

**FORM 51-102F3**  
**Material Change Report**

**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

**2. Date of Material Change:**

September 20, 2018

**3. News Release:**

The news release with respect to the material change was disseminated through FSC Wire on September 20, 2018.

**4. Summary of Material Change:**

The Canadian Securities Exchange has conditionally approved the listing of the common shares of the Company under the trading symbol "BCX". The Company previously announced that it had implemented a name change from "Khot Infrastructure Holdings Ltd." to "Blockchain Holdings Ltd." and the consolidation of its common shares on the basis of one post-consolidated share for every ten pre-consolidated shares.

**5. Full Description of Material Change:**

**5.1 Full Description of Material Change**

The material change described in item 4 is fully described in the Company's press release of September 20, 2018 attached hereto and as filed on SEDAR.

**5.2 Disclosure of Restructuring Transactions**

Not applicable.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not Applicable

**7. Omitted Information:**

Not Applicable

**8. Executive Officer:**

Betty Anne Loy, Corporate Secretary  
1111 Melville Street, Suite 1100  
Vancouver, British Columbia V6E 3V6  
Telephone: 604-689-1515

**9. Date of Report:**

September 20, 2018



PRESS RELEASE

September 20, 2018

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## Blockchain Holdings Ltd. Receives Conditional Approval for Fundamental Change Transaction

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**VANCOUVER, Canada – Blockchain Holdings Ltd. (the “Company”) (CSE: KHOT)** is pleased to announce that the Canadian Securities Exchange (the “CSE”) has conditionally approved the listing of the common shares of the Company under the trading symbol “BCX”. The Company previously announced that it had implemented a name change from “Khot Infrastructure Holdings Ltd.” to “Blockchain Holdings Ltd.” and the consolidation of its common shares on the basis of one post-consolidated share for every ten pre-consolidated shares. The name change and the share consolidation were approved by special resolutions of the Company’s shareholders at the annual general and special meeting of shareholders held on April 9, 2018. In addition, the shareholders approved the Company’s proposed change of business from transportation infrastructure in Mongolia to developing proprietary indexes and ancillary data products for emerging blockchain and digital currency markets.

The name change, share consolidation, and change of business, among other things, approved by the shareholders at the meeting constitute a “fundamental change” of the Company within the meaning of the policies of the CSE. The Company’s shares will remain halted until the CSE has given final approval of the fundamental change transaction and has determined it appropriate to lift the halt on trading in respect of the securities.

In connection with its fundamental change transaction, the Company completed a non-brokered private placement of subscription receipts for gross proceeds of \$500,000 at a post-consolidation price of \$0.10 per receipt, and upon issuance of the final CSE bulletin, each receipt will automatically be converted into one post-consolidation common share of the Company.

Upon receipt of the final CSE bulletin, the Company will also settle CAD\$628,304.68 in debt by the issuance of 6,283,047 post-consolidation common shares of the Company at a price of \$0.10 per share.

In addition, management of the Company has arranged a CAD\$500,000 revolving operating line of credit with Mr. James Passin, the Chairman of the Board of Directors, at a rate of 8%, to cover its expenses related to the completion of the fundamental change transaction and general and administrative costs estimated for the next 12 months.

Listing of the Company’s common shares is subject to, among other things, satisfaction of the customary listing conditions of the CSE such as the completion of all remaining CSE filing requirements and the receipt of final approval from the CSE.

A listing statement describing the Company, prepared in accordance with the policies of the CSE, will be made available on SEDAR at [www.sedar.com](http://www.sedar.com). The information regarding the Company in this press release is qualified in its entirety by reference to the more detailed disclosure included in the listing statement.

*This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States except pursuant to an applicable exemption from such registration requirements.*

### **About Blockchain Holdings**

Through our proprietary portal BCXdata.com, Blockchain Holdings provides investors and fund managers with unique insights into the growing ecosystem of crypto-assets. BCXdata.com captures and aggregates data from different blockchains for use and analysis with a clean and approachable API. With a portfolio of proprietary tools, the Company is giving users an institutional-grade analysis package that forms the basis for an extended suite of product offerings in the future.

### **For further information, please contact:**

Alan Tam, CFO  
+1 604 377 7575  
[alantamca@gmail.com](mailto:alantamca@gmail.com)

Malcolm Burke  
+1 604 220 2000  
[mpb@primarycapital.net](mailto:mpb@primarycapital.net)

Statements in this news release may be viewed as forward-looking statements. Such statements involve risks and uncertainties that could cause actual results to differ materially from those projected. There are no assurances the company can fulfill such forward-looking statements and the company undertakes no obligation to update such statements. Such forward-looking statements are only predictions; actual events or results may differ materially as a result of risks facing the company, some of which are beyond the company's control.