



QUIA RESOURCES

NOTICE OF ANNUAL AND SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

Dated August 4, 2015

with respect to the

Annual and Special Meeting of Shareholders

to be held on October 2, 2015

TABLE OF CONTENTS

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 2, 2015	I
GENERAL PROXY INFORMATION	1
INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON	4
VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES	4
QUORUM	5
MATTERS TO BE ACTED ON AT THE MEETING	5
A. ELECTION OF DIRECTORS	5
B. RE-APPOINTMENT OF AUDITORS.....	9
C. RATIFICATION AND APPROVAL OF THE 10% STOCK OPTION PLAN	9
EXECUTIVE COMPENSATION	18
NEO OUTSTANDING OPTION-BASED AWARDS	19
INCENTIVE AWARD PLANS	20
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	20
EQUITY COMPENSATION PLAN INFORMATION	20
COMPENSATION DISCUSSION AND ANALYSIS	20
TERMINATION AND CHANGE OF CONTROL BENEFITS AND MANAGEMENT CONTRACTS	23
COMPENSATION OF DIRECTORS	23
STATEMENT OF CORPORATE GOVERNANCE MATTERS	25
CORPORATE GOVERNANCE	25
BOARD OF DIRECTORS	25
OTHER REPORTING ISSUER DIRECTORSHIPS	26
ORIENTATION AND CONTINUING EDUCATION	26
ETHICAL BUSINESS CONDUCT.....	27
NOMINATION OF DIRECTORS.....	27
COMPENSATION	27
OTHER BOARD COMMITTEES	28
ASSESSMENT OF BOARD PERFORMANCE	28
AUDIT COMMITTEE INFORMATION	28
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	29
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	29
OTHER BUSINESS	30
REGISTRAR AND TRANSFER AGENT	30
OTHER MATTERS	30
ADDITIONAL INFORMATION	30
APPROVAL OF DIRECTORS	30
SCHEDULE "A"	1
SCHEDULE "B"	3



QUIA RESOURCES

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 2, 2015

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of Common Shares of Quia Resources Inc. ("**QIA**" or the "**Corporation**") will be held at the offices of Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto, Ontario on Friday, October 2, 2015, 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, 2014, together with the report of the auditors thereon and related management discussion and analysis;
2. to fix the number of directors of the Corporation at seven;
3. to elect directors of the Corporation;
4. to re-appoint auditors and to authorize the directors to fix the auditors' remuneration;
5. 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**");
6. to consider and, if deemed appropriate, to adopt a special resolution (the text of which is set forth in the Information Circular with or without variations, approving the proposed consolidation (the "**Consolidation**") of the Common Shares of the Corporation, as described more fully in the accompanying Information Circular;
7. to consider, and if thought advisable, ratify and approve the issuance of Common Shares of the Corporation in connection with the Debt Settlement Agreements to certain related parties, as described in the Information Circular;
8. to consider, and if deemed advisable, to pass a special resolution, the full text is set forth in the Information Circular (the "**Name Change Resolution**"), to approve changing the Corporation's name to The Tinley Company;
9. to consider and if deemed advisable, pass a resolution to confirm, ratify and approve an amendment to the **By-Law** of the Corporation, the full text is set forth in the Information Circular; and
10. 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 Information Circular under the section "Matters to be Acted Upon" and at:

<https://noticeinsite.tmxequity.com/QuiaResourcesASM2015>

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is August 4, 2015 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as the Information Circular and annual financial statements, ("**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Corporation for the year ended December 31, 2014 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2014 ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on the corporation's transfer agent TMX Equity Transfer Services ("**Equity**") website at <https://noticeinsite.tmxequity.com/QuiaResourcesASM2015>. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular nor the Financial Statements.

Obtaining Paper Copies of Materials

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent, Equity, toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of the Proxy Related Materials free of charge by contacting Equity toll-free at 1-866-393-4891 or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Equity as applicable, by Monday, September 21, 2015 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before September 30, 2015, at 10:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for Registered Shareholders, must be returned to Equity, the Corporation's transfer agent, (i) by mail to TMX Equity Transfer Services Inc., 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; or (ii) by facsimile at (416) 595-9593; or (iii) via email to TMXInvestorServices@tmx.com; or (iv) by internet at www.voteproxyonline.com; or by 10:00 am (Eastern time) September 30, 2015, or, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompanying the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

DATED this 4 day of August, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Yannis Banks*"

Yannis Banks, Chief Executive Officer



QUIA RESOURCES

MANAGEMENT INFORMATION CIRCULAR

as at August 4, 2015

Quia Resources Inc. (the "**Corporation**") is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") for distribution of this Management Information Circular (the "**Information Circular**") to both registered and non-registered (or beneficial) holders (collectively, the "**Shareholders**") of Common Shares of the Corporation (the "**Common Shares**"). Further information on the Notice-and-Access Provisions is contained below under the heading "General Information Respecting the Meeting – Notice-and-Access" and Shareholders are encouraged to read this information for an explanation of their rights.

GENERAL INFORMATION RESPECTING THE MEETING

This **Information Circular** is furnished in connection with the solicitation of proxies by the management of the Corporation for use at the annual and special meeting (the "**Meeting**") of the Shareholders of Common Shares of the Corporation to be held on the 2nd day of October, 2015, at 10:00 a.m. (Toronto time) at the offices of Foundation Markets Inc., 77 King Street West, Suite 2905, Toronto, Ontario, and at any adjournment(s) thereof, for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular, references to "the Corporation", "we" and "our" refer to Quia Resources Inc. and "Common Shares" means common shares without par value in the capital of the Corporation. "Beneficial Shareholders" means Shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to Beneficial Shareholders held by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxy Holders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers of the Corporation. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or Corporation other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (and striking out the names now designated) or by completing and delivering another suitable form of proxy. For**

instructions regarding the delivery of instruments of proxy, see below under the heading "Registered Shareholders".

Voting by Proxy Holder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is NOT specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed Proxy and returning it to the Corporation's transfer agent, TMX Equity Transfer Services Inc. ("**Equity**"), 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; or (ii) by facsimile at (416) 595-9593; or (iii) via email to TMXEInvestorServices@tmx.com; or (iv) by internet at www.voteproxyonline.com; or (v) hand delivery to 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not less than forty-eight (48) hours, excluding Saturdays, Sundays or statutory holidays in the Province of Ontario, before the time set for the holding of the Meeting or any adjournment(s) thereof.

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder: You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**"). Broadridge mails a voting instruction form in lieu of a Proxy provided by the Corporation. The voting instruction form will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Shareholder of the Corporation), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should follow the instructions on the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it by executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Equity, by fax at 416-595-9593; or by mail Equity, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; or by email: TMXEInvestorServices@tmx.com; or hand delivery to at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Notice and Access

As noted above, the Corporation is utilizing the Notice-and-Access Provisions under NI 54-101 and NI 51-102 for distribution to this Information Circular to all registered Shareholders and Non-Registered Shareholders.

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as proxy, Information Circulars and annual financial statements, (the "**Proxy-Related**

Materials") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Corporation for the year ended December 31, 2014 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2014 ("**MD&A**") may be found on the Corporation's SEDAR profile at www.sedar.com and also on Equity's web site <https://noticeinsite.tmxequity.com/QuiaResourcesASM2015>. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Information Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Information Circular. **Shareholders are reminded to review this Information Circular before voting.**

Although this Information Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a "notice package" via prepaid mail containing the Notice with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's annual financial statements for the 2015 fiscal year.

The Corporation anticipates that relying on the Notice-and-Access Provisions will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about the Notice-and-Access can call the Corporation's transfer agent, Equity at 416-361-0930 or toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of Proxy Related Material free of charge by contacting Equity at 416-361-0930; or toll-free at 1-866-393-4891; or TMXEInvestorServices@tmx.com; or upon request to the Corporate Secretary of the Corporation.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Equity, as applicable, by Monday, September 21, 2015, in order to allow sufficient time for Shareholders to receive their paper copies and to return a) their form of proxy to the Corporation or Equity, or b) their voting instruction form to their Intermediaries by the Proxy Deadline.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation since the beginning of the last financial year and no associate or affiliate of any such director or executive officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the approval of the Corporation's stock option plan, (the "**Stock Option Plan**") (insofar as such directors and/or officers hold stock options. See "Executive Compensation" below for particulars on the options held by directors and officers), and the approval of the issuance of Common Shares in satisfaction of certain indebtedness (see "Issuance of Shares for Debt" below for details).

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Each holder of Common Shares of record at the close of business on **August 4, 2015** (the "**Record Date**"), is entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy.

As of the Record Date, the Corporation had 22,908,807 issued and outstanding Common Shares. Each common share carries the right to one vote. The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "TSXV") under the symbol "QIA."

To the knowledge of the directors and senior officers of the Corporation, no person or Corporation beneficially owns, or controls or directs, directly or indirectly, 10% or more of any class of voting securities of the Corporation, on a non-diluted basis.

