

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)

April 25, 2011

3. News Release

Press release attached as Schedule A hereto was released through the facilities of the Marketwire disclosure network on April 25, 2011.

4. Summary of Material Change

On April 25, 2011, Kilo Goldmines Ltd. filed a preliminary short form prospectus with the securities regulatory authorities in the provinces of Ontario, British Columbia and Alberta in connection with a best efforts offering of units to raise gross proceeds of a minimum of \$5.0 million. Each unit is priced at \$0.20 and consists of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of \$0.30 for a period of two years from the closing of the offering.

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

Tel: (416) 360-3415
Fax: (416) 360-3416

9. Date of Report

April 29, 2011

SCHEDULE "A"



NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR
FOR DISSEMINATION IN THE U.S.

NEWS RELEASE

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

FOR IMMEDIATE RELEASE

KILO GOLDMINES FILES PRELIMINARY SHORT FORM PROSPECTUS FOR OFFERING OF UNITS

TORONTO, Ontario, April 25, 2011 – Kilo Goldmines Ltd. (the "Company") (TSX VENTURE: KGL) (FRANKFURT: 02K) today announced that it has filed a preliminary short form prospectus with the securities regulatory authorities in the provinces of Ontario, British Columbia and Alberta in connection with a best efforts offering of units at a price of \$0.20 to raise gross proceeds of a minimum of \$5.0 million, each unit consisting of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of \$0.30 for a period of two years from the closing of the offering. M Partners Inc. and Cormark Securities Inc., as co-lead agents, and Euro Pacific Canada Inc. are acting as the Company's agents in connection with the offering. The determination of the maximum number of units to be offered under the offering will occur immediately prior to the filing of the (final) short form prospectus in respect of the offering.

The Company expects to use the net proceeds from the offering to fund further exploration of the Company's Somituri gold property in the Democratic Republic of Congo and for working capital and general corporate purposes.

Closing of the offering is subject to certain conditions, including but not limited to, receipt of all necessary securities regulatory approvals, including the approval of the TSX Venture Exchange.

This press release does not constitute an offer of the securities described herein in any jurisdiction. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any state and may not be offered or sold in the United States absent an exemption from registration.

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:

Peter Hooper
Executive Chairman
Tel: (416) 360-3402
Email: info@kilogoldmines.com
Facebook: www.kilogoldmines.com/facebook
Website: www.kilogoldmines.com

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.