KHOT INFRASTRUCTURE HOLDINGS, LTD.
(Formerly Undur Tolgoi Minerals Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

YEARS ENDED DECEMBER 31, 2014 and 2013

Cautionary Statements

Forward-Looking Information

Except for statements of historical fact relating to Khot Infrastructure Holdings Ltd., certain statements contained in this MD&A constitute forward-looking information, future oriented financial information or financial outlooks (collectively "forward looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this document and other matters identified in the Company's public filings, Khot Infrastructure Holdings, Ltd.'s future outlook and anticipated events or results and in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue", "objective" or other similar expressions concerning matters that are not historical facts and include, access to sufficient capital resources, the timing and amount of future infrastructure development, the timing of construction of the proposed infrastructure projects, the timing of cash flows, capital and operating expenditures, the timing of receipt of permits, employee relations, availability of financing and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions. Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, those disclosed in any other of Khot Infrastructure Holdings, Ltd.'s public filings, availability and final receipt of required approvals, licenses and permits, ability to acquire necessary road construction, sufficient working capital to complete road development projects, access to adequate services and supplies, economic conditions, foreign currency exchange rates, interest rates, access to capital and debt markets and associated cost of funds, availability of a qualified work force, positive employee relations, lack of social opposition and legal challenges, and the ability to settle disputes. While Khot Infrastructure Holdings, Ltd. considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in other Khot Infrastructure Holdings, Ltd's filings. Forward-looking statements are based upon management's beliefs, estimate and opinions on the date the statements are made and other than as required by law, Khot Infrastructure Holdings, Ltd. does not intend and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

The following management's discussion and analysis ("MD&A") of Khot Infrastructure Holdings, Ltd. ("KHOT" or the "Company"), is prepared as of April 27, 2015, and should be read together with the annual consolidated financial statements for the year ended December 31, 2014, and related notes. All financial amounts are stated in United States dollars unless otherwise indicated.

For the purpose of preparing this MD&A, Management in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (1) if such information results in or would reasonably be expected to result in a significant change in the market price or value of the Company's common shares; or (ii) there is substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at www.sedar.com.

All amounts in this MD&A are expressed in United States dollars ("US$"), unless otherwise noted.

DESCRIPTION OF BUSINESS

Khot Infrastructure Holdings, Ltd., (formerly Undur Tolgoi Minerals Inc.) ["Khot" or the "Company"] was incorporated on December 22, 2010 under the Business Corporations Act of British Columbia as a private company. KHOT is engaged in the construction and maintenance of roads and bridges in Mongolia.

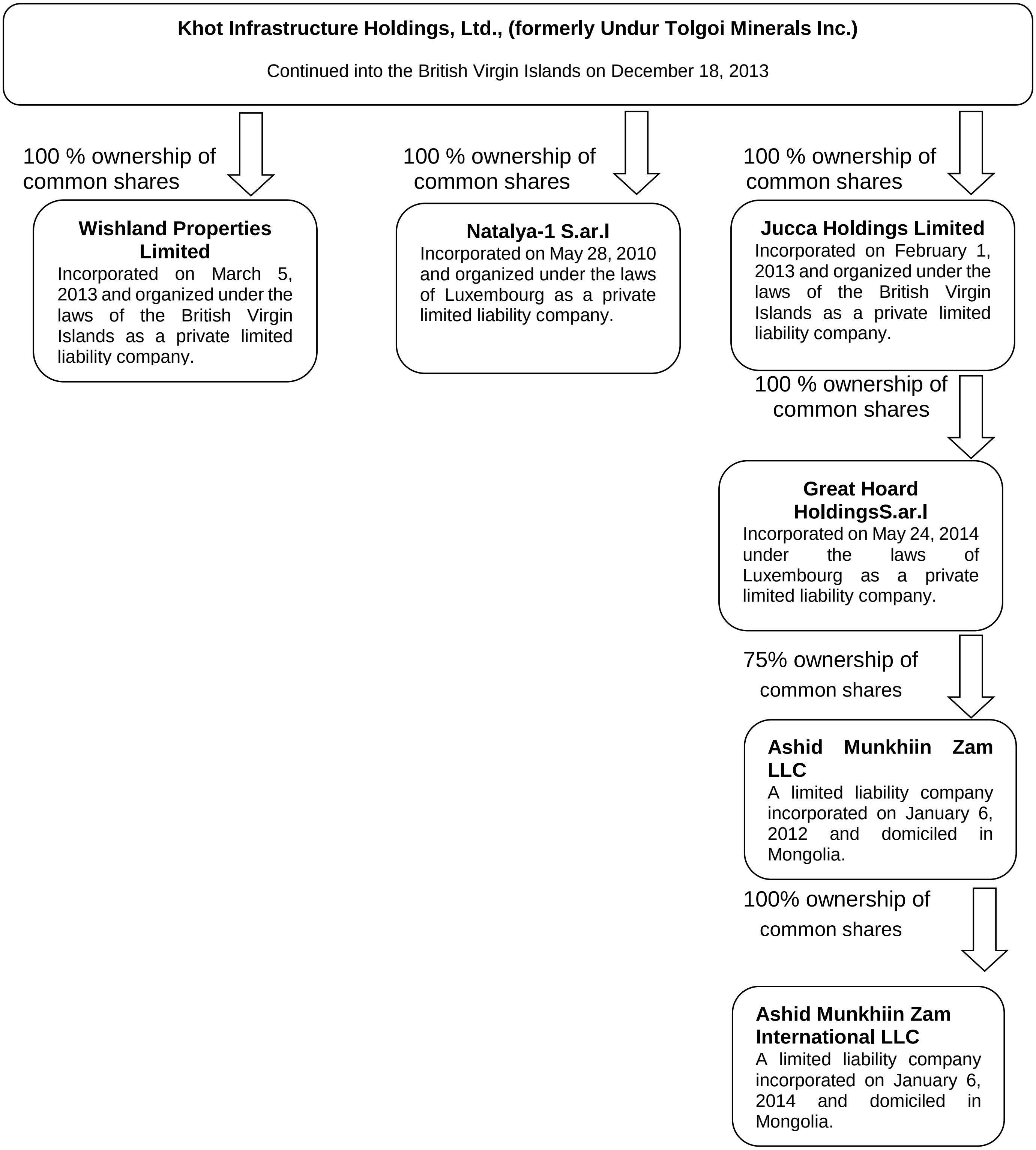
On December 18, 2013, Undur Tolgoi Minerals Inc. completed the continuance from the laws of the Province of British Columbia to the laws of the British Virgin Islands. Effective on January 7, 2014, the Company changed its name from Undur Tolgoi Minerals Inc. to Khot Infrastructure Holdings, Ltd. to have its name reflect the Company's new focus on cash generating, non-resource infrastructure projects within Mongolia.

