KINGSMILL CAPITAL VENTURES II INC.

5500 North Service Road, 7th Floor, Burlington, Ontario L7L 6W6

MATERIAL CHANGE REPORT

THIS MATERIAL CHANGE REPORT IS BEING FILED WITH THE APPROPRIATE SECURITIES REGULATORY AUTHORITIES TO COMPLY WITH THE REQUIREMENTS OF SECURITIES LEGISLATION IN ONTARIO, BRITISH COLUMBIA AND ALBERTA

Item 1. ***Reporting Issuer***

The name of the reporting issuer is Kingsmill Capital Ventures II Inc. (the "Issuer"). Its principal office in Canada is located at 5500 North Service Road, 7th Floor, Burlington, Ontario L7L 6W6.

Item 2. ***Date of Material Change***

The material change occurred on April 24, 2008.

Item 3. ***Press Release***

A press release was issued through Canada Newswire in Toronto on April 24, 2008. A copy of the press release as issued is annexed hereto as Schedule "A".

Item 4. ***Summary of Material Change***

The material change is described in the press release annexed hereto as Schedule "A".

Item 5. ***Full Description of Material Change***

The material change is fully described in the press release annexed hereto as Schedule "A".

Item 6. ***Reliance on Provisions Permitting the Filing of the Material Change Report on a Confidential Basis***

Not applicable.

Item 7. ***Omitted Information***

Not applicable.

Item 8. ***Senior Officers***

For further information, please contact David Mitchell, President Chief Executive Officer of the Issuer, at 905-336-9996.

Item 9. ***Statement of Senior Officer***

The foregoing accurately discloses the material change referred to herein.

DATED at Burlington, Ontario this 24th day of April, 2008.

KINGSMILL CAPITAL VENTURES II INC.

per: "David Mitchell"
David Mitchell, President & C.E.O.

Schedule "A"

KINGSMILL CAPITAL VENTURES II INC.

Kingsmill Capital Ventures II Inc. Completes Initial Public Offering

April 24, 2008 – Burlington, Ontario - Kingsmill Capital Ventures II Inc. (the “**Corporation**”) is pleased to announce that it has successfully completed an initial public offering of 4,497,000 common shares (the “**Common Shares**”) at $0.20 per share for gross proceeds of $899,400 (the “**Offering**”). As a result of this issuance, the Corporation has 6,287,000 Common Shares issued and outstanding of which 1,790,000 are escrowed pursuant to the policies of the TSX Venture Exchange (the “**Exchange**”). In connection with the Offering, the Corporation has granted an option (the “**Agent’s Option**”) to Canaccord Capital Corporation who acted as agent for the Offering. The Agent’s Option entitles the holder to acquire an aggregate of 449,700 Common Shares at an exercise price of $0.20 per share for a period of 24 months from the date the Corporation’s Common Shares are listed on the Exchange. The Corporation is a capital pool company pursuant to Policy 2.4 of the Exchange. A copy of the Corporation’s final prospectus may be obtained from www.sedar.com.

The Corporation has also granted options to acquire an aggregate of 628,700 Common Shares at an exercise price of $0.20 per share to the directors and officers of the Corporation which will expire 5 years from the date of grant.

The Exchange has conditionally approved the listing of the Corporation’s Common Shares on the Exchange and the Corporation now intends to make application for final approval. The Exchange has reserved the trading symbol “KII.P”.

Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

THE TSX VENTURE EXCHANGE DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

For further information, please contact:

David Mitchell
President and Chief Executive Officer of
Kingsmill Capital Ventures II Inc.
Telephone: 905-336-9996