

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



PRESS RELEASE: #16 - 02

May 3, 2016

**Khot Infrastructure Announces New Private Placement of up to CAD\$1.0 Million,
Appointment of New Chief Operating Officer and Closes Previously Announced Placement**

ULAANBAATAR, MONGOLIA — KHOT INFRASTRUCTURE HOLDINGS, LTD. (“KHOT” or the “Company”) (CSE: KOT) proposes to conduct a non-brokered private placement of up to 10,000,000 units at a price of \$0.10 per unit for aggregate gross proceeds of up to \$1,000,000. 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 Canadian Stock Exchange (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.

Khot’s licensed Mongolian subsidiary, Ashid Munkhliin Zam LLC (“AMZ”), has recently announced an acquisition of important licenses in rail bed and road construction and expects approval shortly for a power line construction license. All three of these are critical for the ongoing negotiations with the major financial and construction relationships that will enable the Company to fully exploit these large infrastructure opportunities.

AMZ’s joint venture with Sepco III is actively seeking road building opportunities. The Sepco group of Chinese construction and engineering companies is among the top 100 largest global contractors in the world. In addition to this previously announced relationship with this major Chinese state owned enterprise; the Company is in discussions with a large international infrastructure and finance specialist who is seeking an ongoing relationship with AMZ.

The proceeds of the private placement will be used to take advantage of the evolution of the Company’s Mongolian infrastructure activities over the last six months and implement a rapid expansion of the strategic business plan.

Management recognizes that the sheer size and scope of this opportunity requires very careful and strategic relationship building. We are pleased to report this process is progressing very positively and the Company anticipates being able to shortly provide more specific information.

The appointment of Ms. Erin Chutter as Chief Operating Officer of the Company will allow for active engagement with the various funding, infrastructure partners and other critical parties. Along with the Firebird Funds’ long-standing relationships in Mongolia, Erin’s background as an experienced business professional with significant operating experience in Central Asia and China will assist in finalizing various high value concession opportunities. She also sits as the Chair of the Canadian Eurasia Russian Business Association, Vancouver Chapter and brings significant funding and other Chinese State-owned enterprise relationships into Khot and AMZ. Erin has been a director of Khot since April 5, 2015.

Investors should be aware that the Company plans to be financed by project debt at the subsidiary level so the need for additional equity at the Company level should be relatively small and the resulting dilution modest. This round is supported by directors and key consultants to the Company and we invite you to speak to management regarding this opportunity.

The Company closed the financing announced on December 16, 2015, for gross proceeds of \$510,000. The financing consisted of 950,867 units at a price of \$0.15 per unit for gross proceeds of \$142,630. Each unit consisted of one common share and one-half of a non-transferable warrant, with each 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 paid a commission of \$2,640 and 8,800 warrants on the first tranche.

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.

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

About AMZ:

AMZ is a qualified Mongolian company, provides investors a first mover advantage; in effect a proxy on Mongolia and by extension a future opportunity in the entire Silk Road Region. The AMZ team includes experienced road engineers and business developers. In addition, the Company has the ability to leverage the Firebird office in the Mongolian capital city and has ready access to other key operational advantages this long-term relationship offers.

For further information, please contact:

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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.