

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

February 2, 2018

Item 3 News Release

News release was disseminated on February 2, 2018 via FSCwire.

Item 4 Summary of Material Change

Khot has announced that it has obtained an order from the Ontario Securities Commission (the "Revocation Order"), revoking the cease-trade order issued on May 5, 2017 for the Company's failure to file annual audited financial statements and accompanying management's discussion & analysis and certification of annual filings for the year ended December 31, 2016 (the "Annual Filings").

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 February 2, 2018 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

February 2, 2018



Press Release: #18-02

February 2, 2018

Khot Announces Revocation of its Cease Trade Order and Proposed Change of Business

Tortola, British Virgin Islands - Khot Infrastructure Holdings, Ltd. (“Khot” or the “Company”) (CSE: KOT) KHOT Infrastructure Holdings (CSE:KOT) (“Khot” or the “Company”) is pleased to announce that it has obtained an order from the Ontario Securities Commission (the “Revocation Order”) revoking the cease trade order issued on May 5, 2017, for the Company’s failure to file audited annual financial statements for the year ended December 31, 2016; management’s discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2016; and certification of annual filings for the year ended December 31, 2016 (the “Annual Filings”).

On August 2, 2017, the Company filed its Annual Filings, all of which are available under the Company’s profile at www.sedar.com.

With respect to its financial statement disclosure, AMZ, the Company’s Mongolian wholly-owned subsidiary, has included road repair provisions in the Company’s Annual Filings based on its former auditor’s opinion that the road repair provisions represent a theoretical possibility that the Ministry of Construction in Mongolia could demand a re-pavement of the road, and an accounting estimation of what could happen was deemed to be necessary. The liabilities do not represent an actual cash amount that the Company is required to pay but rather is an estimate of future potential liability. The Company has not received any communication from the Ministry of Construction and as a result of its proposed change of business, will be disposing of its Mongolian subsidiary for a nominal amount and the liabilities will subsequently disappear as a line item in its financial statements.

The Company wishes to advise of the following proposed changes to its board composition and management team:

Name	Position Held	Position Held
Erin Chutter	Former Director	May 5, 2015 to date of AGM
Orgilmaa Siizkhuu	Former Director	November 14, 2011 to date of AGM
Kenneth Farrell	Former Director	March 20, 2012 to date of AGM
James Passin	Current and Proposed Director	November 14, 2011 to present
Donald Padgett	Current and Proposed Director	November 14, 2011 to present
Andrew Clover	Proposed Director	Director Nominee
Jeremy Gardner	Proposed Director	Director Nominee
Wayne Lloyd	Proposed Director	Director Nominee

The proposed members of the audit committee, assuming they are elected at the annual general and special meeting of shareholders, will be Andrew Clover (proposed Chair and an independent member), Donald Padgett (not independent), and James Passin (independent). The current members of the audit committee are James Passin (independent), Donald Padgett (not independent), Kenneth Farrell (independent), and Erin Chutter (independent).

The Company will reschedule its recently cancelled annual general and special meeting of shareholders, which was to be held on September 19, 2017, at the earliest opportunity, in order to approve, among other things, the election of directors, the appointment of auditors, and a change of business. The Company will amend and restate its information circular dated August 15, 2017, in order to incorporate its recently completed business plan and additional disclosure on its change of business. However, shareholders should not rely on the disclosure in the information circular respecting the proposed change of business.

The Company is planning to develop broad-based indexing products and blockchain tracking metrics critical to financial services firms participating in Blockchain applications. In anticipation of the further adoption of Blockchain technologies in diverse industries, Khot intends to expand their indexing capabilities to cover multiple blockchains and cryptocurrency applications. Future Khot applications will be able to track industry participation, transaction velocity, aggregate KYC/AML exchange data, and peer-to-peer transactions, thus creating a transparent and robust dataset for financial market participants. Khot intends to launch these blockchain intelligence products in a SaaS model with a web-enabled customer portal.

Pursuant to Canadian Securities Exchange Policy 8 *Fundamental Changes and Changes of Business*, the change of business must be approved by the Canadian Securities Exchange and the shareholders of the Company prior to completion of the transaction. The information circular delivered to shareholders of the Company must contain prospectus level disclosure of the resulting company, including the financial statement disclosure set out in National Instrument 44-101, National Instrument 41-101 – General Prospectus Requirements and Form 41-101F1. The information circular must be reviewed by the Canadian Securities Exchange before being posted on the Canadian Securities Exchange website and delivered to shareholders. The issuer resulting from a fundamental change must meet the criteria for a new listing and make a complete initial application to qualify for listing by filing all of the documents and following the procedures set out in Canadian Securities Exchange Policy 2 concurrently with filing the information circular. The Company is in the process of completing a listing statement for submission to the Canadian Securities Exchange and has provided an undertaking to the Ontario Securities Commission to hold an annual general and special meeting of shareholders to approve the change of business within three months of the date of the revocation order.

As a condition of revoking the Ontario cease trade order, the Ontario Securities Commission requested that the Company undertake not to complete a restructuring transaction, significant acquisition or reverse takeover of a business not located in Canada unless the Company first receives a receipt for a final prospectus in respect of such business. The Company has given such undertaking.

This press release was prepared by management of Khot, which takes full responsibility for its contents. The Canadian Securities Exchange 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.