

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, 2016 and May 2, 2016

Item 3 News Release

News release was disseminated on May 3, 2016 via Marketwired.

Item 4 Summary of Material Change

Khot closed the financing announced on December 15, 2015, for gross proceeds of \$510,000. The financing consisted of 387,000 units at a price of \$0.15 per unit for gross proceeds of \$142,630. The Company paid a commission of \$2,640 and 8,800 warrants.

Erin Chutter was appointed as chief operating officer of the Company replacing Erdembileg Jugdernamjil as the Company's chief operating officer.

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 May 3, 2016 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

May 3, 2016