

Condensed Consolidated Interim Financial Statements  
[Expressed in United States dollars]

**Khot Infrastructure Holdings, Ltd.**

For the nine months ended September 30, 2015

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## **Management's Responsibility for Financial Reporting**

The condensed consolidated Interim financial statements of Khot Infrastructure Holdings, Ltd. have been prepared by and are the responsibility of the Company's management. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and, where appropriate, reflect management's best estimates and judgements based on currently available information.

Management has developed and is maintaining a system of internal controls to obtain reasonable assurance that the Company's assets are safeguarded, transactions are authorized and financial information is reliable.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfils its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to shareholders.

"Donald Padgett"  
President and Chief Executive Officer

"Sabino Di Paola"  
Chief Financial Officer

November 27, 2015

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**Khot Infrastructure Holdings, Ltd.**  
**Condensed Consolidated Interim Statements of Financial Position**

(expressed in United States dollars)

	Notes	As at September 30, 2015	As at December 31, 2014
<b>Assets</b>			
Current assets:			
Cash and cash equivalents		\$ 262,935	\$ 1,069,037
Accounts receivable		268,993	384,927
Prepayment		4,684	17,683
<b>Total current assets</b>		<b>536,612</b>	<b>1,471,647</b>
Non-current assets			
Property, plant and equipment		15,344	18,744
Long term receivable	5	39,178	41,403
Investments	6	125,501	125,530
<b>Total non-current assets</b>		<b>180,023</b>	<b>185,677</b>
<b>Total assets</b>		<b>\$ 716,635</b>	<b>\$ 1,657,324</b>
<b>Liabilities and shareholders' equity</b>			
Current liabilities:			
Accounts payable and accrued liabilities		\$ 168,931	\$ 171,940
Loan and interest payable	7 & 11	18,938	455,515
Road repair provisions	8	310,699	42,821
<b>Total current liabilities</b>		<b>498,568</b>	<b>670,276</b>
<b>Shareholders' equity</b>			
Share capital	9	7,983,250	7,983,250
Other reserves		1,253,126	1,117,128
Deficit		(8,836,310)	(8,025,888)
		400,066	1,074,490
Non Controlling Interests		(181,999)	(87,442)
<b>Total Equity</b>		<b>218,067</b>	<b>987,048</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 716,635</b>	<b>\$ 1,657,324</b>
Contingencies	12		
Events after the reporting date	16		

The notes to the condensed consolidated interim financial statements are an integral part of these statements.

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on November 27, 2015, and are signed on its behalf by:

signed "James Passin"  
 \_\_\_\_\_  
 Director

signed "Don Padgett"  
 \_\_\_\_\_  
 Director

**Khot Infrastructure Holdings, Ltd.**  
**Condensed Consolidated Interim Statements of Comprehensive Loss**

(expressed in United States dollars)

Notes	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
<b>Revenues</b>				
Construction revenue	\$ -	\$ -	\$ -	\$ -
<b>Cost of sales</b>				
	(318,341)	-	(318,341)	-
<b>Gross margin</b>				
	(318,341)	-	(318,341)	-
<b>Other income</b>				
Interest and other income	\$ 129	\$ 6,171	\$ 5,642	\$ 13,401
<b>Expenses</b>				
Management fees	26,180	26,790	77,171	96,319
Promotion & investor conference	11,505	2,173	27,536	36,657
Regulatory, exchange, AGM, press release and transfer agent fees	2,381	2,465	13,220	18,448
Professional fees	20,202	29,043	56,762	126,530
Finance costs	88	3,251	14,487	5,470
Depreciation	1,579	3,934	4,027	7,326
Stock bases compensation	-	-	-	300,977
Foreign exchange loss	27,515	98,241	148,823	156,994
Other expenses	73,777	126,477	217,768	311,245
	163,227	292,374	559,794	1,059,966
Loss before income tax	(481,439)	(286,203)	(872,493)	(1,046,565)
Income tax expense	-	-	-	-
<b>Consolidated loss after income tax expense</b>	<b>(481,439)</b>	<b>(286,203)</b>	<b>(872,493)</b>	<b>(1,046,565)</b>
<b>Other comprehensive loss</b>				
Exchange difference on translating foreign operations	(12,386)	(15,132)	(103,512)	(87,092)
<b>Total comprehensive loss for the year</b>	<b>(469,053)</b>	<b>(271,071)</b>	<b>(768,981)</b>	<b>(959,473)</b>
Net loss attributed to:				
Equity holders of the parent	\$ (409,175)	\$ (245,908)	\$ (752,058)	\$ (992,189)
Non-controlling interests	(72,264)	(40,295)	(120,435)	(54,376)
	\$ (481,439)	\$ (286,203)	\$ (872,493)	\$ (1,046,565)
Total comprehensive loss attributed to:				
Equity holders of the parent	\$ (400,694)	\$ (214,963)	\$ (674,424)	\$ (907,274)
Non-controlling interests	(68,359)	(56,108)	(94,557)	(52,199)
	\$ (469,053)	\$ (271,071)	\$ (768,981)	\$ (959,473)
<b>Loss per common share:</b>				
Basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.02)
Weighted average number of common shares outstanding:				
Basic and diluted	64,351,484	64,351,484	64,351,484	64,351,484

