

**KILO GOLDMINES LTD.**

**FORM 51-102F3**

***MATERIAL CHANGE REPORT***

1. Name and Address of Company

Kilo Goldmines Ltd.  
Suite 1200, 141 Adelaide Street West  
Toronto, Ontario M5H 3L5

2. Date(s) of Material Change(s)

July 7, 2011

3. News Release

Press release attached as Schedule A hereto was released through the facilities of the Marketwire disclosure network on July 7, 2011.

4. Summary of Material Change

On July 7, 2011, Kilo Goldmines Ltd. (the "Corporation") announced that Klaus Eckhof and Peter Hooper have stepped down from their offices of Chief Executive Officer and Executive Chairman, respectively, of the Corporation. Both will remain on the board of directors of the Corporation and Mr. Hooper has agreed to serve as Interim Chief Executive Officer until a replacement has been named. The Corporation also announced the appointment of David Netherway as Non-executive Chairman, subject to regulatory approval.

5. Full Description of the Material Changes

See press release attached as Schedule A hereto.

6. Reliance on Confidentiality Provisions of Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officers

The following executive officer of Kilo Goldmines Ltd. may be contacted for additional information:

Philip Gibbs  
Chief Financial Officer  
Kilo Goldmines Ltd.  
Suite 1200, 141 Adelaide Street West  
Toronto, Ontario M5H 3L5

Tel: (416) 360-3415  
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9. Date of Report

July 12, 2011

**SCHEDULE "A"**