The Company continues to be a reporting issuer with Ontario Securities Commission and its shares trade on the Canadian Securities Exchange ("CSE") (formerly, Canadian National Stock Exchange) under the symbol "KHOT".

The registered office of KHOT is Sea Meadow House, Blackburne Highway, PO Box 116, Road Town, Tortola, British Virgin Islands.

KHOT has a 100% interest in Natalya-1 S. à r. l. ["Natalya-1"], Novametal Resources LLC ["Novametal"], Jucca Holdings Limited ["Jucca"], Wishland Properties Limited ["Wishland"], Great Hoard Holdings S. à r. l. ["GHH"] and a 75% interest in Ashid Munkhiin Zam LLC ["AMZ"] & Ashid Munkhiin Zam International LLC ["AMZI"].

GROUP STRUCTURE



OVERALL OBJECTIVE

Khot specializes in road construction and related services to meet the urgent demands of the fast-growing Mongolian economy. Khot's in-country management and technical team is ideally qualified to meet this exciting challenge and the company anticipates rapid growth going forward. Khot is also reviewing other infrastructure opportunities in Mongolia.

Road construction is one of the fastest growing industries in Mongolia. The government intends to build over 10,000 kilometers of paved road in the next 10 years. As part of its goal, the government passed a law in 2012 mandating paved roads between Ulaanbaatar and each of the country's 21 provincial centers by 2016.

Last year Mongolia raised USD$1.8 billion in its first ever bond offering. Shortly afterward the government announced that most of the bond money would be spend on development of infrastructure and allocated USD$335 million to the road budget.

Mongolia's roads officially total 49,294 km, but only about 25% of the roads are currently paved. Most roads are little more than dirt tracks, which are usually dusty and occasionally muddy. By undertaking straightforward grading work, the roads would be quite similar to those servicing many of the mining and outback communities in Australia.

The Minister of Road, Transportation, Construction and Urban Development, granted AMZ a special permit (No. 345) for constructing and maintaining auto car roads, affiliated under Sukhbaatar District of Ulaanbaatar city, with State Registration No. 9019065099 and registration number 5548349. The permit includes the following: construct paved roads, construct roads paved with gravel, repair/maintain paved roads and roads paved with gravel, repair/maintain concrete, steel, and wooden bridges, and to build/maintain road related facilities.

ROAD REPAIR CONTRACT AWARDED

On October 7, 2014, the Company announced that its indirectly controlled subsidiary, Ashid Munkhiin Zam LLC ("AMZ"), had been awarded a contract to repair six kilometers of a twelve-kilometer road repair contract awarded to four companies, including AMZ.

The project is located in Khongor Sum in Darkhan Aimag, Mongolia, strategically situated on the north-south road that connects Russia, China, and all the major cities in Mongolia, including Ulaanbaatar, Sukhbaatar, Darkhan and Sainshand. The total cost of the project has been budgeted and approved by the Mongolia Ministry of Road and Transportation. AMZ LLC was contracted as a subcontractor with a state owned road Construction Company Darkhan AZZA JSC and major contracts have been executed between Ministry of Road and Transportation, Development bank of Mongolia and Darkhan AZZA JSC in relation to this road repair contract. The contract was executed on August 25th and initial financing was received after 40% of the contract had been completed. The total budget of the 6 km project is 2.280 billion MNT (USD$1.23 million) which was approved by Ministry of Road and Transportation.

