

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: **KHOT INFRASTRUCTURE HOLDINGS, LTD.** (the "Issuer")

Trading Symbol: **CSE:KOT**

Date: **April 27, 2018**

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer proposed to consolidate its common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidated common share. The Issuer will change its name to Blockchain Holdings, Ltd. and change its symbol to BCX.

2. Number of securities outstanding and reserved for issuance following the reclassification

The Issuer has 65,302,351 issued and outstanding pre-consolidation common shares and will have approximately 6,530,235 issued and outstanding common shares post consolidation. The Issuer's authorized share structure has no maximum number of common shares.

The Issuer also has 2,500,000 options, 50,000,000 subscription receipts and 62,830,468 debt shares convertible into common shares on a pre-consolidation basis (250,000 options, 5,000,000 subscription receipts and 6,283,047 debt shares convertible into common shares on a post-consolidated basis).

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The Issuer does not anticipate any material impact on the liquidity of the market for the common shares. There will be no change to the voting and equity rights of public shareholders.

4. Date of shareholders' meeting to approve the reclassification

April 9, 2018 – The Company received shareholder approval of up to 10:1 share consolidation at its Annual General and Special Meeting held on April 9, 2018. The directors of the Company resolved on April 9, 2018 to consolidate its issued and outstanding common shares on the basis of ten (10) pre-consolidation common shares for 1 post consolidated common share.

5. Record date for the reclassification

May 7, 2018

6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: April 27, 2018.

Alan Tam
Name of Director or Senior
Officer

/s/ Alan Tam
Signature

Chief Financial Officer
Official Capacity