

CHANGE OF AUDITORS
Notice of Change of Auditors
Pursuant to National Instrument 51-102

TO: Ernst & Young, LLP, Chartered Accountants

AND TO: Yet to Be Appointed Chartered Accountants

AND TO: Canadian Securities Exchange
Ontario Securities Commission

September 30, 2016

RE: Notice Regarding Change of Auditor Pursuant to National Instrument 51-102

Notice is hereby given, pursuant to section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”), of a change of auditor of Khot Infrastructure Holding, Ltd. (the “**Company**”).

- (1) Ernst & Young, LLP, Chartered Accountants (the “**Former Auditor**”) have resigned as auditor of the Company, effective May 31, 2016.
- (2) The Company’s Audit Committee has considered the Former Auditor’s resignation and has yet to appoint a new auditor.
- (3) There were no reservations in the Former Auditor’s reports on the financial statements of the Company for: (a) the two most recently completed financial years; or (b) for any period subsequent thereto for which an audit report was issued and preceding the effective date of the resignation of the Former Auditor.
- (4) In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events, as such term is defined in subparagraph **4.11(1)** of NI 51-102.

Signed “Erin Chutter”
Chair of the Audit Committee