

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

April 1, 2015

Item 3 News Release

News release was disseminated on April 14, 2015

Item 4 Summary of Material Change

1. KHOT has entered into consulting agreements with each of Mr. Vincent J. Marciano and Mr. Scott Rose for the provision of investor relations and marketing services.
2. KHOT has granted an aggregate of 300,000 incentive stock options with an exercise price of \$0.10 per share exercisable until December 31, 2017 to consultants of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change described in Item 4 is fully described in the Company's News Release of April 14, 2015 attached hereto and as filed on SEDAR.

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 303

Item 9 Date of Report

April 14, 2015



PRESS RELEASE: #15 – 02

April 14, 2015

KHOT INFRASTRUCTURE ANNOUNCES APPOINTMENT OF INVESTOR RELATIONS CONSULTANTS

ULAANBAATAR, MONGOLIA — KHOT INFRASTRUCTURE HOLDINGS, LTD. ("KHOT" or the "Company") (CSE: KOT) is pleased to announce that it has entered into consulting agreements with each of Mr. Vincent J. Marciano ("**Marciano**") and Mr. Scott Rose ("**Rose**") for the provision of investor relations and marketing services.

The agreement between KHOT and Marciano provides for an initial term of one year, which may be terminated by either party with 30 days written notice after the expiration of the initial three month period. Marciano will receive a monthly fee of US\$1,500 and will be granted 150,000 options. The agreement between KHOT and Rose shall be on a month to month basis with a 30 day termination notice. Rose will receive a monthly fee of CDN\$2,500 and will be granted 150,000 options.

The options are granted to each consultant at an exercise price of \$0.10 per share until December 31, 2017 and shall vest in accordance with the agreement, Canadian Securities Exchange policies and the Company's stock option plan.

About KHOT:

Our goal is to become the leading Mongolian transportation contractor and the preferred choice for employees, shareholders and partners. Our focus is on high margin contracts, such as highways and regional roads. Our mission is to provide badly needed infrastructure required by one of the world's fastest growing economies.

For more information, please visit www.khot-infrastructure.com or contact:

Don Padgett
President and CEO
1 760 485 7678

Sabino Di Paola
Chief Financial Officer
1 613 834 6513

Email: IR@khot-infrastructure.com

The CSE has in no way passed upon the merits of the proposed transaction and has neither approved or disapproved the contents of this press release.