23,609,362 Common Shares and 2,956,694 warrants (the "**Debenture Settlement**"). The Debt Settlement and Debenture Settlement cannot, under TSX-V rules, close prior to the completion of the Consolidation and the Debt Settlement and Debenture Settlement will be subject to applicable Exchange approval at the time. If the Discounted Market Price (as defined in the Exchange policy) after the proposed Consolidation is effected, is greater than \$0.06 per Share (the "**Settlement Price**") on a post-Consolidation basis, the Company would either need to renegotiate such Debt Settlements and Debenture Settlements or terminate the agreements altogether. Of the total debt the Company intends to have converted, \$401,047.64 is being converted by arm's length parties and \$600,110.92 by non-arm's length parties. The Company has entered into binding agreements for this debt conversion and will proceed with such conversion if and when it is permitted to do so.

Quia also announces that it is considering potential new business opportunities both in and outside of mining and mineral exploration, and in this regard is considering various avenues to create shareholder value.

About Quia Resources Inc.

Quia Resources is focused on organic fertilizers and holds an option to earn a 65% interest in the Murdock Mountain phosphate property in Nevada.

Forward-Looking Statements

This press release contains or refers to forward-looking information, including statements regarding proposed use of proceeds of the Offering, 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

- Quia Resources Inc.
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Chief Executive Officer
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