

July 5, 2011

**VIA SEDAR**

British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: CuOro Resources Corp.**

In connection with the final Short Form Prospectus of CuOro Resources Corp. dated June 30, 2011 (the "Prospectus"), we consent to the references to our name on page 3 and under the heading "Interests of Experts" and consent to the use of our firm's name and reference to our opinion under the heading "Eligibility for Investment" in the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to therein or that is within our knowledge as a result of the services that we performed in connection with such opinion.

Yours truly,

*"McMillan LLP"*