On December 29, 2014, the Company announced that it had successfully completed approximately 94% of the 6 kilometer road repair project, pending final approval from the Ministry of Road and Transportation, in Darkhan province, Mongolia, and has received initial payment from the Ministry of Road and Transportation for MNT 1,300,000,000 (USD $698,000). This represents approximately 60% of the funds due from completion of AMZ's initial road repair contract in Mongolia. The balance owing of MNT 900,000,000 will be paid to the Company in the summer of 2015, with the expect of the 10% contractual holdback of MNT 220,000,000 which will be received in three years from the completion of the contract.

Don Padgett, Khot President and CEO, commented, "The successful conclusion of this project provides management with a high level of confidence in the company's ability to participate in this major growth opportunity provided by Mongolian infrastructure projects."

MEMORANDUM OF UNDERSTANDING

On April 8, 2015, management reported that Khot has entered into a binding Memorandum of Understanding (MOU) with a major foreign state owned entity to form a special purpose consortium which provides for joint participation in the bidding for all tender calls.

Management has determined that timing is now optimum for the Company to rapidly expand its operational capacity to take advantage of the full range of infrastructure opportunities currently approved or with approval pending. This includes 5,400 kilometers of new paved road construction scheduled for completion by the end of 2016. Mongolian government plans include tenders for construction of both contract and concession roads.

The Company would benefit from a significant joint venture partner to bolster the financial credibility and major construction experience required to successfully win tenders in both the contract and concession categories.

This combination will enable the consortium to participate in the full range of construction opportunities for approximately 500 kilometers of concession road projects.

“We are excited to co-venture with a corporate partner of this stature and experience. The combined companies will create a formidable team with the resources necessary to successfully exploit this enormous opportunity”, said James Passin, Chairman of Khot.

SELECTED FINANCIAL INFORMATION

The following tables provide selected annual and quarterly financial information in accordance with IFRS for the Company’s quarter ended December 31, 2014. In the quarter ended December 31, 2014, the Company has not generated any revenue or incurred any loss from discontinued operations or extraordinary items.

Three Months Ended	Total Revenue for the period US$	Total Expenses for the period US$	Net Loss for the period US$	Loss per share basic and fully diluted US$	Total long-term financial liabilities US$	Cash dividends per common share US$
December 31, 2012	-	(320,495)	(300,435)	-	-	-
March 31, 2013	-	(136,605)	(208,740)	-	-	-
June 30, 2013	-	(829,550)	(912,862)	(0.02)	-	-
September 30, 2013	-	(104,608)	(55,500)	-	-	-
December 31, 2013	-	(308,125)	(311,039)	(0.01)	-	-
March 31, 2014	-	(497,214)	(539,310)	(0.01)	-	-
June 30, 2014	-	(211,625)	(221,052)	-	-	-
September 30, 2014	-	(168,156)	(260,226)	(0.01)	-	-
December 31, 2014	1,176,693	(347,448)	(209,513)	(0.01)	-	-

DIVIDEND PAYMENT

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company`s financial needs to fund its road construction programs, future growth, and any other factors the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

RESULTS OF OPERATION FOR THE YEAR ENDED DECEMBER 31, 2014

The comprehensive loss for the year ended December 31, 2014, was $1,278,275 compared to $1,508,436 in the prior year.

Significant variances

The Company had construction revenue of $1,176,693 and a negative gross margin of $56,082 for the year ended December 31, 2014. There were no construction contracts in the previous year.

The Company had rental income of $32,715 for the year ended December 31, 2014, from its infrastructure development activities. There was no rental income in the prior year as the Company only began its road development activity in late Q4 2013.

The Company incurred management fees of $126,323 in 2014 compared to $162,681 in 2013. The decrease in management fees is due to cost cutting measures implemented by the Company in late 2013 to preserve cash while bidding on road repair and construction contracts in Mongolia.

The Company incurred promotional costs of $65,784 in 2014 compared to $169,160 in 2013. A significant portion of these costs in the prior year relates to the Company's participation in the investor resource shows and investor relations. In the current year the Company did not have any external investor relations firm and contracted one of the directors to provide promotional support for the Company's change in business.

The Company incurred professional fees of $116,784 in 2014 compared to $217,172 in 2013. The professional feesin 2013 relate to the acquired subsidiary AMZ and applications made to obtain road construction permits, and head office legal fees. The professional fees in the current year were lower, as the Company made no significant acquisitions.

The Company incurred impairment of exploration and evaluation expenses of $NIL in 2014 compared to $594,261 in 2013. During the fourth quarter 2013, the Company had changed its operations from junior mineral exploration to road construction and infrastructure development. As a result there were no exploration and evaluation expenses incurred in 2014.

The Company incurred other expenses of $393,070 in 2014 compared to $205,959 in 2013.

