

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. Reporting Issuer

Quia Resources Inc.
77 King Street West
Suite 2950
Toronto, ON M5K 1H1

ITEM 2. Date of Material Change

October 2, 2015

ITEM 3. Press Releases

Press release in the form of Schedule A attached hereto was disseminated on October 2, 2015 via Marketwire news service.

ITEM 4. Summary of Material Change

Quia Resources Inc. (TSX VENTURE:QIA) has announced that it will be changing its name to "The Tinley Beverage Company". It has also announced the results of its Annual General Meeting, the closing of debt and debenture settlements, submission of its listing statement to the Canadian Securities Exchange and delisting from the TSX Venture Exchange.

ITEM 5. Full Description of Material Change

See Schedule A attached.

ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7. Omitted Information

Not applicable.

ITEM 8. Executive Officer

The following officer of the Company may be contacted for further information:

Yannis Banks
Chief Executive Officer
(416) 777-6169
ybanks@foundationmarkets.com

ITEM 9. Date of Report

This report is dated this 5th day of October, 2015.

Schedule A



October 02, 2015 16:25 ET

Quia Resources Announces Name Change, AGM Results and Provides Corporate Update

TORONTO, ONTARIO--(Marketwired - Oct. 2, 2015) - Quia Resources Inc. is pleased to announce that it will be changing its name to "The Tinley Beverage Company" ("**Tinley**" or the "**Company**"). It is also pleased to announce the results of its Annual General Meeting, the closing of debt and debenture settlements, submission of its listing statement ("**Listing Statement**") to the Canadian Securities Exchange ("**CSE**") and delisting from the TSX Venture Exchange ("**TSXV**").

Results of 2015 Annual General Meeting

Each of the director nominees proposed by management for election was elected to the Board of Directors: Jeff Maser and David Posner were newly elected and Adam Szweras, Yannis Banks, Tony Roodenburg, Roger Dent and Paul Lin were re-elected to the Board of Directors. Lew Lawrick did not stand for re-election.

All other matters outlined in the management information circular were approved, including the name change to "The Tinley Beverage Company", the 5:1 consolidation of the Common Shares, fixing the number of directors of the Company at seven, the reappointment of auditors, the 10% rolling stock option plan as well as all Debt and Debenture Settlement agreements.

Closing Debt and Debenture Settlements

Further to the press release dated September 10, 2015, the Company has completed Debt and Debenture Settlements, and has issued the securities pursuant to those the agreements.

It is expected that at the time of Listing, the Company will have 27,093,721 issued and outstanding Common Shares and 5,074,854 Share Purchase Warrants, taking into account the proposed Consolidation, but excluding the Common Shares issuable pursuant to a proposed acquisition of certain intellectual property from Jeff Maser relating to the hemp beverage business that the Company intends to pursue as well as the securities issuable pursuant to the Offering announced on the press release dated September 10, 2015.

Intention to Seek Listing on the CSE and Delisting from the TSXV

Effective as of the market close on September 30, 2015 ("**Delisting Date**"), the Company has completed its delisting from the TSX Venture Exchange ("**TSXV**") and has submitted the initial draft of the listing statement ("**Listing Statement**") for review by the Canadian Securities

Exchange ("CSE"). The Company had secured consent of 71.6% of the shareholders of the Company to complete the delisting from the TSXV through their execution of "Consent for Delisting" consents. The Company has also submitted a draft Listing Statement to the CSE to qualify the listing of Common Shares on the CSE. There is no assurance the CSE will provide conditional or final approval of the Company's application to list the Common Shares on the CSE. CSE has not conditionally approved the Listing and final approvals remain subject to the Company fulfilling all of the requirements of the CSE.

Forward-Looking Statements

This press release contains or refers to forward-looking information, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

Neither the TSX Venture Exchange, nor the Canadian Securities Exchange nor their Regulation Services Providers (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CONTACT INFORMATION

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