

**Form 51-102F3**

**Material Change Report**

**Item 1 Name and Address of Company**

Kariana Resources Inc. (the “Company”)  
Suite 1980 - 1075 West Georgia Street  
Vancouver, BC V6E 3C9

**Item 2 Date of Material Change**

News Release dated January 21, 2014

**Item 3 News Release**

News Release dated January 21, 2014 was disseminated via Marketwire and filed on SEDAR on January 21, 2014

**Item 4 Summary of Material Change**

Effective date 4:1 share consolidation.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced in its January 21, 2014 news release, *inter alia*, the following:

Further to the Company’s January 16, 2014 news release, the consolidated common shares of the Company at a ratio of one (1) post-consolidated common share for every four (4) pre-consolidation common shares held (the “Consolidation”) will commence trading on the Canadian Securities Exchange on Monday, January 27, 2014 under current name “Kariana Resources Inc.”, and under current stock symbol “KAA”. The new CUSIP number will be 485646202 and the new ISIN number will be CA4856462029.

The Consolidation was approved by the directors of the Company on January 13, 2014.

At current date the Company has 12,025,000 common shares issued and outstanding and the Company will have approximately 3,006,250 common shares issued and outstanding following the Consolidation. Any fractional shares resulting from the Consolidation will be converted to whole shares pursuant to the provisions of Section 83 of the *Business Corporations Act* (British Columbia).

Letters of transmittal with respect to the Consolidation are to be mailed to all registered shareholders of the Company as at January 27, 2014. All registered shareholders will be required to send their respective certificates representing the pre-consolidation common shares along with a properly executed letter of transmittal to the Company's transfer agent, Olympia Trust Company ("**Olympia**"), all in accordance with the instructions provided in the letter of transmittal. All shareholders who submit a duly completed letter of transmittal, along with their respective pre-consolidation common share certificate(s) to Olympia, will receive a post-consolidated common share certificate bearing the new CUSIP/ISIN numbers of the Company.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7. Omitted Information**

None

**Item 8. Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and the Report and may be contacted:

David Velisek, Chief Executive Officer, telephone: (604) 688-9588

**Item 9. Date of Report**

January 21, 2014