	December 31, 2014 $	December 31, 2013 $
Rent	**-**	37,888
Phone, utilities, supplies and other	**1,779**	4,923
Website, internet and printing	**2,388**	1,048
Contractor fees, salary and source deductions	**206,433**	74,776
Travel	**48,811**	41,901
Other expenses	**117,321**	27,480
Insurance	**16,338**	17,943
	393,070	205,959

The increase in contractor fees, salary and sources deductions of is $131,657 in 2014 compared to 2013 is predominately due to a full year of operations of AMZ being consolidated into Khot's 2014, whereas only AMZ was acquired in Q4 2013 and only two months of activity were included in Khot's consolidated expenses,

The increase in other expenses of $89,841 in 2014 compared to 2013 is predominately due to a full year of operations of AMZ being consolidated into Khot's 2014, whereas only AMZ was acquired in Q4 2013 and only two months of activity were included in Khot's consolidated expenses,

The increase in stock based compensation of $300,977 in 2014 compared to 2013 is due to the fact that there were no stock options issued in 2013.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2014, the Company's working capital, defined as current assets less current liabilities, was $801,371. The Company's cash resources are sufficient to meet liabilities as they come due for the next 12 months. However, the Company may need to raise further funds prior to or in conjunction with being granted infrastructure development contracts in the future.

The Company's working capital amounts are as follows:

	December 31, 2014	December 31, 2013
	$	$
Cash	**1,069,037**	1,870,806
Accounts receivable	**384,927**	165,101
Prepayments	**17,683**	37,416
Accounts payable & accrued liabilities	**(171,940)**	(236,607)
Loan and interest payable	**(455,515)**	-
Road repair provision	**(42,821)**	-
	801,371	1,836,716

The Company, which is involved in early stage infrastructure development, had revenues of $1,176,693 which were not significant to sustain operations in the current year. Until the Company is able to secure sufficient revenue from infrastructure development, the Company must utilize its current cash reserves, income from cash held in the bank, funds obtained from the exercise of stock options and other financing transactions to maintain its capacity to meet working capital requirements. The Company anticipates going to the market to raise capital when the opportunity arises.

During the year ended December 31, 2014 the Company expended $166,829 ($768,776 – 2013) on operating activities, and expended cash of $62,395 ($97,767 – 2013) in investing activities and received cash of $455,515 ($NIL - 2013) in financing activities.

The Company does not have any obligations on infrastructure development applications. Any infrastructure development projects undertaken by the Company are at the sole discretion of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not engaged in any off-balance sheet arrangements such as: obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or that engages in leasing, hedging or research and development services with the Company.

INVESTOR RELATIONS ACTIVITY

There are no external contracts or commitments as at December 31, 2014.

On April 14, 2015, the Company entered into consulting contracts with Mr. Vincent J. Marciano (“Marciano“) and Mr. Scott Rose (“Rose”) for the provision of investor relations and marketing services. The agreement between KHOT and Marciano provides for an initial term of one year, which may be terminated by either party with 30 days written notice after the expiration of the initial three month period. Marciano will receive a monthly fee of US$1,500 and will be granted 150,000 options. The agreement between KHOT and Rose shall be on a month to month basis with a 30 day termination notice. Rose will receive a monthly fee of CDN$2,500 and will be granted 150,000 options.

The options are granted to each consultant at an exercise price of $0.10 per share until December 31, 2017 and shall vest in accordance with the agreement, Canadian Securities Exchange policies and the Company’s stock option plan.

PROPOSED TRANSACTIONS

As is typical of the infrastructure development industry, the Company is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. Currently, there are no material transactions being pursued or negotiated by the Group that is not otherwise disclosed herein.

Memorandum of understanding

On April 8, 2015, the Company entered into a memorandum of understanding with a major foreign state owned entity to form a special purpose consortium which provides for joint participation in the bidding for all upcoming Mongolian road construction and repair concessions.

Refer to the section titled Memorandum of understanding on page 5 for more information.

GOING CONCERN

The consolidated financial statements of the Company have been prepared on the basis that the Company will continue as a going concern, which presumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. Due to continuing operating losses, the application of the going concern basis is dependent upon the Company achieving profitable operations to generate sufficient cash flows to fund continuing operations or in the absence of adequate cash flows from operations, obtaining additional financing to support operations for the foreseeable future. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

As at December 31, 2014, the Company had a working capital surplus of $801,371 (December 2013 - $1,836,716), including $1,069,037 (December 2013 - $1,870,806) in cash and cash equivalents. The Company is actively seeking to obtain new development contracts from the Mongolian Government.

The Company anticipates having sufficient funds to discharge its current liabilities and meet its corporate administrative expenses for at least twelve months. However, the Company will require additional financing, through various means including but not limited to equity financing, to continue seeking infrastructure development contracts. There is no assurance that the Company will be successful in raising the additional required funds or be awarded any development contracts.

RELATED PARTY TRANSACTIONS

1) Management fees include $59,369 ($59,257 – 2013) paid to Don Padgett, the Company's Chief Executive Officer. The Company has a consulting contract with Don Padgett whereby the company pays $4,000 a month for management fees as well as a salary of CAD $1,000 a month for performing services as the CEO. As at December 31, 2014, $Nil ($1,487 – 2013) payables were due to Don Padgett.

2) Professional fees include $51,955 ($33,274 – 2013) paid to Sabino Di Paola the Company's current Chief Financial Officer and Corporate Secretary. The Company has a consulting contract with Sabino Di Paola whereby the company pays CAD$110/hour for services rendered as well as CAD $1,000 a month for performing services as the CFO. As at December 31, 2014, accounts payable of $Nil ($993 – 2013) were due to Sabino Di Paola.

