



# 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](http://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 [TMXEInvestorServices@tmx.com](mailto:TMXEInvestorServices@tmx.com); or (iv) by internet at [www.voteproxyonline.com](http://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