This document is important and requires your immediate attention. If you are in doubt as to how to respond to the Orvana Offer, you should consult with your investment dealer, stockbroker, lawyer or other professional advisor. Inquiries concerning the information in this document should be directed to Laurel Hill, the Information Agent retained by the Corporation, toll free at 1-888-812-9184 from anywhere in Canada or the United States or collect at 416-637-4661.

KINBAURI GOLD CORP.

NOTICE OF CHANGE TO DIRECTORS' CIRCULAR

RELATING TO THE OFFER BY

ORVANA MINERALS CORP.

TO ACQUIRE ALL OF THE OUTSTANDING COMMON SHARES OF

KINBAURI GOLD CORP.

NO RECOMMENDATION

For the reasons set out in this Notice of Change, the Kinbauri Board is not making a recommendation to Shareholders as to whether or not to accept the Offer made by Orvana dated May 25, 2009, as extended by notices on June 30, 2009 and July 13, 2009 and extended and varied by notice of change and variation dated July 21, 2009 and extended by notice on August 4, 2009 (collectively, the "Offer"). Shareholders are urged to review carefully the factors considered by the Kinbauri Board under the heading ''Reasons for Not Making a Recommendation''.

This Notice of Change modifies the Directors' Circular dated June 9, 2009 and Notice of Change to Directors' Circular dated July 29, 2009 issued by the Kinbauri Board (collectively, the "**Circular**") with respect to the Offer. This Notice of Change should be read in conjunction with the Circular.

NOTICE TO UNITED STATES HOLDERS

The tender offer referred to herein is made for securities of a Canadian issuer and while the issuer and the Offer are subject to Canadian disclosure requirements, securityholders should be aware that these requirements are different from those of the United States. The enforcement by United States securityholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the issuer is established under the laws of, and its business offices are located in, a foreign country and that all of its directors and officers are residents of a foreign country.

August 13, 2009

GENERAL INFORMATION

Capitalized terms used in this Notice of Change that are not otherwise defined have the respective meaning given to them in the Circular.

Currency

In this Notice of Change, references to “$” and “dollars” are to the lawful currency of Canada. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

NOTICE REGARDING INFORMATION

Certain information in this Notice of Change has been taken from or is based on documents that are expressly referred to in this Notice of Change. All summaries of, and references to, documents that are specified in this Notice of Change as having been filed, or that are contained in documents specified as having been filed, on the system for electronic document analysis and retrieval (‘‘**SEDAR**’’) are qualified in their entirety by reference to the complete text of those documents as filed, or as contained in documents filed, on SEDAR at *www.sedar.com*. Shareholders are urged to read carefully the full text of those documents, which may also be obtained on request without charge from Kinbauri at 110 Westhunt Drive, Karp, Ontario K0A 1L0.

Information contained in this Notice of Change concerning Orvana and the Offer is based solely upon, and the Kinbauri Board has relied, without independent verification, exclusively upon information contained in the Orvana circular dated May 25, 2009, the notices of extension dated June 30, 2009 and July 13, 2009, the notice of change and variation dated July 21, 2009 and the notice of extension dated August 4, 2009 (collectively, the “**Orvana Circular**”), provided to Kinbauri by Orvana, or that is otherwise publicly available. While the Kinbauri Board has no reason to believe that such information is inaccurate or incomplete, the Kinbauri Board does not assume any responsibility for the accuracy or completeness of the Orvana Circular or any such information contained therein or for information that is otherwise publicly available. You are urged to read the Orvana Circular carefully and in its entirety. The Orvana Circular is available on SEDAR at *www.sedar.com*.

Forward Looking Information

Certain statements contained in this Notice of Change constitute forward-looking information. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends”, and similar expressions are intended to identify forward-looking information. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Such forward-looking information is based on current internal expectations, estimates, projections, assumptions and beliefs of management of Kinbauri and Kinbauri believes the expectations reflected in such forward-looking information are reasonable. However, no assurance can be given that these expectations will prove to be correct and the forward-looking information speaks only as of the date of this Notice of Change and none of Kinbauri, or the Kinbauri Board undertakes any obligation to publicly update or revise any forward-looking information contained in this Notice of Change, except as required by applicable laws.

Financial Information

All financial information included herein has been prepared in accordance with Canadian generally accepted accounting principles.

Availability of Disclosure Documents

Kinbauri is a reporting issuer in the provinces of Ontario, Alberta and British Columbia and files its continuous disclosure documents with Canadian provincial securities authorities. Continuous disclosure documents are available on SEDAR at *www.sedar.com.*

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KINBAURI GOLD CORP.