3) Management fees include $ 15,000 ($ Nil – 2013) paid to Erdembileg Jugdernamjil the Company's Chief Operating Officer. The Company has a consulting contract with Erdembileg Jugdernamjil whereby the company pays $2,500 a month for management fees. As at December 31, 2014, $NIL ($NIL – 2013) payable were due to Erdembileg Jugdernamjil.

4) During the year ended December 31, 2014, consulting fees of $3,500 ($Nil – 2013) were paid to one of the non-executive directors for services in assistance with potential business opportunities.

Transactions with related companies and directors

As at December 31, 2014, receivables include $NIL (December 31, 2013 - $155,018) receivable from entities with common directors in respect of reimbursement of costs. During the year ended December 31, 2014, the Company recognized an allowance for bad debt on the related party receivable of $152,200 (December 2013 - $8,486). As at December 31, 2014, accounts payable of $NIL (December 31, 2013 - $NIL) were due to the related company.

Borrowings from HBOil JSC

	December 31, 2014	December 31, 2013
	$	$
Balance, beginning of the year	**–**	–
Additions	**630,000**	–
Repayment	**(192,000)**	
Interest expense	**7,000**	–
Translation difference	**10,515**	–
Balance, end of the year	**455,515**	–

Borrowings from Herlen Onon Tuul LLC

	December 31, 2014	December 31, 2013
	$	$
Balance, beginning of the year	**–**	–
Additions	**18,500**	–
Repayment	**(19,383)**	
Interest expense	**840**	–
Translation difference	**43**	–
Balance, end of the year	–	–

Both HBOIL JSC and Herlen Onon Tuul LLC have a significant shareholder in common with Khot Infrastructure Holdings Ltd.

Promotion fees include $12,610 ($22,390 – 2013) paid to Anthony Milewski, the Company's non-executive Director. The Company has a consulting contract with Anthony Milewski whereby the company pays $35,000 for three months of promotion services to the Company. As at December 31, 2014, $ Nil ($11,195 – 2013) of prepaid expenditures were included from services owed by Anthony Milewski.

On November 6, 2013, the Company acquired Great Hoard Holdings SARL from the Company's major shareholder, Firebird Mongolia, through the issuance of 5,363,636 common share. Please refer to note 13 of the consolidated financial statements for details on the acquisition.

All related party transactions, with the exception of the Berkh Uul JSC 1 bad debt, were within the normal course of operations and have been recorded at amounts agreed to by the transacting parties.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, available for sale investments, accounts payable and accrued liabilities and due to related parties. Given their short-term nature, the fair value of these instruments approximates their carrying value. It is management's opinion that the Company is not exposed to significant credit risks arising from these financial instruments.

<u>Risk management</u>

The Company's activities expose it to a variety of risks including interest rate risk, credit risk, liquidity risk and commodity price risk. Reflecting the current stage of development of the Company's various projects, the Company's overall risk management program focuses on facilitating the Company's ability to continue as a going concern and seeks to minimize potential adverse effects on the Company's ability to execute its business plan. Risk management is the responsibility of the finance function. Material risks are identified and monitored and are discussed by senior management and with the Audit Committee and the Board of Directors.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's fixed rate current accounts in the bank and borrowings. As of the reporting date, the Company has not adopted sensitivity analysis to measure interest rate risk due principally to the fact that the Company has no floating rate financial assets and liabilities.

Credit risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the business as potential losses may arise due to the failure of its customers and counterparties to fulfill their obligations on maturity periods or due to adverse market conditions. The Company's financial assets exposed to credit risk are primarily composed of cash, and accounts receivable (trade and other). Maximum exposure is equal to the carrying values of these assets. The Company's cash is held at several large financial institutions.

The Company's trade receivables are only with Mongolian government and recognized, creditworthy third parties. It is the Company's policy that government who wishes to trade on credit terms is subject to credit verification procedures. In 2014, management has assessed that a related party receivable of $152,200 was determined to be uncollectable during the year and as such the Company recorded an allowance for bad debt in 2014 (2013 - $8,486).

As at December 31, 2014	**Neither past due nor impaired**		**Past due or**	
	High grade	**Standard grade**	**individually impaired**	**Total**
Cash and receivables:				
Cash and cash equivalents	1,069,037	–	–	1,069,037
Trade receivables	378,621	–	–	378,621
Others receivables	6,306	–	–	6,306
	1,453,964	–	–	1,453,964

As at December 31, 2013	**Neither past due nor impaired**		**Past due or**	
	High grade	**Standard grade**	**individually impaired**	**Total**
Cash and receivables:				
Cash and cash equivalents	1,870,806	–	–	1,870,806
Trade receivables	-	–	–	-
Others receivables	12,901	152,200	–	165,101
	1,883,707	152,200	–	2,035,907

None of the Company's financial assets are secured by collateral or other credit enhancements.

Liquidity risk

Liquidity risk encompasses the risk that the Company cannot meet its financial obligations. The Company actively manages its operating cash flows and the availability of funding so as to ensure that all repayment and funding needs are met. As part of its overall prudent liquidity management, the Company maintains sufficient levels of cash and cash equivalents to meet its working capital requirements. At December 31, 2014, the Company had a working capital of $801,371 [December 31, 2013 - 1,836,716]. All of the current accounts payable and accrued liabilities, loan and interest payable are due and payable within 90 days. The warranty period related to the road repair provision has less than one year to maturity as at December 31, 2014. Accordingly, the Company is able to meet its current obligations.

