

**EARLY WARNING REPORT UNDER  
NATIONAL INSTRUMENT 62 - 103  
ALTERNATIVE MONTHLY REPORTING SYSTEM**

**ALTERNATIVE REPORTER:** Altus Capital Limited  
14 Station Road, Didcot  
OX11 7LL  
United Kingdom

**REPORTING ISSUER:** KILO Goldmines Ltd.

**REPORT FOR END OF:** May 2013

**REPORT OF SHARE ACTIVITY:**

Altus Capital Limited (“Altus”) reports that as a result of purchases of common shares and warrants of KILO Goldmines Ltd. (“KILO Goldmines”) by Altus Resource Capital Limited (“ARCL”), an investment company managed by Altus, the aggregate number of common shares of KILO Goldmines held by Altus on 31 May 2013 was 36,052,800 common shares, representing approximately 11.3% of all outstanding common shares, and 10,000,000 warrants, representing an additional 2.7 (assuming conversion of these warrants only) for a total of 14.0% (assuming conversion of these warrants only).

**CHANGE FROM PREVIOUS REPORT:**

Altus’ previous report, dated 7 May 2013, reported holdings of 34,052,800 common shares, representing 10.7% of all outstanding shares, and 11,250,000 warrants, representing an additional 3.0% for a total 13.7% (assuming conversion of these warrants only).

Since Altus has increased its holding to 36,052,800 common shares, representing approximately 11.3% of all outstanding common shares, and decreased its holding to 10,000,000 warrants, representing an additional 2.7% (assuming conversion of these warrants only) for a total of 14.0% (assuming conversion of these warrants only).

**BENEFICIAL OWNERSHIP, CONTROL OR DIRECTION:**

Altus specifically disclaims any beneficial ownership of the reported common shares and warrants, but as investment manager it maintains exclusive power to exercise investment control or direction over such common shares and warrants for ARCL as the beneficial owners.

**PURPOSE OF THE REPORT:**

The common shares and warrants were acquired in the ordinary course of business, for investment purposes only and not for the purpose of exercising control or direction over KILO Goldmines.

ARCL may from time to time acquire additional common shares or warrants, dispose of some or all of the existing or additional common shares or warrants, or may continue to hold the common shares and warrants.

**RELIANCE ON EXEMPTION:**

This report is issued under the Alternative Monthly Reporting System described in National Instrument 62 - 103. Neither Altus nor Altus Resource Capital presently intend to:

- a) make a formal take-over bid for any common shares of KILO Goldmines;
- b) propose a transaction that would constitute a take-over bid in reliance on an exemption in the Securities Act (Ontario); or
- c) propose a reorganization, amalgamation, merger, arrangement or similar business combination with KILO Goldmines which would result in Altus or ARCL controlling the company, alone or with others.

**CERTIFICATION:**

To the best of its knowledge:

- a) Altus and ARCL do not in the ordinary course of business receive material facts or changes about KILO Goldmines which have not been publicly disclosed;
- b) Altus is eligible to file this Alternative Monthly Reporting System report pursuant to the National Instrument;
- c) Altus is not a joint actor with anyone else in connection with this report; and
- d) Altus and ARCL have not entered into any agreements with KILO Goldmines in connection with the purchases.

**CONTACT PERSON:**

For further information, contact: Ashley Senner  
Telephone: +44-1481-722260

**DATE AND SIGNATURE:**

This report is dated 6 June 2013 and is signed by an authorized officer of Altus.

**ALTUS CAPITAL LIMITED**

“Ed Bowie”



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Ed Bowie  
Director