

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 20th day of May, 2010, 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, 2009, together with the reports of the auditors thereon;
2. to fix the number of directors of the Corporation at four (4);
3. to elect directors;
4. to appoint auditors and to authorize the directors to fix their remuneration;
5. 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 3,270,981 common shares;
6. to consider, and if thought fit, pass with or without variation, a special resolution empowering the directors to determine from time to time the number of directors of the Corporation within the minimum and maximum numbers set forth in the Corporation's articles; 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, 2009 and related management's discussion and analysis.

To be valid, proxies must be received by the Corporation's transfer agent, Equity Transfer & 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 19th day of April, 2010.

BY ORDER OF THE BOARD

(signed) "*Peter Hooper*"

Peter Hooper
Executive Chairman