Foreign exchange risk

The Company conducts operations in Mongolia where many of its transactions are denominated in the Mongolian Tugrik. Accordingly the results of operations and financial position of the Company are subject to changes in the exchange rate between the US dollar ("USD") and the Mongolian Tugrik. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

The Company's policy is to manage its foreign financial assets and liabilities using the best available foreign currency exchange rates.

The following is the list of financial assets and liabilities held in Canadian dollars (presented in USD):

	December 31, 2014	December 31, 2013
	$	$
Cash	**161,269**	1,664,114
Accounts payable	**(66,989)**	(68,145)
	94,280	1,595,969

The following is the list of financial assets and liabilities held in Mongolian Tugrik (presented in USD):

	December 31, 2014 **$**	December 31, 2013 $
Cash	**504,120**	9,676
Accounts receivable (including long term receivables)	**426,330**	-
Accounts payable and provisions	**(98,420)**	(35,454)
	832,030	(25,778)

The following is the list of financial assets and liabilities held in Great British Pounds (presented in USD):

	December 31, 2014 **$**	December 31, 2013 $
Accounts receivable	**-**	155,016

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rate, with all variables held constant, of the Company's loss before tax due to changes in the carrying value of monetary assets and liabilities.

	December 31, 2014 **$**	December 31, 2013 $
	Increase/ (Decrease)	Increase/ (Decrease)
Increase/(decrease) in foreign currency exchange rate (USD)		
+5%	**46,315**	86,260
-5%	**(46,315)**	(86,260)

SHARE CAPITAL AND OUTSTANDING SHARE INFORMATION

Authorized capital

The authorized capital of the company consists of unlimited common shares without par value.

The holders of common shares are entitled to receive dividends which may be declared from time to time, and are entitled to one vote per share at KHOT's meetings. All shares are ranked equally with regards to the Company's residual assets.

The equity structure of the group represents the equity structure of the legal parent.

Issued share capital

Information with respect to outstanding common shares, warrants, and stock options as at April 27, 2015, December 31, 2014, and December 31, 2013, is as follows:

	April 27, 2015	December 31, 2014	December 31, 2013
Common shares	**64,351,484**	64,351,484	64,351,484
Stock options	**6,275,000**	5,975,000	4,525,000
	70,626,484	70,326,484	68,426,484

Common share issuances

There were no shares issuances during the year ended December 31, 2014 and up to April 27, 2015.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Consolidated Financial Statements requires management to make estimates and assumptions about the future that affect the amounts recorded in the Consolidated Financial Statements and accompanying notes. These estimates and assumptions are based on the Company's experience and Management's expectations about future events that are believed to be reasonable under the circumstances, and they are continually being evaluated based on the new facts and experience. Actual results may differ from these estimates and assumptions. The effect of a change in accounting estimate is recognized prospectively in the period of change and future periods if the change impacts both periods.

The Company's significant accounting policies and estimates are fully described in Note 3 to the consolidated financial statements for the year ended December 31, 2014.

CHANGE IN ACCOUNTING POLICIES

Certain new accounting standards and interpretations have been published that are mandatory for the December 31, 2014 reporting year. The following is a brief summary of the new standards adopted in the year:

- Amendments to IFRS 10 — *Consolidated Financial Statements - Investment Entities*
- Amendments to IFRS 12 — *Disclosure of Interests in Other Entities - Investment Entities*
- Amendments to IAS 27 — *Separate Financial Statements - Investment Entities*
- Amendments to IAS 32 — *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*
- Amendments to IAS 36 — *Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets*
- Amendments to IAS 39 — *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting*
- IFRIC 21 — *Levies*
- Annual Improvements (2010-2012 cycle) — *Amendments to a number of IFRSs issued in December 2013*
- Annual Improvements (2011-2013 cycle) — *Amendments to a number of IFRSs issued in December 2013*

The adoption of the above standards and interpretations did not result in significant changes to accounting policies and did not have any effect on the financial performance or position of the Company.

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. The Company has not yet assessed the impact of these new standards on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

- IFRS 9 (Final version) — *Financial Instruments* [3]
- Amendments to IFRS 10 — *Consolidated Financial Statements - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* [2]
- Amendments to IFRS 11 — *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* [2]
- IFRS 14 — *Regulatory Deferral Accounts* [2]
- IFRS 15 — *Revenue from Contracts with Customers* [3]
- Amendments to IAS 16 — *Property, Plant and Equipment - Clarification of Acceptable Methods of*

Depreciation and Amortization [2]

- Amendments to IAS 16 — *Property, Plant and Equipment - Bearer Plants* [2]
- Amendments to IAS 19 — *Employee Benefits - Defined Benefit Plans: Employee Contributions* [1]
- Amendments to IAS 27 — *Separate Financial Statements - Equity Method in Separate Financial Statements* [2]
- Amendments to IAS 28 — *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* [2]
- Amendments to IAS 38 — *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization* [2]
- IFRIC 15 — *Agreements for the Construction of Real Estate* [1]
-) — [1]
- [1]
- Annual Improvements (2012-2014 cycle) — *Amendments to a number of IFRSs issued in September 2014* [2]

[1] Effective for annual periods beginning on or after 1 January 2015
[2] Effective for annual periods beginning on or after 1 January 2016
3 Effective for annual periods beginning on or after 1 January 2018

BOARD PURPOSE AND FUNCTION

The directors and management of the parent company have extensive experience operating and taking projects through to various stages of exploration and development. There is a balanced representation of directors with operational, corporate and financial backgrounds.