The notes to the condensed consolidated interim financial statements are an integral part of these statements

**Khot Infrastructure Holdings, Ltd.**  
**Condensed Consolidated Interim Statements of Changes in Equity**

(expressed in United States dollars)

	Number of common shares (#)	Share Capital	Reserves		Deficit	Attributable to Equity Holders of the Parent	Non - Controlling Interest	Shareholders' equity
			Foreign currency translation reserve	Share based payment reserve				
<b>Balance at December 31, 2013</b>	<b>64,351,484</b>	<b>\$ 7,983,250</b>	<b>\$ (59,180)</b>	<b>\$ 911,972</b>	<b>\$ (6,867,436)</b>	<b>\$ 1,968,606</b>	<b>\$ (4,260)</b>	<b>\$ 1,964,346</b>
Total comprehensive loss for the period	-	-	87,092	-	(992,189)	(907,274)	(52,199)	(959,473)
Issuance of stock options	-	-	-	300,977	-	300,977	-	300,977
<b>Balance at September 30, 2014</b>	<b>64,351,484</b>	<b>\$ 7,983,250</b>	<b>\$ 27,912</b>	<b>\$ 1,212,949</b>	<b>\$ (7,859,625)</b>	<b>\$ 1,362,309</b>	<b>\$ (56,459)</b>	<b>\$ 1,305,850</b>
Total comprehensive loss for the period	-	-	(123,733)	-	(166,263)	(287,819)	(30,983)	(318,802)
<b>Balance at December 31, 2014</b>	<b>64,351,484</b>	<b>\$ 7,983,250</b>	<b>\$ (95,821)</b>	<b>\$ 1,212,949</b>	<b>\$ (8,025,888)</b>	<b>\$ 1,074,490</b>	<b>\$ (87,442)</b>	<b>\$ 987,048</b>
Liquidation of Novametal Resources Inc.	-	-	58,364	-	(58,364)	-	-	-
Total comprehensive loss for the period	-	-	77,634	-	(752,058)	(674,424)	(94,557)	(768,981)
<b>Balance at September 30, 2015</b>	<b>64,351,484</b>	<b>\$ 7,983,250</b>	<b>\$ 40,177</b>	<b>\$ 1,212,949</b>	<b>\$ (8,836,310)</b>	<b>\$ 400,066</b>	<b>\$ (181,999)</b>	<b>\$ 218,067</b>

The notes to the condensed consolidated interim financial statements are an integral part of these statements.

