

**Our File No.** 62101-0002  
**Date** May 13, 2011

British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

**Re: Kariana Resources Inc.**

In connection with the final long form prospectus of Kariana Resources Inc. dated May 13, 2011 (the "Prospectus"), we consent to the references to our name on page iii and under the heading "Interest 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 opinions referred to therein or that is within our knowledge as a result of the services that we performed in connection with such opinions.

Yours truly,

*"McMillan LLP"*