The board's purpose is to ensure corporate governance, risk, strategy and shareholder interests are priorities at all times. At the end of the financial year under review the board consisted of six members.

UNCERTAINTIES AND RISK FACTORS

The following risk factors, and the information incorporated by reference herein, should be considered carefully. These risk factors could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

<u>Large project risk</u>
A substantial portion of Khot's revenue is derived from large government projects, some of which are conducted through joint ventures with non-related companies. These projects provide opportunities for significant revenue and profit contributions but, by their nature, carry significant risk and, as such, can and have occasionally resulted in significant losses. As a result of the existing infrastructure deficit throughout Mongolia a significant number of large projects are expected to be tendered over the next several years. The risks associated with such large scale infrastructure and industrial projects are often proportionate to their size and complexity thereby placing a premium on risk assessment and project execution.

The contract price on large projects is based on cost estimates using a number of assumptions. Given the size of these projects, if these assumptions prove incorrect, whether due to faulty estimates, unanticipated circumstances, or a failure to properly assess risk, profit may be materially lower than anticipated or, in a worst case scenario, result in a significant loss.

The recording of the results of large project contracts can distort revenues and earnings on both a quarterly and an annual basis and can, in some cases, make it difficult to compare the financial results between reporting periods. For greater detail on the potential impact of contractual factors, including unpriced change orders, see "Contractual Factors" under "Risk Factors" herein.

The failure to replace the revenue generated from these large projects on a going forward basis could adversely affect Khot.

Contractual factors
Khot performs construction activities under a fixed price contracts, under which the Company is committed to provide services at a fixed price. Any increase in Khot's cost over the price bid, whether due to estimating error, inefficiency in project execution, inclement weather, inflation or other factors, will negatively affect Khot's profitability.

Highly Competitive Industry
Khot operates businesses in highly competitive service and geographic markets in Mongolia. Khot competes with other major contractors, as well as many mid-size and smaller companies, across a range of industry segments. New contract awards and contract margin are dependent on the level of competition and the general state of the markets in which the Company operates. Fluctuations in demand in the segments in which the Company operates may impact the degree of competition for work. Competitive position is based on a multitude of factors including pricing, ability to obtain adequate bonding, backlog, financial strength, appetite for risk, reputation for safety, quality, timeliness and experience. Khot has little control over and cannot otherwise affect these competitive factors. If the Company is unable to effectively respond to these competitive factors, results of operations and financial condition will be adversely impacted. In addition, a prolonged economic slump or slower than anticipated recovery may affect one or more of Khot's competitors or the markets in which it operates, resulting in increased competition in certain market segments, price or margin reductions or decreased demand for services, which may adversely affect results.

Subcontractors performance
The profitable completion of some contracts depends to a large degree on the satisfactory performance of the subcontractors as well as design and engineering consultants who complete different elements of the work. If these subcontractors do not perform to accepted standards, Khot may be required to hire different subcontractors to complete the tasks, which may impact schedule, add costs to a contract, impact profitability on a specific job and, in certain circumstances, lead to significant losses. A major subcontractor default or failure to properly manage subcontractor performance could materially impact results.

Dependence on Public Sector
Khot's revenue is derived from contracts with the Mongolian government or their agencies. Consequently, any reduction in demand for Khot's services by the public sector whether from traditional funding constraints, the long-term impact of the recent economic crisis (including future budgetary constraints, concerns regarding deficits or an eroding tax base), changing political priorities, change in government or delays in projects caused by the election process would likely have an adverse effect on the Company if that business could not be replaced from within the private sector.

Large government sponsored projects typically have long and often unpredictable lead times associated with the government review and political assessment process. The time delays and pursuit costs incurred as a result of this lengthy process, as well as the often unknown political considerations that can be part of any final decision, constitute a significant risk to those pursuing such projects.

Dependence on Key Personnel, Contractors and Service Providers
Shareholders of our Company rely on the good faith, experience and judgment of the Company's management, contractors and service providers in supervising and providing for the effective management of the business and the operations of the Company and in selecting and developing new investment and expansion opportunities. The Company may need to recruit additional qualified contractors and service providers to supplement existing management. The Company will be dependent on a relatively small number of key persons, the loss of any one of whom could have an adverse effect on the Company.

Value of Our Common Shares

The value of the Company's common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors.

Competition

There is aggressive competition within the infrastructure industry in tendering for construction contracts in Mongolia. Khot competes with many other companies, which may have greater financial resources, for the opportunity to participate in projects.

Additional Funding and Financing Risk

Additional funds will be required for future exploration and development. There is no assurance that sufficient equity financing will be available at reasonable terms to the Company. In addition, any future equity financings by the Company may result in substantial dilution for existing shareholders.