NOTICE OF CHANGE TO DIRECTORS' CIRCULAR

This Notice of Change to Directors' Circular (the ''**Notice of Change**'') modifies the Circular issued by the Kinbauri Board in connection with the Offer. On June 30, 2009, Orvana announced the extension of the June 30, 2009 expiry date of the Offer to July 13, 2009. On July 13, 2009, Orvana announced the extension of the expiry date of the Offer to July 24, 2009. On July 21, 2009, Orvana announced an increase in the price of the Offer, an extension of the Offer to July 31, 2009 and a waiver of one of the conditions of the Offer. On August 4, 2009, Orvana announced an extension of the Offer to August 17, 2009. Reference is made to the Orvana Circular for details of the terms and conditions of the Offer.

This Notice of Change supplements the Circular. Except as otherwise set forth in this Notice of Change, the information contained in the Circular continues to be applicable in all respects and this Notice of Change should be read in conjunction with the Circular. Capitalized terms used but not defined in this Notice of Change have the meanings given to them in the Circular.

NO RECOMMENDATION BY THE KINBAURI BOARD

For the reasons set out below and after carefully considering the Offer, the Kinbauri Board has unanimously decided **NOT TO MAKE A RECOMMENDATION** with respect to acceptance or rejection of the Offer. See ''Reasons for Not Making a Recommendation''.

Shareholders should consider the Offer carefully and are urged to make their own decision regarding whether to accept the Offer and deposit all, some or none of their Common Shares to the Offer.

Shareholders who are in doubt as to how to respond to, including withdrawing their Common Shares from, the Offer should consult their own investment dealer, stockbroker, bank manager, lawyer or other professional advisor. Shareholders are advised that acceptance of the Offer may have tax consequences and they should consult their own professional tax advisors.

REASONS FOR NOT MAKING A RECOMMENDATION

In its Directors' Circular dated July 9, 2009 (the "**July 9 Directors' Circular**"), the Kinbauri Board recommended that Shareholders reject the Offer. In its Notice of Change to Directors' Circular dated July 29, 2009 (the "**July 29 Circular**"), the Kinbauri Board changed its rejection recommendation to a no recommendation in respect of the Offer. It did so because on July 12, 2009 Kinbauri entered into a letter agreement (the "**Letter Agreement**") with ATW Gold Corp. ("**ATW**") pursuant to which Kinbauri would be acquired by ATW by means of a plan of arrangement under the *Canada Business Corporations Act* (the "**Arrangement**"). It was a condition of the Letter Agreement that Kinbauri be satisfied with the financing arrangements for the combined entity to be created as a result of the Arrangement. At the time of the July 29 Circular, the Kinbauri Board believed it needed more time in order to assess ATW's progress in securing those financing arrangements in order to make a formal recommendation to Shareholders. Subsequently, the Letter Agreement was terminated by ATW on July 31, 2009.

The Kinbauri Board has decided to maintain a no recommendation with respect to the Offer. Although they have been advised by Gryphon Partners, financial advisor to the Special Committee, that the Offer is fair to Shareholders from a financial point of view, no Kinbauri director intends to tender their Common Shares to the Offer because they do not believe that the Offer is satisfactory.

Since termination of the Letter Agreement, the Kinbauri Board has attempted to negotiate with Orvana a higher price under the Offer, in exchange for the support of the Offer by the Kinbauri Board. Orvana has declined to enter into any such negotiations. The Kinbauri Board believes that this failure by Orvana to be willing to attempt to gain the support of the Kinbauri Board for the Offer is a clear indication of Orvana's determination to acquire Kinbauri at the lowest price possible. From communications received from shareholders, the Kinbauri Board believes that a significant number of Shareholders have the same opinion of the Offer. Also, Orvana has failed to achieve the minimum tender condition of the Offer despite four extensions of the expiry date of the Offer and an increase in the price of the Offer. This failure to achieve the Offer's minimum tender condition has not been a result of the refusal of the directors and officers of Kinbauri to accept the Offer, as they hold less than 5% of the outstanding Common Shares.

In considering how to respond to the Offer, Shareholders are advised to consider the following:

- Orvana indicated in its press release dated August 3, 2009 that the extension of the Offer on August 4, 2009 was "our final offer and final extension".

- Gryphon Partners has advised that the Offer is fair, from a financial point of view, to Shareholders.

- Kinbauri has received a preliminary, non-binding expression of interest (the "**Expression of Interest**") from a large European based private mining company. The Expression of Interest contemplates purchasing a 51% interest in Kinbauri Espana from Kinbauri. The proposed transaction would be financed through the current financial resources of the interested company, and would be subject to certain conditions, including satisfactory completion of due diligence.

