



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of the shareholders of *Khot Infrastructure Holdings, Ltd.* (the “**Company**”) will be held on **Tuesday, July 14, 2015** at the hour of **11:30 a.m.** (Eastern time), at the office of Mr. Passin’s at 152 West 57th Street, 24th Floor, New York, New York, USA for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2014, together with auditor’s report thereon;
2. To set the number of directors of the Company for the ensuing year at six (6);
3. To elect the directors of the Company for the ensuing year;
4. To appoint Ernst & Young LLP as auditors of the Company for the ensuing financial year at a remuneration to be fixed by the board of directors (the “**Board**”) of the Company; and
5. To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on **Tuesday, June 9, 2015** as the record date for determining shareholders who are entitled to receive notice and to vote at the Meeting. No person who becomes a shareholder of the Company after the record date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, *TMX Equity Transfer Services* (the “**Transfer Agent**”), at their offices located at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department or by fax at (416) 595-9593 by 11:30 AM (Eastern time) on **Friday, July 10, 2015**, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Annual General Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

The accompanying information circular provides information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the office of the Company’s Chief Financial Officer located at Suite 205 – 2742 St. Joseph Blvd., Orleans, ON, K1C 1G5 during normal business hours up to July 14, 2015, being the date of the Meeting, as well as at the Meeting. Additional information about the Company and its financial statements are also available on SEDAR ([www.sedar.com](http://www.sedar.com)).

**DATED** this 9th day of June 2015

**BY ORDER OF THE BOARD**

Yours truly,

(signed) *Donald Padgett*

Donald Padgett  
President and CEO