

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)

November 5, 2010

3. News Release

Press release attached as Schedule A hereto was released through the facilities of the Marketwire disclosure network on November 8, 2010.

4. Summary of Material Change

On November 5, 2010, Kilo Goldmines Ltd. (the "Company") amended the terms of its brokered private placement with M Partners Inc. and Vicarage Capital Limited to increase the maximum amount to be raised from C\$5.0 million to C\$10.0 million and completed the sale of a further C\$4,748,000 of units. The Company sold 23,740,000 units at a price of C\$0.20 per unit, with each unit consisting of one common share and one-half of one common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at a price of C\$0.30 until November 5, 2012.

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:

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

Tel: (416) 360-3402
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9. Date of Report

November 10, 2010

SCHEDULE A



NEWS RELEASE

KILO GOLDMINES LTD.

Suite 1200, 141 Adelaide Street West
Toronto, Ontario M5H 3L5

FOR IMMEDIATE RELEASE

Kilo Raises a Further \$4.7 Million under Brokered Private Placement

Toronto, Ontario. – November 8, 2010 – Kilo Goldmines Ltd. (TSX Venture: KGL; Frankfurt: 02K) (“**Kilo**” or the “**Company**”) is pleased to announce that it has raised gross proceeds of an additional C\$4.748 million under its brokered private placement with M Partners Inc. of Toronto and Vicarage Capital Limited of London. Due to market demand, the agency agreement between the parties was amended to increase the maximum offering size from C\$5.0 million to C\$10.0 million. Following the amendment, Kilo issued and sold an additional 23,740,000 units (“**Units**”) of the Company at a price of C\$0.20 per Unit, with each Unit comprised of one common share in the capital of Kilo and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to acquire one additional common share in the capital of Kilo at an exercise price of C\$0.30 per share until November 5, 2012.

The Company paid cash commissions of \$295,050 and issued 1,475,250 compensation options (the “**Compensation Options**”) in connection with the additional placement. Each Compensation Option is exercisable to acquire one Unit at an exercise price of C\$0.20 until November 5, 2012.

All securities issued in connection with the private placement are subject to a four month hold period, expiring March 6, 2011, under applicable Canadian securities legislation. The private placement remains subject to final approval of the TSX Venture Exchange.

Net proceeds of the offering will be used to fund further exploration of the Company’s projects located in the Democratic Republic of Congo (“DRC”), and for working capital and general corporate purposes.

About Kilo Goldmines Ltd.

Kilo Goldmines Ltd. is a Canadian gold exploration company that is listed on the TSX Venture Exchange under the symbol 'KGL' and on the Frankfurt Exchange under the symbol '02K'. The

Company has approximately 16,000 square kilometres of favourable Archaean Kabalian greenstone in the Kilo-Moto area in the Democratic Republic of the Congo. Kilo's principal focus is to advance its projects from exploration through feasibility to project development and ultimately to full production in a socially and environmentally responsible manner.

FOR FURTHER INFORMATION CONTACT:

Peter Hooper

Executive Chairman

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.