- Although Kinbauri will continue its process to secure value maximizing alternatives to the Offer, such as the Expression of Interest, based on the current status of this process, it is uncertain whether an offer superior to the Offer will emerge before the expiry of the Offer on August 17, 2009. Shareholders should be aware that if Shareholders do not tender, and the Offer is withdrawn and no other offer is forthcoming, the Common Shares may trade at a significant discount to the current market price.

- In the absence of a value maximizing transaction such as the Offer, Kinbauri estimates, based on the revised scoping study, pre-production capital costs of approximately 40 million euros for the El Valle/Carles mining project. There can be no certainty as to whether, or on what conditions, this additional financing will be secured.

The Kinbauri Board is advising Shareholders to consider the Offer, the matters referred to in the Circular and this Notice of Change, and other factors that are important to each Shareholder and are urged to make their own decision regarding whether to accept or reject the Offer. Shareholders do not need to take any action if they do not wish to accept the Offer.

BACKGROUND TO THE DECISION OF THE KINBAURI BOARD

After the filing and mailing of the July 9 Directors' Circular to Shareholders, the Kinbauri Board conducted an extensive auction process. On July 12, 2009, Kinbauri entered into the Letter Agreement, pursuant to which Kinbauri would be acquired by ATW by means of the Arrangement. Pursuant to the Arrangement, Shareholders would exchange a Common Share for 1.35 common shares of ATW and each outstanding Kinbauri convertible security would become exercisable for ATW common shares based on the exchange ratio and resulting price adjustment. On the grounds that Kinbauri had purportedly failed to publicly support the Arrangement as required under the Letter Agreement, ATW terminated the Letter Agreement on July 31, 2009.

Since the termination of the Letter Agreement, the Kinbauri Board has been continuing to conduct a value maximization process designed to facilitate the proposal of superior alternatives to the Offer. This process has involved contacting a number of potential acquirors or strategic investors in Kinbauri. It has also involved approaches to Orvana with a view to Orvana raising the price under the Offer in exchange for the Kinbauri Board supporting the Offer. To date, these approaches have not resulted in any ongoing negotiations with Orvana.

RECENT DEVELOPMENTS

The following are events that have occurred since the issuance of the Notice of Change to Directors' Circular on July 29, 2009.

On July 31, 2009, ATW terminated the Letter Agreement.

On August 4, 2009, Orvana announced the extension of the July 31, 2009 expiry date of the Offer to August 17, 2009.

On August 7, 2009, Kinbauri advised that it was continuing to conduct a value maximization process designed to facilitate the proposal of superior alternatives to the Offer.

On August 12, 2009, Kinbauri received the Expression of Interest.

INTENTION WITH RESPECT TO THE OFFER

Each of the directors and officers of Kinbauri has indicated that he or she has not tendered and does not currently intend to tender any of his or her Common Shares to the Offer. To the knowledge of the directors and officers of Kinbauri, after making reasonable enquiries, no associate or affiliate of Kinbauri, no insider of Kinbauri (other than the Locked-up Shareholders) nor any of such insider's associates or affiliates, and no person or company acting jointly or in concert with Kinbauri, has indicated that they have tendered or currently intend to tender any of their Common Shares to the Orvana Offer.

NO MATERIAL CHANGES IN THE AFFAIRS OF KINBAURI

Except as otherwise described or referred to in this Notice of Change, the Circular or as otherwise publicly disclosed, none of the directors or officers of Kinbauri is aware of any information that indicates any material change in the affairs or prospects of Kinbauri since the date of its last published financial statements, being its interim unaudited financial statements for the three and nine months ended February 28, 2009 and management's discussion and analysis for the quarter ended February 28, 2009, each of which is available on *www.sedar.com.*

OTHER INFORMATION

Except as disclosed in the Orvana Circular, the Circular, this Notice of Change or otherwise publicly disclosed, there is no information or matter that is known to the Kinbauri Board that would reasonably be expected to affect the decision of Shareholders to accept or reject the Offer.

STATUTORY RIGHTS

Securities legislation in the provinces and territories of Canada provides securityholders of Kinbauri with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to those securityholders. However, such rights must be exercised within prescribed time limits. Securityholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

APPROVAL OF THE NOTICE OF CHANGE

The contents of this Notice of Change have been approved and the delivery thereof has been authorized by the Kinbauri Board.

CERTIFICATE

Dated: August 13, 2009

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

On behalf of the Board of Directors of Kinbauri Gold Corp.

(Signed) VERN RAMPTON

(Signed) MARILYN BLOOVOL
(Chair of Special Committee)