QUORUM

A quorum for any meeting of Shareholders shall be two individuals present in person, each of who is either a Shareholder or the proxyholder of such a Shareholder appointed by means of a valid proxy, holding or representing by proxy not less than 5% of the total number of the issued Common Shares. No business shall be transacted at any meeting unless the requisite quorum is presented at the time of the transaction of business. If a quorum is not present at the time appointed for a meeting of Shareholders or within such reasonable time thereafter as the Shareholders present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of this by-law with regards to notice shall apply to such adjournment.

MATTERS TO BE ACTED ON AT THE MEETING

A. Election of Directors

The articles of incorporation of the Corporation provide that the Board of Directors (the "**Board**") shall consist of a minimum of one and a maximum of ten directors. The total number of directors is currently fixed at seven.

Management proposes that each of the persons named below be nominated at the Meeting for re-election or election, as the case may be, as directors of the Corporation to serve, until the next annual meeting of Shareholders or until his or her successor is elected or appointed. Management does not contemplate that any of the nominees will be unable to serve as a director. **However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Shares represented by proxies in favour of management nominees will be voted for the election of all of the nominees whose names are set forth below, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting on the election of directors.**

The following table and the notes thereto state the names of all persons to be nominated for election as directors, all other positions or offices with the Corporation now held by them, their principal occupations of employment, the year in which they became directors for the Corporation, the approximate number of Commons Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, as of the date hereof, and the number of options to acquire Common Shares held by each of them as of the date hereof.

Name and Municipality of Residence	Present Principal Occupation ⁽¹⁾	Year first became director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾	Number of Options Held
Yannis Banks ^{(6) (7) (12)} Toronto, Ontario, Canada	CEO of the Corporation	April 1, 2011	1,163,168	275,000
Roger Dent ^{(2) (9)} Toronto, Ontario, Canada	CEO Quinsam Capital Corporation	December 16, 2013	550,000	150,000
Adam K. Szweras ^{(3) (4) (6) (8) (10)} Thornhill, Ontario, Canada	Partner, Fogler, Rubinoff LLP	December 22, 2010	2,094,056	245,000
Anthony Roodenburg ⁽¹¹⁾ Toronto, Ontario, Canada	CEO, Greencastle Resources Ltd	June 11, 2014	0	150,000
Jeffrey Maser Toronto, Ontario, Canada	Consultant	-	0	0
David Posner Toronto, Ontario, Canada	CEO, Nutritional High International Inc.	-	0	0
Paul Lin ^{(2) (5)} Toronto, Ontario, Canada	Consultant, Fundex Investment Inc.	October 2, 2007	384,391	195,950

Notes:

- (1) Information supplied by nominees and does not include shares issuable upon exercise of other convertible securities.
- (2) Member of the Audit Committee.
- (3) Chairman of the Corporate Governance and Nominating Committee.
- (4) Chairman of the Compensation Committee.
- (5) Member of the Compensation Committee.
- (6) Yannis Banks is the Managing Director and a 33.3% owner of Foundation Markets Inc. ("Foundation"); Adam Szweras is Chairman of Foundation and holds an indirect 33.3% interest in Foundation through a family trust for the benefit of his minor children. Foundation, together with its affiliates, hold, in the aggregate, 1,450,578 Common Shares of the Corporation, or 5.51% of the outstanding on a fully-diluted basis. Neither Mr. Banks nor Mr. Szweras direct the trading of the securities of the Corporation held by Foundation. \$22,739.80 of loans held by FMI Capital Advisory Inc.; agreed to convert upon receiving required approval at \$0.012 per share.
- (7) 1,106,668 Common Shares are held directly by Yannis Banks and 56,500 Common Shares are held through YB Financial Holdings.
- (8) 1,838,406 Common Shares are held directly by Adam Szweras and 255,650 are held through Daphne Hoffenberg-Szweras.
- (9) \$65,000 Convertible Debenture held by Mr Dent, convertible into Common Shares of the Corporation at a conversion price equal to \$0.10 per Common Share. Susan Lambie, Mr. Dent's wife holds an additional \$80,000 Convertible Debenture but agreed to convert upon receiving required approval at \$0.012 per share.
- (10) \$14,000 Convertible Debenture held by Mr. Szweras, convertible into Common Shares of the Corporation at a conversion price equal to \$0.10 per Common Share but agreed to convert upon receiving required approval at \$0.012 per share.
- (11) \$75,000 Convertible Debenture held by Greencastle Resource Ltd., convertible into Common Shares of the Corporation at a conversion price equal to \$0.10 per Common Share but agreed to convert upon receiving required approval at \$0.012 per share.
- (12) \$163,298.23 of loans held by Mr Banks; agreed to convert upon receiving required approval at \$0.012 per share.

Set forth below is a description of the principal occupation of each of the Board nominees during the past five years:

Yannis Banks – CEO and Director

Mr. Banks is Managing Director of Foundation Markets Inc, a Toronto-based merchant and investment bank. For the past seven years Mr. Banks has been involved in financing and providing strategic advisory services to early stage companies. For the past two years Mr. Banks has conducted extensive research into organic fertilizers, biological agricultural practices and nutrient density which led him to found Truefruit Inc., a company dedicated to sourcing nutrient dense produce and other foods grown using leading biological agricultural practices. Prior to Foundation Markets he volunteered with a rural development

NGO in India whose flagship program focused on addressing access to clean water and sanitation in remote areas. Mr. Banks is also a director of Lakeside Minerals.

Roger Dent – Director

Mr. Dent is currently the CEO and a director of Quinsam Capital Corporation, a publicly traded merchant bank. He has been involved in the Canadian financial markets for over 25 years and has extensive experience in "small cap" evaluation and investment. Most recently, he was a noted portfolio manager with Matrix Fund Management Inc., where he guided the Matrix Small Companies Fund and the Matrix Strategic Small Cap Fund. Previously, he was Vice Chairman of one of Canada's largest independent investment dealers. He was formerly the #1 ranked Small Cap Analyst according to the Brendan Wood institutional investor survey.

Paul Lin – Director

Dr. Lin is currently a consultant with Fundex Investment Inc. and has over 17 years of experience in financial and investment industry in Canada. Dr. Lin was director and Chief Financial Officer of McVicar Minerals Ltd. (TSXV) from 2000 to 2003 and a director and Chief Financial Officer of McVicar Resources Inc. (TSXV) from 2004 to 2007. Dr. Lin also serves on the board of directors of Golden Bridge Mining Corporation (TSXV), Imaging Dynamics Corporation (TSX) and has extensive experience in acquisitions in China. Dr. Lin obtained his Ph.D. from the University of Toronto in 1995.

Adam Szweras – Director

Mr. Szweras has practiced corporate and securities law since 1996. In January 2006, he founded Foundation and FMI Capital Advisory Inc. (a merchant bank) where he continues as Chairman. In February, 2006, Mr. Szweras joined Fogler, Rubinoff LLP, as a partner, where he continues to practice corporate and securities law. Mr. Szweras has a LLB from the Osgoode Hall Law School at York University.

Anthony Roodenburg – Director

Mr. Roodenburg is the founder and largest individual Shareholder of Greencastle Resources Ltd., (TSXV listed) a diversified investment Corporation focused on the natural resource sector. His experience includes four years as an Investment Executive with National Bank Financial (1987-1991). Subsequently, Mr. Roodenburg has been an active investor and founder, officer and director of several public companies, assisting in the areas of corporate development and finance primarily in mineral exploration and the oil and gas sectors.

Jeffrey Maser – Director Nominee

Mr. Maser was previously at Jacob Securities Inc., an investment bank, where he focused on raising capital for companies in emerging industries, mainly marijuana, health and wellness and technology. He had previously worked at the Watt Design Group, the wholly-owned beverage strategy and branding division of Cott Corporation (TSX – BCB), which at the time was the third largest cola Corporation in the world.

David Posner – Director Nominee

Mr. Posner is currently the President and CEO of Nutritional High International Inc., a publicly traded Corporation focused on the medical and recreational marijuana industry in the United States. He has also served as an Acquisitions Manager for Stonegate Properties Inc. Previously he brought "Hemp Gold",

the first hemp-infused beer to Canada. He has been a successful entrepreneur and has been involved with numerous business activities focused around the real estate industry.

Corporate Cease Trade Orders, Penalties and Bankruptcies

Except as disclosed below, to the best of the Corporation's knowledge, no existing or proposed director is, at the date of the Information Circular, or has been, within the 10 years prior to the date of the Information Circular, a director or chief executive officer or chief financial officer of any Corporation (including the Corporation) that, while that person was acting in that capacity,

- (a) was subject to an order that was issued while the proposed director was acting in the capacity of director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of the above section, the term "order" means:

- (i) a cease trade order;
- (ii) an order similar to a cease trade order; or
- (iii) an order that denied the relevant Corporation access to any exemption under securities legislation

that was in effect for a period of more than 30 consecutive days.

