

KILO GOLDMINES LTD.
141 Adelaide Street West, Suite 1200
Toronto, Ontario M5H 3L5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders of Kilo Goldmines Ltd. (the "Corporation") will be held at the offices of the Corporation at 141 Adelaide Street West, Suite 1200, Toronto, Ontario on Thursday, the 1st day of September, 2011, at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended September 30, 2010, together with the reports of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, pass with or without variation, an ordinary resolution of disinterested shareholders authorizing an amendment of the "Kilo Goldmines Ltd. Stock Option Plan" to increase the maximum number of common shares issuable thereunder by 15,185,000 common shares;
5. to consider and, if thought fit, pass with or without variation, a special resolution authorizing an amendment of the articles of the Corporation providing for the consolidation of the issued and outstanding common shares of the Corporation on the basis of a ratio one (1) post-consolidated common share for up to every four (4) pre-consolidated common shares, with the ratio to be determined and implemented by the Corporation's board of directors in its sole discretion, if at all, at any time prior to September 1, 2012;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution, the full text of which is set out in the accompanying management information circular, to approve and ratify the shareholder rights plan as more particularly described in the accompanying management information circular; and
7. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy, management information circular, the audited consolidated financial statements of the Corporation for the year ended September 30, 2010 and related management's discussion and analysis and a financial statement request form.

To be valid, proxies must be received by the Corporation's transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 not later than 48 hours (excluding Saturdays and holidays) before the time of holding the meeting or adjournment thereof.

Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

DATED at Toronto, Ontario this 29th day of July, 2011.

BY ORDER OF THE BOARD

(signed) "David Netherway"

David Netherway
Chairman