

# Form 51-102F3

## MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

**Khot Infrastructure Holdings, Ltd.**  
Sea Meadow House, P.O. Box 116,  
Road Town, Tortola VG 1110  
British Virgin Islands

("Khot" or the "Company")

**Item 2 Date of Material Change**

January 22, 2014

**Item 3 News Release**

News release was disseminated on January 27, 2014 on Marketwire

**Item 4 Summary of Material Change**

1. Mr. Paul Rapello has tendered his resignation as a director of the Company
2. Khot launched its new website khot-infrastructure.com

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Mr. Paul Rapello has tendered his resignation as a director of the Company, effective January 22, 2014.

Khot is pleased to announce the launch of its newly redesigned website at khot-infrastructure.com. The new corporate website offers clear and concise access to information pertaining to Khot's operations, providing an informative and visually appealing platform for its shareholders and potential investors to receive the most current company information.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Don Padgett, President and CEO at (604) 689-1515 x 104

**Item 9 Date of Report**

January 27, 2014