Adam Szweras was a director and Secretary of Bassett Media Group Corp. ("**Bassett**"), a TSXV-listed Corporation, until March 16, 2010. Bassett has been subject to a cease trade order since June 16, 2010 as it has not filed its financial statements for its financial year ended January 31, 2010 or its Management's Discussion and Analysis.

Except as disclosed below, to the Corporation's knowledge, no existing or proposed director of the Corporation is or has been, within the 10 years before the date of this Information Circular, a director or executive officer of any Corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the Corporation's knowledge, no existing or proposed director of the Corporation has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Common Shares represented by proxies in favour of the management nominees will be voted FOR of the appointment of each of the nominees as a director of the Corporation, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting for any or all of the nominees.

B. Re-Appointment of Auditors

Management recommends the re-appointment of Lipton LLP, of Toronto, Ontario, as auditor of the Corporation to hold office until the close of the next annual meeting of the Shareholders, or until their successor is appointed by the Board. Lipton LLP was appointed as auditor of the Corporation on March 11, 2015.

In accordance with Part 4.11 of National Instrument 51-102, a copy of the Corporation's "Reporting Package", which includes the Notice of Change of Auditor and letters from Lipton LLP, and MNP LLP respecting the change of auditor, is attached hereto and made a part hereof as Schedule "B".

Common Shares represented by proxies in favour of the management nominees will be voted FOR of the appointment of Lipton LLP as auditor of the Corporation and authorizing the directors of the Corporation to fix their remuneration, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting on the appointment of auditors.

Audit Fees

The aggregate fees billed by the Corporation's external auditors for professional services rendered for the audit of the consolidated financial statements of the Corporation and its subsidiaries were \$16,000 in the fiscal year ended December 31, 2014 and \$20,000 in the fiscal year ended December 31, 2013.

Audit Related Fees

The aggregate fees (including reimbursed expenses) billed by the Corporation's external auditors for services related to the audit or review the Corporation's financial statements were \$800 in 2014 and \$1,400 in 2013.

Tax Fees

The aggregate fees (including reimbursed expenses) billed by the Corporation's external auditors for the preparation of corporate tax returns, tax compliance, tax advice and tax planning services were \$Nil in the fiscal year ended December 31, 2014 and 2013.

All Other Fees

The aggregate fees, including expenses reimbursed, billed by the Corporation's external auditors for services rendered to the Corporation and its subsidiaries, other than the services described above, were \$Nil in the fiscal year ended December 31, 2014 and 2013.

C. Ratification and Approval of the 10% Stock Option Plan

In accordance with the requirements of the TSXV, Shareholders will be asked annually to approve and ratify the Corporation's Stock Option Plan, pursuant to which the directors of the Corporation are authorized to grant options for up to 10% of the issued and outstanding Common Shares from time to time. The Board approved the Stock Option Plan in January 2010.

The following information is intended to be a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which is available for review by any Shareholder up until the day preceding the Meeting at the offices of the Corporation's solicitors, Fogler, Rubinoff LLP at 77 King Street W., Suite 3000, Toronto, Ontario, M5K 1G8 and will be available at the Meeting.

- The purpose of the Stock Option Plan is to authorize the grant to eligible persons (as such term is defined in the Stock Option Plan) of options to purchase Common Shares of the Corporation's capital and thus benefit the Corporation by enabling it to attract, retain and motivate eligible persons by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.
- The Stock Option Plan is administered by the Board or a committee established by the Board for that purpose.
- The number of Common Shares reserved for issuance cannot exceed 10% of the issued and outstanding Common Shares at the time of the grant.
- The total number of Common Shares which may be reserved for issuance to any one individual under the Stock Option Plan within any one year period cannot exceed 5% of the issued and outstanding Common Shares at the time of the grant.
- The maximum number of Common Shares which may be reserved for issuance to insiders under the Stock Option Plan, any other employer stock option plans or options for services, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- The maximum number of shares which may be issued to insiders under the Stock Option Plan, together with any other previously established or proposed share compensation arrangements, within any one year period shall be 10% of the outstanding issue. The maximum number of shares which may be issued to any one insider and his or her associates under the Stock Option Plan, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the shares outstanding at the time of the grant (on a non-diluted basis).
- The maximum number of stock options which may be granted to any one consultant under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- The maximum number of stock options which may be granted to investor relations persons under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- The purchase price for the shares under each stock option shall be determined by the Board on the basis of the market price, where "market price" shall mean the prior trading day closing price of the Common Shares on any stock exchange on which the Common Shares are listed or last trading price on the prior trading day on any dealing network where the Common Shares trade, and where there is no such closing price or trade on the prior trading day, "market price" shall mean the average of the daily high and low board lot trading prices of the Common Shares on any stock exchange on which the shares are listed or dealing network on which the shares trade for the five (5) immediately preceding trading days. In the event the Common Shares are listed on the TSXV, the price may be the market price less any discounts from the market price allowed by the TSXV. The approval of disinterested Shareholders will be required for any reduction in the price of a previously granted stock option to an insider of the Corporation.
- The stock options are exercisable for a period of up to five years from the date of grant.

- If any optionee who is a service provider ceases to be an eligible person of the Corporation for any reason (whether or not for cause) the optionee may, but only within the period ending the later of (i) 12 months after the completion of the Qualifying Transaction (as defined in Policy 2.4, Capital Pool Companies, of the TSXV and (ii) 90 days (unless such period is extended by the Board or the committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade), or 30 days if the eligible person is an investor relations person (unless such period is extended by the Board or the committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade), next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended.
- In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within the period of one (1) year next succeeding the optionee's death (unless such period is extended by the Board or the committee, as applicable, and approval is obtained from the stock exchange on which the shares of the Corporation trade).
- Stock options issued under the Stock Option Plan may vest at the discretion of the Board, provided that, if required by any stock exchange on which the Common Shares trade, stock options issued to investor relations consultants must vest in stages over not less than 12 months with no more than one quarter (1/4) of the stock options vesting in any three (3) month period.
- Stock options granted under the Stock Option Plan are non-assignable and non-transferable.
- The Board or committee, as applicable, may at any time amend or terminate the Stock Option Plan, but where amended, such amendment is subject to regulatory approval.
- Upon exercise of an option, the optionee shall, upon notification of the amount due and prior to or concurrently with the delivery of the certificates representing the shares, pay to the Corporation amounts necessary to satisfy applicable withholding tax requirements or shall otherwise make arrangements satisfactory to the Corporation for such requirements. In order to implement this provision, the Corporation or any related corporation has the right to retain and withhold from any payment of cash or shares under the Stock Option Plan the amount of taxes required to be withheld or otherwise deducted and paid with respect to such payment. At its discretion, the Corporation may require an optionee receiving shares to reimburse the Corporation for any such taxes required to be withheld by the Corporation and withhold any distribution to the optionee in whole or in part until the Corporation is so reimbursed. In lieu thereof, the Corporation has the right to withhold from any cash amount due or to become due from the Corporation to the optionee an amount equal to such taxes. The Corporation may also retain and withhold or the optionee may elect, subject to approval by the Corporation at its sole discretion, to have the Corporation retain and withhold a number of shares having a market value not less than the amount of such taxes required to be withheld by the Corporation to reimburse the Corporation for any such taxes and cancel (in whole or in part) any such shares so withheld.

As of the Record Date, the Corporation has 22,908,807 Common Shares issued and outstanding. This means that a total of 2,290,880 options are currently available to be granted pursuant to the Stock Option Plan. As of the Record Date, 1,370,000 options had been granted pursuant to the Stock Option Plan and 920,880 options were still available to be granted.

At the Meeting, Shareholders will be asked to pass an ordinary resolution substantially in the following form:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the stock option plan (the "**Stock Option Plan**") of Quia Resources Inc. (the "**Corporation**"), is hereby ratified, confirmed and approved;
2. the Corporation is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan, as amended, entitling all of the option holders in aggregate to purchase up to such number of Common Shares of the Corporation as is equal to ten percent (10%) of the number of Common Shares of the Corporation issued and outstanding on the applicable grant date; and
3. any one officer or director of the Corporation is authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution."

Common Shares represented by proxies in favour of management nominees will be voted For of the ratification of the Stock Option Plan, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting on the approval of the Stock Option Plan.

D. Approval of Share Consolidation

The Corporation seeks Shareholder approval at the Meeting for a special resolution to consolidate (the "**Consolidation**") all of the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for up to five pre-consolidation Common Shares, or a ratio that is less at the discretion of the Board, with the Consolidation to be implemented by the Board at any time prior to the next annual meeting of the Shareholders of the Corporation, such that on completion of the Consolidation on a 1:5 basis, all of the **22,908,807** issued and outstanding Common Shares will be consolidated into **4,581,774** issued and outstanding Common Shares (or a greater proportionate amount if a lower consolidation ratio is implemented by the Board). This Consolidation remains subject to all required regulatory approvals including Shareholder approval. The number of outstanding stock options and warrants of the Corporation will similarly be adjusted on the same basis as the Common Shares, and the exercise prices adjusted accordingly.

