

**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 of Material Change

May 25, 2011

3. News Release

Press release, attached as Schedule A, was released through the facilities of the Marketwire disclosure network on May 26, 2011.

4. Summary of Material Change

On May 25, 2011 the board of directors of Kilo Goldmines Ltd. ("Kilo") adopted a shareholder rights plan (the "Plan") to provide the board and shareholders sufficient time to properly assess and evaluate any offer for the shares of Kilo or pursue alternates with a view to maximizing shareholder value. The Plan is also designed to ensure that all shareholders of Kilo have an equal opportunity to participate in the benefits of a take-over bid.

5. Full Description of the Material Change

See Schedule A attached 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.  
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9. Date of Report

May 30, 2011

## SCHEDULE A



### NEWS RELEASE

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

### **FOR IMMEDIATE RELEASE**

## **Kilo Goldmines Adopts Shareholders Rights Plan**

*Toronto, Canada, May 26, 2011* – **Kilo Goldmines Ltd. (TSXV-KGL) (FRANKFURT: 02K) ("Kilo" or the "Company")** announced today the adoption by its Board of Directors of a Shareholder Rights Plan (the "Plan"), similar to those adopted by many other Canadian corporations. Given the Company's gold and iron ore property portfolio in the Democratic Republic of Congo (DRC) and the results and resources announced to date on these properties, the Board is of the view that such results and the prospects of the Company are not adequately reflected in the trading price of the Company's common shares. The Plan is being adopted to address the Board's concerns that current securities legislation does not provide sufficient time for the Board and shareholders of the Company to properly evaluate an unsolicited bid for control or to pursue alternatives with a view to maximizing shareholder value. The Plan seeks to ensure that all shareholders of the Company would have an equal opportunity to participate in the benefits of a takeover bid.

The Plan does not attempt to discourage bids. It allows a potential bidder to make a "permitted bid" directly to the shareholders of the Company without the prior approval of the Board. Such permitted bid must be made to all shareholders and must remain open for a minimum period of 60 days after the date of the bid and for a further period of 10 business days after the offeror publicly announces that the shares deposited constitute more than 50% of the outstanding common shares held by independent shareholders. The Plan also allows for a "competing permitted bid" to be made while the permitted bid is in existence.

To implement the Plan, the Board of Directors of the Company has authorized the issue of one Right in respect of each outstanding common share of the Company, to holders of record at 5:00 p.m. (Toronto time) on May 25, 2011. For administrative convenience, the Rights will trade with the common shares and be represented by the certificates representing common shares.

The Plan is effective immediately, but is subject to regulatory and shareholder approval. The Plan requires ratification of shareholders at a meeting to be held within six months of adoption and reconfirmation at least every three years thereafter, failing which the Plan shall terminate and be of no further force or effect. Initial shareholder ratification of the Plan will be sought at the Company's annual and special meeting expected to be held in Toronto in late summer or early fall 2011.

Neither the Board nor management of the Company is aware of any pending or threatened take-over bid for the Company.

## **About Kilo**

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 over 7,000 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. The Company owns a 71.25% interest in the DRC entity that holds the Somituri Project Exploitation Permits.

### **For more information, please contact:**

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*This news release may contain forward looking statements concerning future operations of Kilo Goldmines Ltd. All forward looking statements concerning the Company's future plans and operations, including management's assessment of the Company's project expectations or beliefs may be subject to certain assumptions, risks and uncertainties beyond the Company's control. Investors are cautioned that any such statements are not guarantees of future performance and that actual performance and exploration and financial results may differ materially from any estimates or projections.*

*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.*