Environmental Risk

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes to environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests that have been caused by previous or existing owners or operators.

Uninsured Hazards

The Company currently carries minimal insurance coverage. The nature of the risks the Company faces in the conduct of its operations are such that liabilities could exceed policy limits in any insurance policy or could be excluded from coverage under an insurance policy. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the Company's financial position.

Conflicts of Interest

Certain Directors of the Company also serve as Directors of other companies involved in mineral resource exploration, development and production. Consequently, there exists the possibility that such Directors will be in a position of conflict of interest. Any decision made by such Directors involving the Company are made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such Directors will declare, and refrain from voting on, any matter in which such Directors may have a material conflict of interest.

Permits, Licenses and Approvals

The operations of the Company may require licenses and permits from various governmental authorities. The Company believes it holds or is in the process of obtaining all necessary licenses and permits to carry on the activities which it is currently conducting under applicable laws and regulations. Such licenses and permits are subject to changes in regulations and in various operating circumstances.

Regulatory Matters

The Company's business is subject to various federal, provincial and local laws governing prospecting and development, taxes, labor standards and occupational health, mine safety, toxic substances, environmental protection and other matters. Construction and infrastructure development are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. A violation of these laws may result in the imposition of substantial fines and other penalties.

Litigation risk

Disputes are common in the construction industry and as such, in the normal course of business, the Company may be involved in various legal actions and proceedings which arise from time to time, some of which may be substantial. However, there is no assurance that the Company's insurance arrangements will be sufficient to cover claims that may arise in the future. Furthermore, the Company may be subject to the risk of claims and legal actions for various contractual matters, primarily arising from construction disputes, in respect of which insurance is not available.

Cyclical Nature of the Construction Industry
Fluctuating demand cycles are common in the construction industry and can have a significant impact on the degree of competition for available projects. As such, fluctuations in the demand for construction services or the ability of the private and/or public sector to fund projects in the current economic climate could adversely affect Khot's results.

Given the cyclical nature of the construction industry, the financial results of Khot, similar to others in the industry, may be impacted in any given period by a wide variety of factors beyond its control (as outlined herein) and, as a result, there may be from time to time, significant and unpredictable variations in Khot's quarterly and annual financial results.

Increases in the Cost of Raw Materials
The cost of raw materials represents a significant component of Khot's operating expenses. As contractors are not always able to pass such risks on to their customers, unexpected increases in the cost of raw materials may negatively impact the Company's results. At times during the last several years, the global availability of basic construction materials such as cement and asphalt has been impacted by the massive requirements of the Asian market which has resulted in price fluctuations, price escalation and periodic supply shortages. Periods of high demand or the failure to anticipate or mitigate demand fluctuations may add a significant risk to many vendors and subcontractors, some of whom have responded by no longer guaranteeing price or availability on long-term contracts which has in turn increased the risk for contractors who are not always able to pass this risk on to their customers.

Insufficient revenues
As of the date of this MD&A, the Company did not have sufficient revenues to cover its operating costs. For year ended December 31, 2014, the Company recorded $1,227,117 (2013 – $22,036) in revenue and other income. All of the Company's short to medium-term operating and project expenses must be derived from its existing cash position or from external financing.

EVENTS AFTER THE REPORTING DATE

On January 30, 2015, the Company dissolved its wholly owned subsidiary Novametal Resources LLC.

On April 8, 2015, the Company entered into a memorandum of understanding with a major foreign state owned entity to form a special purpose consortium which provides for joint participation in the bidding for all upcoming Mongolian road construction and repair concessions.

On April 14, 2015, the Company entered into consulting contracts with Mr. Vincent J. Marciano ("Marciano") and Mr. Scott Rose ("Rose") for the provision of investor relations and marketing services. The agreement between KHOT and Marciano provides for an initial term of one year, which may be terminated by either party with 30 days written notice after the expiration of the initial three month period. Marciano will receive a monthly fee of US$1,500 and will be granted 150,000 options. The agreement between KHOT and Rose shall be on a month to month basis with a 30 day termination notice. Rose will receive a monthly fee of CDN$2,500 and will be granted 150,000 options.

The options are granted to each consultant at an exercise price of $0.10 per share until December 31, 2017 and shall vest in accordance with the agreement, Canadian Securities Exchange policies and the Company's stock option plan.

STRATEGY AND OUTLOOK

Our objective is to maximize the value of the Company for our shareholders and as part of this strategy the Company is currently looking to leverage its unique 100% owned permits and local Mongolian infrastructure to create KHOT as a significant publicly traded Mongolian investment vehicle. The

Company is always looking at exploring opportunities with potential strategic partners as these opportunities present themselves.

OTHER INFORMATION

Other information and additional disclosure of the Company's technical reports, material change reports, new releases, and other information may be found on the SEDAR website at www.SEDAR.com.

Corporate Office's

Head Office
Sea Meadow House, Blackburne Highway, PO Box 116,
Road Town, Tortola,
British Virgin Islands.

Website
http://Khot-infrastructure.com/

Trading Symbol
CSE: KHOT

Independent Auditor
Ernst & Young LLP

Financial Institution
Bank of Nova Scotia
AFEX
ING

Transfer Agent
Equity Transfer & Trust Company, Toronto