Reasons for the Consolidation

Pursuant to TSXV rules, TSXV listed issuers may not issue shares at a price below \$0.05 per share. As the price of the Common Shares of the Corporation has been below \$0.05 per share due, management believes, to a sustained downturn across the board in the mineral exploration sector, it is management's view that authorizing the Consolidation is in the best interests of the Corporation. If the Consolidation is undertaken, the Corporation will be in a better position to seek financing to continue its operations, and will be in a better position to convince creditors to convert their outstanding debt to shares of the Corporation. See "Issuance of Share for Debt" below.

Effect on Common Shares

The Consolidation will not materially affect the percentage ownership in the Corporation by the Shareholders even though such ownership will be represented by a smaller number of Common Shares. The Consolidation will merely proportionately reduce the number of Common Shares held by the Shareholders.

Effect on Convertible Securities

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding stock options, warrants, rights and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the consolidation of the Common Shares.

Fractional Common Shares

If, as a result of the Consolidation, a Shareholder would otherwise be entitled to a fraction of a Common Share in respect of the total aggregate number of pre-consolidation Common Shares held by such Shareholder, no such fractional Common Share will be awarded. The aggregate number of Common Shares that such Shareholder is entitled to will, if the fraction is less than one half of one share, be rounded down to the next closest whole number of Common Shares, and if the fraction is at least one half of one share, be rounded up to one whole Common Share. Except for any change resulting from the rounding described above, the change in the number of Common Shares outstanding that would result from the Consolidation will cause no change in the stated capital attributable to the Common Shares.

Certain Risks Associated with the Consolidation

There can be no assurance that the total market capitalization of the Corporation (the aggregate value of all Common Shares at the market price then in effect) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-share market price of the Common Shares following the Consolidation will equal or exceed the direct arithmetical result of the Consolidation.

If the Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of the Consolidation. The market price of the Common Shares may, however, also reflect the Corporation's performance and other factors which are unrelated to the number of Common Shares outstanding.

Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Consolidation. The Consolidation may result in some Shareholders owning "odd lots" of less than 1,000 Common Shares on a post-consolidation basis which may be more difficult to sell, or require greater transaction costs per share to sell.

Notice of Consolidation and Letter of Transmittal

Included within this Information Circular is a letter of transmittal which will need to be duly completed and submitted by any Shareholder wishing to receive share certificates representing the post Consolidation Common Shares to which he, she or it is entitled if the Corporation completes the Consolidation. This letter of transmittal can be used for the purpose of surrendering certificates representing the currently outstanding Common Shares to the Corporation's registrar and transfer agent in exchange for new share certificates representing whole post-Consolidation Common Shares of the Corporation. After the Consolidation, current issued share certificates representing pre-Consolidation Common Shares of the Corporation will (i) not constitute good delivery for the purposes of trades of post-Consolidation Common Shares; and (ii) be deemed for all purposes to represent the number of post-Consolidation Common Shares to which the Shareholder is entitled as a result of the Consolidation. No delivery of a new certificate to a Shareholder will be made until the Shareholder has surrendered his, her or its current issued certificates. **Please do not send the letter of transmittal until the Corporation announces by press release that the Consolidation will become effective. The press release will**

contain instructions as to when the existing share certificates and the letter of transmittal are to be sent to Equity Transfer Services, the Corporation's registrar and transfer agent.

Procedure for Non-Registered Shareholders

Non-registered Shareholders holding the Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for registered Shareholders. If you hold the Common Shares with such bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee to obtain instructions for processing the Consolidation.

Shareholder Approval

In accordance with the *Business Corporations Act* (Ontario) (the "OBCA"), the Consolidation resolution must be approved by a majority of not less than two-thirds (2/3) of the votes cast by the Shareholders represented at the Meeting in person or by proxy.

At the Meeting, the following special resolution, with or without variation, will be placed before the Shareholders in order to approve the Consolidation:

"IT IS RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the Board be authorized, subject to approval of the applicable regulatory authorities, to take such actions as are necessary to consolidate, at any time following the date of this resolution, all of the issued and outstanding Common Shares on the basis that up to five pre-consolidation Common Shares, or a ratio that is less at the discretion of the Board, be consolidated into one post-consolidation Common Share;
2. despite the foregoing authorization, the Board may, at its absolute discretion, determine when the Consolidation will take place and may further, at its discretion, determine not to effect a consolidation of all of the issued and outstanding Common Shares, in each case without requirement for further approval, ratification or confirmation by the Shareholders;
3. notwithstanding the foregoing, the Board is hereby authorized, without further approval of or notice to the Shareholders, to revoke this special resolution at any time before it is acted upon; and
4. any one or more directors and officers of the Corporation be authorized to perform all such acts, deeds and things and execute all such documents and other writings, as may be required to give effect to this special resolution."

The foregoing resolution permits the directors of the Corporation, without further approval by the Shareholders, to proceed with the Consolidation at any time following the date of this Meeting. Alternatively, the directors of the Corporation may choose not to proceed with the Consolidation if the directors, in their discretion, deem that it is no longer desirable to do so. **Unless such authority is withheld, the Management Designees, if named as proxy, intend to vote FOR the Consolidation Resolution.**

Effective Date

Subject to the approval of the TSXV, or any other applicable stock exchange or regulatory body, the Consolidation will be effective on the date on which articles of amendment of the Corporation are filed and certified by the Ministry, on which the directors of the Corporation determine to carry out the Consolidation.

If the Consolidation is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Consolidation.

E. Issuance of Shares for Debt

The Corporation has entered into agreements dated June 30, 2015 (collectively, the “**Debt Settlement Agreements**”) with each of FMI Capital Advisory Inc. (“**FMICAI**”); Cavalry Corporate Solutions Ltd. (“**Cavalry**”); and Branson Corporate Services Inc. (“**Branson**”). FMICAI, Cavalry and Branson are each related parties to the Corporation in that Messrs. Banks holds economic interest in each corporation; Adam Szweras and Yannis Banks are directors of FMICAI; and Mr. Banks is a director of Cavalry and Branson.

Pursuant to the Debt Settlement Agreements, the Corporation proposes to satisfy the obligations as follows: as to \$38,706.34 owed to FMICAI, and by issuance to FMICAI of 3,225,528 Common Shares at a deemed price per share which of \$0.012 per pre-Consolidation Common Share; \$22,600 owed to Cavalry, and by issuance to Cavalry of 1,883,333 Common Shares at a deemed price per share of \$0.012 per pre-Consolidation Common Share; and \$84,750 owed to Branson, and by issuance to Branson of 7,062,500 Common Shares at a deemed price per share of \$0.012 per pre-Consolidation Common Share.

As long as the Common Shares are listed on the TSXV, the issuance of an aggregate of 12,171,361 Common Shares (the “**Debt Settlement Shares**”) pursuant to the Debt Settlement Agreements are conditional upon acceptance by the TSXV, and completion of the Consolidation. Pursuant to TSXV policies, the issuance of the Debt Settlement Shares is conditional upon receipt of disinterested Shareholder approval. Accordingly, at the Meeting Shareholders will be asked to ratify and approve the issuance of the Debt Settlement Shares. Simple majority of votes cast on the matter is required for approval, excluding of votes attached to Common Shares held by each of FMICAI, Cavalry and Branson. To the knowledge of the Corporation, an aggregate of 1,449,255 Common Shares are at present held by FMICAI.

The Company has entered into additional agreements with both arms length parties and non-arms length parties to issue shares in exchange for settling debt and for the conversion of debentures. These debt settlements and debenture conversions are not the subject to shareholder approval, but for completeness of information, is summarized as follows: (i) \$279,310.86 of debt will be settled by the issuance of 23,275,905 pre-consolidation Common Shares at a price of \$0.012 per Common Share (4,655,181 post-consolidation Common Shares at a price of \$0.06 per post consolidation Common Share) to parties who are arms length to the Company (ii) \$186,038.03 of shareholder loans will be settled by the issuance of 15,503,169 pre-consolidation Common Shares at a price of \$0.012 per Common Share (3,100,634 post-consolidation Common Shares at a price of \$0.06 per post consolidation Common Share) to parties who are non-arms length to the Company; (iii) \$268,016.55 of previously issued convertible debentures (which had a \$0.10 per pre-consolidation Common Share conversion price) will be settled by the issuance of 14,145,318 pre-consolidation Common Shares and 2,729,798 Debenture Conversion Warrants (as hereinafter defined. (2,829,064 post consolidation Common Shares and 545,960 post consolidation Debenture Conversion Warrants) to parties who are non-arms length to the Company; and (iv) \$121,736.78 of previously issued convertible debentures (which had a \$0.10 per pre-consolidation

Common Share conversion price) will be settled by the issuance of 9,464,044 pre-consolidation Common Shares and 226,896 Debenture Conversion Warrants (1,892,809 post consolidation Common Shares and 45,379 post consolidation Debenture Conversion Warrants) to parties who are arms length to the Company. Each "**Debenture Conversion Warrant**" is exercisable into one Common Share at a price of \$0.04 per Common Share for a period of 24 months from the date of issuance. Units are expected to be issued after the completion of 5:1 Consolidation, at the effective prices and amounts of post-Consolidation.

