

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

December 11, 2015

Item 3 News Release

News release was disseminated on December 15, 2015 via Marketwired.

Item 4 Summary of Material Change

Mr. Anthony Milewski, appointed as an independent director on January 1, 2014, has tendered his resignation as an independent director of the Company, effective December 11, 2015.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 and announced in the Company's News Release of December 15, 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

December 15, 2015



PRESS RELEASE: #15 – 07

December 15, 2015

KHOT Infrastructure Announces a Private Placement of Units and Directors Resignation

ULAANBAATAR, MONGOLIA — KHOT INFRASTRUCTURE HOLDINGS, LTD. ("KHOT" or the "Company") (CSE: KOT) proposes to conduct a non-brokered private placement of up to 3,400,000 units at a price of \$0.15 per unit for aggregate gross proceeds of up to \$510,000. Each unit will consist of one common share and one-half of a non-transferable warrant, with a whole warrant entitling the holder to purchase one common share at a price of \$0.20 for a period of 12 months following the closing date.

The securities issued pursuant to the private placement will be subject to a four month hold period from the closing date. The Company may pay a commission in connection with the private placement, subject to compliance with the policies of the Exchange. Completion of the private placement and the payment of any commission remain subject to the receipt of all necessary regulatory approvals, including the approval of the Exchange.

The proceeds of the private placement will be used for the completion of the Company's bid on a 167 kilometer Mongolian road construction contract; to finalize and secure a Mongolian rail bed construction permit and for general working capital purposes.

Independent Director Resigns:

The Company also announces that Mr. Anthony Milewski has tendered his resignation as an independent director of the Company to focus on his other continuing commitments and increasing professional obligations.

Don Padgett, Company's president and chief executive officer, on behalf of the board of directors, would like to thank Mr. Milewski for his service and support; "We appreciate Anthony's contribution to the board, and have benefited from his knowledge and experience during his tenure with us. We wish Anthony continued success in his future endeavours."

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 the infrastructure needed for one of the world's fastest growing economies. *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.*

To find out more about KHOT, please visit our website at khot-infrastructure.com, email: IR@khot-infrastructure.com or contact:

Malcolm Burke
1 604 220 2000

Sabino Di Paola
Chief Financial Officer
1 613 293 9219

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.

Disclaimer for Forward-Looking Information

Statements containing forward-looking information express, as at the date of this news release, the Company's plans, estimates, forecasts, projections, expectations, or beliefs as to future events or results and are believed to be reasonable based on information currently available to the Company.

Forward-looking statements and information are based on assumptions that financing and personnel will be available when required and on reasonable terms, and all necessary regulatory approvals and shareholder approval will be obtained, none of which are assured and are subject to a number of other risks and uncertainties.

There can be no assurance that forward-looking statements will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. Readers should not place undue reliance on forward-looking information.