The issuance of shares for debt cannot, under Exchange rules, close prior to the completion of the Consolidation and the issuance of shares for debt 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 the contemplated price per share for each respective debt settlement on a post-Consolidation basis, the Company would either need to renegotiate such debt settlement agreements or terminate such agreements altogether.

At the Meeting, the following special resolution, with or without variation, will be placed before the Shareholders in order to approve the Debt Settlement Issuance of Shares:

"IT IS RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the Board be authorized, subject to approval of the applicable regulatory authorities, to issue the an aggregate of 12,171,361 of Common Shares pursuant to the Debt Settlement Agreements (as described in the Management Information Circular dated August 4, 2015), in respect of the Shareholders Meeting to be held on October 2, 2015;
2. notwithstanding the foregoing, the Board is hereby authorized, without further approval of or notice to the Shareholders, to revoke this special resolution at any time before it is acted upon; and
3. any one or more directors and officers of the Corporation be authorized to perform all such acts, deeds and things and execute all such documents and other writings, as may be required to give effect to this special resolution."

Unless such authority is withheld, the Management Designees, if named as proxy, intend to vote FOR the issuance of shares for debt resolution.

F. Approval of Name Change

The Board of Directors is recommending that the corporate name of Quia be changed to "The Tinley Company" (the "**Name Change**"). At the Meeting, Quia Shareholders will be asked to consider and, if deemed appropriate, to approve a special resolution approving the Name Change (the "**Name Change Resolution**").

The Board of Directors has unanimously approved the Name Change Resolution and recommends that the Quia Shareholders vote FOR the Name Change Resolution.

The Name Change Resolution must be approved by at least two-thirds of votes cast by the Shareholders present in person or represented by proxy at the Meeting. It is the intention of the persons named in the enclosed proxy, in the absence of instructions to the contrary, to vote the proxy FOR the Name Change Resolution.

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- (a) The Corporation is hereby authorized to amend its articles to change the Corporation's name to "The Tinley Company" or such other similar name as the directors see fit;
- (b) the articles of the Corporation be amended to reflect the foregoing;
- (c) Notwithstanding that this resolution has been passed by the Shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered without further notice to or approval of the Shareholders of the Corporation to not proceed with the change of the Corporation's name or otherwise give effect to this resolution at any time prior to the same becoming effective and may revoke this resolution without further approval of the Shareholders; and
- (d) any officer or director of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute, or to cause to be executed, whether under the corporate seal or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this resolution, the execution of any such document or the doing of any such other thing being conclusive evidence of such determination."

Shares represented by proxies in favour of management nominees will be voted FOR of the approval of the Name Change Resolution, unless a Shareholder has specified in his proxy otherwise.

G. Amendment to By-Law No. 2

By resolution effective as of August 4th, 2015, the Board authorized and approved an amendment to the Corporation's By-Law No. 2 (the "By-Laws") as set forth below, the purpose of which is to amend the provisions regarding setting a record date for shareholder meetings to conform to the current provisions of the OBCA. Specifically, the outside date for a shareholder meeting following a record date is increased from 50 to 60 days.

The amendment to the Corporation's By-Laws became effective upon being approved by the Board; however, under the OBCA, the Board is required to submit a resolution to the Shareholders approving such amendment at the Meeting (the "By-Law Resolution"), at which time the Shareholders may confirm, reject or amend the By-Law Resolution. The Shareholders will be asked to consider and, if deemed advisable, confirm by ordinary resolution the By-Law Resolution.

The following sets out Section 10.9 of the By-Laws, as amended, in its entirety:

"10.9 Record Date for Notice

- (c) The directors may by resolution fix in advance a time and date as the record date for the determination of the shareholders entitled to receive notice of a meeting of the shareholders, which record date shall not precede by more than 60 days or by less than 21 days the date on which the meeting is to be held. Where no such record date for the determination of shareholders entitled to notice of a meeting of the shareholders is fixed by the directors as aforesaid, such record date shall be,
 - (i) at the close of business on the day immediately preceding the day on which notice of such meeting is given, or

- (ii) if no notice is given the day on which the meeting is held;
- (d) If a record date is fixed pursuant to subsection (a), unless notice of the record date is waived in writing by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the directors fix the record date, notice thereof shall be given not less than seven days before the date so fixed, in accordance with section 13.3 of By-Law No. 2 of the Corporation."

The Board has determined that the By-Law Resolution is in the best interests of the Shareholders and unanimously recommends that Shareholders vote FOR the By-Law Resolution. The By-Law Resolution requires the approval of a simple majority of the votes cast at the Meeting, in person or by proxy, in order to be adopted, failing which the amendment to the By-Laws will cease to be effective.

In the absence of instructions to the contrary, the Common Shares represented by a properly executed form of proxy in favour of the persons designated by management of the Corporation will be voted FOR the By-Law Resolution, as it may be amended or varied at the Meeting.

BE IT RESOLVED THAT:

- (a) the amendment of Section 10.9 of By-Law No. 2 as set forth in management information circular of Quia Resources Inc. (the "Corporation") dated August 4, 2015 is hereby confirmed and approved; and
- (b) any officer or director of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute and deliver or cause to be executed and delivered, all such documents, agreements and instruments as are necessary or desirable to give effect to the foregoing resolution, and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or doing any such act or thing.

EXECUTIVE COMPENSATION

Securities laws require that a "Statement of Executive Compensation" in accordance with Form 51-102F6 be included in this Information Circular. Form 51-102F6 prescribes the disclosure requirements in respect of the compensation of executive officers and directors of reporting issuers. Form 51-102F6 provides that compensation disclosure must be provided for the Chief Executive Officer and the Chief Financial Officer of an issuer and each of the issuer's three mostly highly compensated executive officers whose total compensation exceeds \$150,000. Based on these requirements, the executive officers of the Corporation for whom disclosure is required under Form 51-102F6 are Yannis Banks (Chief Executive Officer), Al Quong (Chief Financial Officer), Marco Guidi (former Chief Financial Officer) and Andres Tinajero (former Chief Financial Officer), who are collectively referred to as the "**Named Executive Officers**" or "**NEO's**".

SUMMARY COMPENSATION TABLE							
Name and Principal Position of Named Executive Officer	Year	Salary (CDN\$)	Option-Based Awards (CDN\$)	Non-Equity Incentive Plan Compensation		All Other Compensation (CDN\$)	Total Compensation (CDN\$)
				Annual Incentive Plans (CDN\$)	Long-Term Incentive Plans (CDN\$)		
Yannis Banks Chief Executive Officer	2014	40,000	\$7,312.5 ⁽⁴⁾	N/A	N/A	N/A	47,312.5
	2013	45,500	N/A	N/A	N/A	N/A	45,500
	2012	100,000	N/A	N/A	N/A	N/A	100,000
Al Quong ⁽¹⁾ Chief Financial Officer	2014	3,000	N/A	N/A	N/A	N/A	3,000
Marco Guidi ⁽²⁾ Former Chief Financial Officer	2014	9,000	N/A	N/A	N/A	N/A	9,000
	2013	6,000	N/A	N/A	N/A	N/A	6,000

Notes:

- (1) Mr. Quong was appointed as the Chief Financial Officer on October 16, 2014.
- (2) Mr. Guidi resigned as Chief Financial Officer effective October 16, 2014
- (3) Mr. Banks was granted options on July 17, 2014. The fair value of each option granted is estimated at the time of grant using the Black-Scholes option-pricing model with weighted average assumptions for grants as follows: a 5 year expected term, 100% volatility, risk-free interest rate of 1.61% per annum, a dividend rate of 0% resulting in a weighted average grant-date fair value of stock options of \$0.0325.

NEO Outstanding Option-Based Awards

The table below reflects all option-based awards for each Named Executive Officer outstanding as at December 31, 2014. The Corporation does not have any other equity incentive plans other than the Stock Option Plan.

NEO OPTION-BASED AWARDS OUTSTANDING AS AT DECEMBER 31, 2014				
Name of Named Executive Officer	Number of Securities Underlying Unexercised Options ⁽¹⁾	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options (CDN\$)
Yannis Banks Chief Executive Officer	225,000	\$0.10	July 17, 2019	N/A
	50,000	\$6.50	April 1, 2016	N/A

Incentive Award Plans

The following table provides information concerning the incentive award plans of the Corporation with respect to each Named Executive Officer during the fiscal year ended December 31, 2014. The only incentive award plan of the Corporation during fiscal 2014 was the Stock Option Plan.

INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED DECEMBER 31, 2014		
Name of Executive Officer	Option-Based Awards – Value Vested During Fiscal 2014 (CDN\$)	Non-Equity Incentive Plan Compensation – Value Earned During Fiscal 2014 (CDN\$)
Yannis Banks Chief Executive Officer	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set out below is information as of December 31, 2014 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance. The only incentive award plan of the Corporation during fiscal 2014 was the Stock Option Plan. See "Matters to be Acted on at the Meeting – Ratification and Approval of the Stock Option Plan".

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights as at December 31, 2014 (a)	Weighted average exercise price of outstanding options, warrants and rights as at December 31, 2014 (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) as at December 31, 2014 (c)
Stock Option Plan	315,950	\$1.61	1,974,931

Compensation Discussion and Analysis

Introduction

The Compensation Discussion and Analysis section of this Information Circular sets out the objectives of the Corporation's executive compensation arrangements, the Corporation's executive compensation philosophy and the application of this philosophy to the Corporation's executive compensation arrangements. It also provides an analysis of the compensation design, and the decisions that the Board made in fiscal 2014 with respect to the Named Executive Officers. When determining the compensation arrangements for the Named Executive Officers, the Compensation Committee considers the objectives of: (i) retaining an executive critical to the success of the Corporation and the enhancement of Shareholder values; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Shareholders of the Corporation; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. See the "Statement of Corporate Governance" above for more discussion on the Compensation Committee.

Benchmarking

The Compensation Committee considers a variety of factors when designing and establishing, reviewing and making recommendations for executive compensation arrangements for all executive officers of the Corporation. The Corporation typically does not position executive pay to reflect a single percentile within the junior mining industry for each executive. Rather, in determining the compensation level for each executive, the Compensation Committee looks at factors such as the relative complexity of the executive's role within the organization, the executive's performance and potential for future advancement, the compensation paid by the other companies in the junior mining and oil and gas industry, and pay equity considerations.

Elements of Compensation

The compensation paid to the Named Executive Officers in any year consists of two primary components:

- (a) base salary; and
- (b) long-term incentives in the form of stock options granted under the Stock Option Plan.

The Corporation believes that making a significant portion of the Named Executive Officer's compensation based on a base salary and long-term incentives supports the Corporation's executive compensation philosophy, as these forms of compensation allow those most accountable for the Corporation's long-term success to acquire and hold the Corporation's shares. The key features of these two primary components of compensation are discussed below:

1. Base Salary

Base salary recognizes the value of an individual to the Corporation based on his or her role, skill, performance, contributions, leadership and potential. It is critical in attracting and retaining executive talent in the markets in which the Corporation competes for talent. Base salaries for the Named Executive Officers are reviewed annually. Any change in base salary of a Named Executive Officer is generally determined by an assessment of such executive's performance, a consideration of competitive compensation levels in companies similar to the Corporation (in particular, companies in the junior mining industry) and a review of the performance of the Corporation as a whole and the role such executive officer played in such corporate performance.

2. Stock Option Awards

The Corporation provides long-term incentives to the Named Executive Officers in the form of stock options as part of its overall executive compensation strategy. (For a description of the material terms of the Stock Option Plan, see "Ratification and Approval of the Stock Option Plan" above). The Compensation Committee believes that stock option grants serve the Corporation's executive compensation philosophy in several ways: firstly, it helps attract, retain, and motivate talent; secondly, it aligns the interests of the Named Executive Officers with those of the Shareholders by linking a specific portion of the officer's total pay opportunity to share price; and finally, it provides long-term accountability for Named Executive Officers.

Risk

The Compensation Committee has considered the implications of the risks associated with the Corporation's compensation policies and practices

The Compensation Committee conducts a yearly review of Directors' compensation having regard to various reports on current trends in Directors' compensation and compensation data for Directors of reporting issuers of comparative size to the Corporation. Director compensation is currently limited to the grant of stock options pursuant to the Plan. Management of the Corporation reviews the compensation of officers of the Corporation for the prior year and in comparison to industry standards via information disclosed publicly and obtained through copies of surveys. Management makes recommendations on compensation to the Compensation Committee. The Compensation Committee reviews and makes suggestions with respect to compensation proposals, and then makes a recommendation to the Board of Directors.

The Compensation Committee is comprised of two Directors, Messrs. Lin and Szweras. We anticipate reorganisation of the Compensation Committee after the Annual general Meeting.

The Compensation Committee's responsibility is to formulate and make recommendations to the Directors of the Corporation in respect of compensation issues relating to Directors and officers of the Corporation. Without limiting the generality of the foregoing, the Compensation Committee has the following duties:

- (i) to review the compensation philosophy and remuneration policy for officers of the Corporation and to recommend to the Directors of the Corporation changes to improve the Corporation's ability to recruit, retain and motivate officers;
- (ii) to review and recommend to the Directors of the Corporation the retainer and fees to be paid to Directors of the Corporation;
- (iii) to review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the Directors of the Corporation with respect to) the CEO's compensation level based on such evaluation;
- (iv) to recommend to the Directors of the Corporation with respect to non-CEO officer and Director compensation including to review management's recommendations for proposed stock option, share purchase plans and other incentive-compensation plans and equity-based plans for non-CEO officer and Director compensation and make recommendations in respect thereof to the Directors of the Corporation;
- (v) to administer the stock option plan approved by the Directors of the Corporation in accordance with its terms including the recommendation to the Directors of the Corporation of the grant of stock options in accordance with the terms thereof; and
- (vi) to determine and recommend for the approval of the Directors of the Corporation bonuses to be paid to officers and employees of the Corporation and to establish targets or criteria for the payment of such bonuses, if appropriate. The Compensation Committee is currently comprised of two members, however a greater number can be appointed by the Board from time to time, and a majority of the members of the Committee are required to be independent, as such term is defined for this purpose under applicable securities requirements. Pursuant to the mandate and terms of reference of the Compensation Committee, Meetings of the Committee are to take place at least once per year and at such other times as the Chair of the Compensation Committee may determine.

A compensation consultant has not, at any time since the Corporation became a reporting issuer, been retained to assist in determining compensation for any of the Corporation's Directors and officers;

however, with respect to compensation matters, the Compensation Committee has gathered publicly available compensation information, and conducts ongoing discussions with other members of management in industry with respect to compensation.

Termination and Change of Control Benefits and Management Contracts

As at December 31, 2014, there were no contracts, agreements or plans of arrangement that provide for payment to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of Quia or a change in a Named Executive Officer's responsibilities except for Mr. Banks as noted in the Management Contract section below.

Yannis Banks – Chief Executive Officer

The Corporation entered into a consulting agreement dated January 1, 2014 with Mr. Banks. Mr. Banks serves as the Chief Executive Officer on the following terms: \$5,000 paid in monthly plus a six thousand dollar (\$6,000) bonus for every two hundred and fifty thousand dollars (\$250,000) raised by the Corporation up to a maximum of thirty six thousand dollars (\$36,000). In addition, Mr Banks is eligible to receive discretionary bonuses and stock options as determined by the Board. In the event of termination for cause, Mr. Banks is entitled to receive only the payments received up to the date he receives the notice of termination. In the event of termination without cause, Mr. Banks is entitled to receive twelve months notice or twelve months' salary in lieu of notice. In the event of a Change of Control, Mr. Banks is entitled to receive eighteen months of salary. In 2014, Mr. Banks forgave \$20,000 in consulting fees.

Branson Agreement

On March 1, 2014, the Corporation entered into an agreement with Branson Corporate Services Inc. ("**Branson**") to provide a Chief Financial Officer, controllership and bookkeeping services, administrative services and general and back office services for a monthly fee of \$5,000 plus applicable taxes of which \$3,000 to be paid in cash and \$2,000 to be accrued; to be converted into Common Shares in the capital of the Corporation. On October 16, 2014, Al Quong was appointed the Chief Financial Officer of the Corporation, designated consultant to provide the services of Chief Financial Officer to the Corporation. On May 1, 2015, the Corporation entered into a revised agreement with Branson for a monthly fee of \$5,000 plus applicable taxes to be paid in cash. Al Quong is employed by Branson and is compensated by Branson.

Compensation of Directors

The Corporation did not pay any fees to directors for serving on the board (or any subcommittee) beyond reimbursing such directors for travel and related expenses. Individual Director Compensation for Fiscal 2014

The following table provides a summary of all amounts of compensation provided to the directors of the Corporation during the fiscal year ended December 31, 2014.

DIRECTOR COMPENSATION TABLE FOR FISCAL 2014					
Name⁽¹⁾	Fee Earned (CDN\$)	Option-Based Awards (CDN\$)	Non-Equity Incentive Plan Compensation (CDN\$)	All Other Compensation (CDN\$)	Total (CDN\$)
Daniel Noone ⁽²⁾	Nil	Nil	Nil	Nil	Nil
Adam Szweras	Nil	Nil	Nil	Nil	Nil
Paul Lin	Nil	Nil	Nil	Nil	Nil
Lewis Lawrick ⁽³⁾	Nil	Nil	Nil	Nil	Nil
Roger Dent	Nil	Nil	Nil	Nil	Nil
Anthony Roodenburg	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The relevant disclosure for Mr. Banks is provided in the Summary Compensation Table for NEO's above.
(2) Mr. Noone resigned from the Board on March 7, 2014
(3) Mr. Lawrick will not be standing for re-election

Director Outstanding Option-Based Awards

The table below reflects all option-based awards for each director of the Corporation outstanding as at December 31, 2014. The Corporation does not have any other equity incentive plans other than the Stock Option Plan.

DIRECTOR OPTION-BASED AWARDS OUTSTANDING AS AT DECEMBER 31, 2014				
Name of Director⁽¹⁾	Number of securities Underlying Unexercised Options	Option Exercise Price (CDN\$/Security)	Option Expiration Date	Value of Unexercised In-the-Money Options (CDN\$)
Daniel Noone ⁽²⁾	Nil	N/A	N/A	N/A
Adam Szweras	Nil	N/A	N/A	N/A
Paul Lin	Nil	N/A	N/A	N/A
Roger Dent	Nil	N/A	N/A	N/A
Anthony Roodenburg	Nil	N/A	N/A	N/A
Lewis Lawrick ⁽³⁾	Nil	N/A	N/A	N/A

Notes:

- (1) The relevant disclosure for Mr. Banks is provided in the Summary Compensation Table for NEO's above.
(2) Mr. Noone resigned from the Board on March 7, 2014
(3) Mr. Lawrick will not be standing for re-election

The following table provides information concerning the incentive award plans of the Corporation with respect to each director of the Corporation during the fiscal year ended December 31, 2014. The only incentive award plans of the Corporation during fiscal 2014 was the Stock Option Plan.

INCENTIVE AWARD PLANS – VALUE VESTED OR EARNED DURING THE FISCAL YEAR ENDED DECEMBER 31, 2014		
Name of Director ⁽¹⁾	Option-Based Awards – Value Vested During Fiscal 2014 (CDN\$)	Non-Equity Incentive Plan Compensation – Value Earned During Fiscal 2014 (CDN\$)
Daniel Noone ⁽²⁾	Nil	Nil
Adam Szweras	Nil	Nil
Paul Lin	Nil	Nil
Roger Dent	Nil	Nil
Anthony Roodenburg	Nil	Nil
Lewis Lawrick ⁽³⁾	Nil	Nil

Notes:

- (1) The relevant disclosure for Mr. Banks is provided in the Summary Compensation Table for NEO's above.
(2) Mr. Noone resigned from the Board on March 7, 2014
(3) Mr. Lawrick will not be standing for re-election

STATEMENT OF CORPORATE GOVERNANCE MATTERS

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently comprised of six directors: Messrs. Adam Szweras, Yannis Banks, Roger Dent, Paul Lin, Anthony Roodenburg and Lewis Lawrick. At the Meeting the Shareholders will be asked to elect seven directors to the Board. Four of the aforementioned directors are proposed to be re-elected as directors at the Meeting, Messrs. Adam Szweras, Yannis Banks, Roger Dent, Paul Lin and Anthony Roodenburg and two are proposed as director nominees at the Meeting, Messrs. Jeffrey Maser and David Posner.

NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment.

Yannis Banks and Adam Szweras are not considered "independent" as a result of their current positions as Chief Executive Officer of the Corporation and a partner of Fogler, Rubinoff LLP, respectively, which receives fees for legal services provided to the Corporation. The remaining directors are considered to be independent directors since they are independent of management and free from any material relationship with the Corporation. The basis for this determination is that, since the beginning of the fiscal year ended December 31, 2014, the independent directors have not worked for the Corporation, received remuneration from the Corporation (other than in his capacity as a director) or had material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation.

The Board believes that it functions independently of management. To enhance its ability to act independent of management, the members of the Board may meet in the absence of members of management and the non-independent directors or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The current Board did not hold any meetings of the independent directors during the fiscal year ended December 31, 2014.

Other Reporting Issuer Directorships

Certain of the directors of the Corporation are also directors of other reporting issuers (or the equivalent). The following table sets forth such directors who currently hold directorships in other reporting issuers:

Name	Name of Reporting Issuer
Roger Dent	Quinsam Capital Corporation (CSE) Quinsam Opportunities I (CSE) AcuityAds Holdings Inc.(TSXV) California Nanotechnologies Corp.(TSXV)
Adam Szweras	Nutritional High International Inc.(CSE) Sagittarius Capital Corp. (TSXV) Aurora Cannabis Inc. (CSE) Strata Minerals Inc. (TSXV)
Anthony Roodenburg	Quinsam Capital Corporation (CSE) Greencastle Resources Ltd. (TSXV)
David Posner	Nutritional High International Inc.(CSE)
Yannis Banks	Lakeside Minerals Inc. (TSXV)
Paul Lin	Golden Bridge Mining Corporation (TSXV) Imaging Dynamics Company (TSXV)

Orientation and Continuing Education

Each new director is given an outline of the nature of the business of the Corporation, its corporate strategy and current issues within the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business and are given the opportunity to meet with counsel to the Corporation to discuss their legal obligations as directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the

attention of the Corporation's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in the decision making of the Board in which the director has an interest as well as adherence to the standards contained in the Corporation's Code of Business Conduct and Ethics have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Further, the Corporation's auditors have full and unrestricted access to the audit committee of the Corporation (the "**Audit Committee**") at all times to discuss the annual audits of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Corporation has established a Corporate Governance and Nominating Committee which is comprised of one director: Adam Szweras. Mr. Adam Szweras serves as committee chair. We anticipate reorganising the Corporate Governance and Nominating Committee after the Meeting. The Corporate Governance and Nominating Committee is expected to meet at least twice annually and is responsible for: (a) reviewing the Board's Corporate Governance guidelines and all Committee's Charters to ensure that they are consistent with sound governance principles, and recommending any proposed changes to the Board for approval; (b) developing, and periodically updating, a Code of Business Ethics (the "**Code**") for approval by the Board, and ensuring that management has established a system to disseminate and monitor compliance of the Code and is enforcing its application; (c) in consultation with the Audit Committee, monitoring and reviewing the Corporation's policies and procedures relating to compliance with laws and regulations and its Code; (d) considering what competencies and skills the Board, as a whole, should possess and seeking individuals qualified to become board members, including evaluating persons suggested by share owners or others; (e) recommending to the Board the director nominees for the next annual meeting of Shareholders; (f) evaluating and recommending to the Board when new members should be added to the Board, including factors of structure, size and composition of the Board and its committees; (g) reviewing the composition of each Board committee and presenting recommendations for committee memberships and committee chairmanships to the Board as needed; (h) developing and overseeing the annual performance assessment process for the Board and each Committee of the Board; and (i) reporting regularly to the Board on the Corporate Governance and Nominating Committee's activities and actions, as appropriate.

Compensation

The Corporation has established a Compensation Committee which is composed of two directors: Messrs. Adam Szweras and Paul Lin, one of whom is independent of management within the meaning of NI 58-101. Adam Szweras serves as committee chair. We anticipate reorganising the Compensation Committee after the Meeting. The Compensation Committee meets at least twice annually and is responsible for making recommendations to the Board regarding: (a) Chief Executive Officer compensation; (b) compensation of other executives; (c) incentive compensation plans; and (d) employment agreements, severance agreements, retirement agreements, change in control agreements and provisions, and any special or supplemental benefits for each officer of the Corporation. The Board then determines whether to adopt such recommendations as submitted or otherwise.

Other Board Committees

In addition to the Corporate Governance and Nominating and Compensation Committees, the Board also has an Audit Committee, the details of which are provided below.

Assessment of Board Performance

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

AUDIT COMMITTEE INFORMATION

The Audit Committee is responsible for the Corporation's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all financial statements, annual and interim, intended for circulation among Shareholders and reports upon these to the Board. In addition, the Board may refer to the Audit Committee other matters and questions relating to the financial position of the Corporation. In performing its duties, the Audit Committee maintains effective working relationships with the board, management and the external auditors and monitors independence of those auditors. The Audit Committee has formally adopted an Audit Committee charter, which sets forth purposes of the Audit Committee and guidelines for its practices. The full text of the Audit Committee Charter is annexed hereto as Schedule "A".

The members of the Audit Committee are: Messrs. Paul Lin (Chairman), Roger Dent and Lew Lawrick, all of whom are financially literate, all of whom are not Officers, employees or Control Persons of the Corporation or any of its Associates or Affiliates as such capitalized terms are defined in TSXV policies, all of whom are independent of management within the meaning of NI 58-101.

The Corporation is relying on the exemption in Section 6.1 of National Instrument 52-110 "Audit Committees" ("**NI 52-110**") (*Venture Issuers*). At no time since the commencement of the fiscal year ended December 31, 2012 has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Thus, the composition of the Audit Committee complies with the TSXV requirements and the provisions of NI 52-110 of the Canadian Securities Administrators.

Composition of the Audit Committee

The following are the members of the Audit Committee ⁽³⁾:

Name	Independent / Not Independent ⁽¹⁾	Financial literacy ⁽¹⁾
Paul Lin ⁽²⁾	Independent	Financially literate
Lewis Lawrick	Independent	Financially literate
Roger Dent	Independent	Financially literate

Notes:

- (1) Terms have their respective meanings ascribed in NI 52-110.
 (2) Mr. Lin is the Chairman of the Audit Committee.

Relevant Education and Experience***Paul Lin – Director***

Dr. Lin is currently a consultant with Fundex Investment Inc. and has over 17 years of experience in financial and investment industry in Canada. Dr. Lin was director and Chief Financial Officer of McVicar Minerals Ltd. (TSXV) from 2000 to 2003 and a director and Chief Financial Officer of McVicar Resources Inc. (TSXV) from 2004 to 2007. Dr. Lin also serves on the board of directors of Golden Bridge Mining Corporation (TSXV), Imaging Dynamics Corporation (TSX) and has extensive experience in acquisitions in China. Dr. Lin obtained his Ph.D. from the University of Toronto in 1995.

Roger Dent – Director

Mr. Dent is currently the CEO and a director of Quinsam Capital Corporation, a publicly traded merchant bank. He has been involved in the Canadian financial markets for over 25 years and has extensive experience in "small cap" evaluation and investment. Most recently, he was a noted portfolio manager with Matrix Fund Management Inc., where he guided the Matrix Small Companies Fund and the Matrix Strategic Small Cap Fund. Previously, he was Vice Chairman of one of Canada's largest independent investment dealers. He was formerly the #1 ranked Small Cap Analyst according to the Brendan Wood institutional investor survey.

Lewis Lawrick – Director

Mr. Lawrick is a Partner and Co-Founder of Raven Hill Partners Inc., a private investment and merchant banking firm. Mr. Lawrick has extensive executive management experience in the mining and mineral exploration sector. Mr. Lawrick has held several positions in the private investment sector, most recently as Managing Partner of Thorsen-Fordyce Merchant Capital Inc., a private Toronto-based merchant bank focused principally on the mineral industry. Previously, he held the position of President of Colorado Minerals Inc. from its inception in October 2005 to its merger with Anaconda Mining Corp. in April 2007. Mr. Lawrick is currently a director of the following public companies: Anaconda Mining Inc. (TSX), Brionor Resources Inc. (TSXV), and Serengeti Resources Inc. (TSXV).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the last completed financial year and up to the date hereof, no director, executive officer or employee or former executive officer, director or employee of the Corporation or any of its subsidiaries has been indebted to the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, no informed person, director, executive officer, nominee for director, any person who beneficially owns, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation, nor any associated or affiliate of such persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation. Foundation, of which Yannis Banks and Adam Szweras are officers; Yannis Banks is a Shareholder and Adam Szweras holds an indirect 33.3% interest in Foundation through a family trust for the benefit of his minor children, has received fees in connection with financings of the Corporation. Adam Szweras is a partner in a law firm which has received legal fees for legal services provided to the Corporation.

OTHER BUSINESS

Management of the Corporation knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if matters not now known to management should come before the Meeting, Common Shares represented by proxies solicited by management will be voted on each such matter in accordance with the best judgment of the nominees voting same.

REGISTRAR AND TRANSFER AGENT

TMX Equity Transfer Services Inc., at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, is the registrar and transfer agent for the Corporation's Common Shares.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matter properly comes before the Meeting, the forms of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis. Copies of the Corporation's financial statements and management discussion and analysis may be obtained, without charge, upon request to the Corporate Secretary at Fogler, Rubinoff LLP, 77 King St. W, Suite 3000, Toronto, Ontario M5K 1G8.

APPROVAL OF DIRECTORS

The contents and the sending of this Information Circular have been approved by the directors of the Corporation.

DATED at Toronto, Ontario this 4th day of August, 2015.

(signed) "Yannis Banks"

Yannis Banks
Chief Executive Officer

SCHEDULE "A"

QUIA RESOURCES INC. (the "Corporation")

AUDIT COMMITTEE CHARTER

1 Purpose

The committee will assist the Board of Directors of the Corporation (the "Board") in fulfilling its responsibilities. The committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct as it relates to financial reporting and disclosure. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. The committee will also be responsible for reviewing the Corporation's financial strategies, its financing plans and its use of the equity and debt markets.

To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation's business, operations and risks.

2 Committee Membership

The Committee shall consist of no fewer than three members, a majority of whom shall not be officers or employees of the Corporation or any of its affiliates and who shall meet the independence requirements of Canadian securities laws and the TSX Venture Exchange. The members and chair of the Committee shall be appointed and removed by the Board in accordance with the rules of the Corporate Governance and Directors Nominating Committee.

3 Committee Meetings

The Committee shall meet quarterly each year. The Chairman will schedule regular meetings, and additional meetings may be held at the request of two or more members of the Committee, the CEO, or the Chairman of the Board. External auditors may convene a special meeting if they consider that it is necessary.

The committee may invite such other persons (e.g. the CEO and/or CFO) to its meetings, as it deems appropriate. The external auditors should be present at each quarterly audit committee meeting and should be expected to comment on the financial statements in accordance with best practices.

The Committee shall keep adequate minutes of all its proceedings, and the Committee Chairman will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each Committee meeting and any action taken by unanimous consent.

4 Committee Authority and Responsibilities

In carrying out its responsibilities, the Committee will:

- 4.1 Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
- 4.2 Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- 4.3 Review the Corporation's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.
- 4.4 Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.
- 4.5 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- 4.6 Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.

- 4.7 Review the annual and quarterly financial statements including Management's Discussion and Analysis and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles, stock exchange requirements and governmental regulations.
- 4.8 Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- 4.9 Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- 4.10 Review audit issues related to the Corporation's material associated and affiliated companies that may have a significant impact on the Corporation's equity investment.
- 4.11 Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- 4.12 Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - a. actual financial results for the interim period varied significantly from budgeted or projected results;
 - b. generally accepted accounting principles have been consistently applied;
 - c. there are any actual or proposed changes in accounting or financial reporting practices; and
 - d. there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- 4.13 Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
- 4.14 Review the performance of the external auditors and approve in advance provision of services other than auditing.
- 4.15 Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation.
- 4.16 Make recommendations to the Board regarding the reappointment of the external auditors.
- 4.17 Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- 4.18 Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- 4.19 Obtain regular updates from management and the Corporation's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
- 4.20 Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- 4.21 Perform other functions as requested by the full Board.
- 4.22 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- 4.23 Review and update the charter; receive approval of changes from the Board.

SCHEDULE "B"

QUIA RESOURCES INC.
(the "Corporation")

NOTICE OF CHANGE OF AUDITORS



QUIA RESOURCES

77 King Street West, Suite 2905, Toronto-Dominion Centre, Toronto, Ontario, Canada M5K 1H1

NOTICE OF CHANGE OF AUDITOR

To: MNP LLP

AND TO: Lipton LLP

TAKE NOTICE THAT:

- i. MNP LLP the former auditors of **QUIA RESOURCES INC.** (the "Corporation") tendered their resignation effective March 11, 2015 and the Board of Directors of the Corporation on March 11th have appointed Lipton LLP as successor auditors in their place;
- ii. The former auditors of the Corporation were requested to resign at the request of the Corporation;
- iii. The resignation of MNP LLP and the appointment of Lipton LLP in their place have been approved by the board of Directors of the Corporation;
- iv. There have been no reservations contained in the former auditor's report on any of the financial statements of the Corporation at the beginning of the two most recently completed fiscal years and ending on December 31, 2013; and
- v. There are no reportable events (as defined in 7(e) of National Instrument 51-102).

DATED at Toronto, Ontario this 11th day of March 2015.

BY ORDER OF THE BOARD

Yannis Banks
Director

April 24, 2015

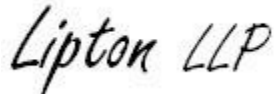
British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Quia Resources Inc. (the "Company")

Pursuant to National Instrument 51-102 – Continuous Disclosure Obligations, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated March 11, 2015 (the "Notice") and, based on our knowledge of such information at this time, we agree with the statements made in the Notice.

Yours very truly,



Chartered Professional Accountants
Licensed Public Accountants



April 30, 2015

To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Notice of Change of Auditor - Quia Resources Inc.

As required by Section 4.11 of National Instrument 51-102: Continuous Disclosure Obligations, we have reviewed the information contained in the Notice of Quia Resources Inc. dated March 11, 2015, (the "Notice").

Based on our knowledge of information at this time we agree with the statements made in the Notice.

Yours truly,

MNP LLP

Chartered Professional Accountants, Licensed Public Accountants
Toronto Canada

c.c Quia Resources Inc.



ACCOUNTING › CONSULTING › TAX
701 EVANS AVENUE, 8TH FLOOR, TORONTO ON, M9C 1A3
P: 416.626.6000 F: 416.626.8650 **MNP.ca**