**Khot Infrastructure Holdings, Ltd.**  
**Condensed Consolidated Interim Statements of Cash Flows**

(expressed in United States dollars)

**Nine months ended  
September 30,  
2015**

Nine months ended  
September 30,  
2014

**Cash flow from operating activities**

Loss for the period	\$	(872,493)	\$	(1,046,565)
Adjustments to reconcile loss to net cash used in operating activities:				
Stock option expense		-		300,977
Increase in provision		310,699		-
Unrealized foreign exchange loss		132,691		105,214
Depreciation		4,027		7,326
Change in non-cash working capital balances:				
Accounts receivable		115,934		(1,399)
Accounts payable and accrued liabilities		(3,009)		144,790
Prepayments		12,999		(538,635)
<b>Total cash used in operating activities</b>		<b>(299,152)</b>		<b>(1,028,292)</b>

**Cash flows from investing activities**

Purchase of equipment		(1,200)		-
Changes in Long term receivable		2,225		-
<b>Total cash used in investing activities</b>		<b>1,025</b>		<b>-</b>

**Cash flows from financing activities**

Repayment of loans		(436,577)		-
<b>Total cash provided by financing activities</b>	\$	<b>(436,577)</b>	\$	<b>-</b>

<b>Effect of foreign exchange on cash</b>	\$	<b>(71,398)</b>	\$	<b>(52,632)</b>
<b>Total decrease in cash during the period</b>	\$	<b>(806,102)</b>	\$	<b>(1,080,924)</b>
<b>Cash and cash equivalents - Beginning of the period</b>		<b>1,069,037</b>		<b>1,870,806</b>
<b>Cash and cash equivalents - End of the period</b>	\$	<b>262,935</b>	\$	<b>789,882</b>
<b>Cash interest payments made during the period</b>	\$	<b>-</b>	\$	<b>-</b>

The notes to the condensed consolidated interim financial statements are an integral part of these statements.



**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL**  
**STATEMENTS**

[Expressed in United States dollars]

**1. CORPORATE INFORMATION**

Khot Infrastructure Holdings, Ltd., [“KOT” or the “Company”] was incorporated on December 22, 2010 under the Business Corporations Act of British Columbia as a private company. KOT 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 “KOT”.

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

KOT has a 100% interest in, 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”].

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**2. BASIS OF PREPARATION**

**(a) Statement of compliance**

The Company is following the same accounting policies and methods of computation in these condensed consolidated interim financial statements as it did in the audited consolidated financial statements for the year ended December 31, 2014.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2014, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 27, 2015.

**(b) Basis of measurement and functional currency**

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for the available-for-sale financial instruments which are measured at fair value, and are expressed in United States dollars, which is the Company’s functional and presentation currency. The functional currency for each consolidated entity is determined by the currency of the primary economic environment in which it operates.

**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL**  
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[Expressed in United States dollars]

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) Basis of consolidation**

The condensed consolidated interim financial statements comprise the financial statements of the Company and its subsidiaries as at September 30, 2015.

Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if, and only if, the Company has all of the following:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

When the Company has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Company's voting rights and potential voting rights

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Company's accounting policies. All intracompany assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

The subsidiaries of the Company at September 30, 2015 and their principal activities are described below:

Name of subsidiary	Place of incorporation	Ownership interest	Principal activity
Jucca Holdings Limited	British Virgin Islands	100%	Holding Company
Wishland Properties Limited	British Virgin Islands	100%	Holding Company
Great Hoard Holdings S.a.r.l	Luxembourg	100%	Holding Company
Ashid Munkhiin Zam International LLC	Mongolia	75%	Infrastructure development
Ashid Munkhiin Zam LLC	Mongolia	75%	Infrastructure development

On January 30, 2015, the Company dissolved its wholly owned subsidiary Novametal Resources LLC. On June 30, 2015, the Company liquidated its wholly owned subsidiary Natalya-1 S. à r. l.

**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL**  
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[Expressed in United States dollars]

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**(b) Standards, amendments and interpretations**

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*<sup>2</sup>
- Amendments to IFRS 10 *Consolidated Financial Statements - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*<sup>1</sup>
- Amendments to IFRS 11 *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations*<sup>1</sup>
- IFRS 14 *Regulatory Deferral Accounts*<sup>1</sup>
- IFRS 15 *Revenue from Contracts with Customers*<sup>2</sup>
- Amendments to IAS 16 *Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortization*<sup>1</sup>
- Amendments to IAS 16 *Property, Plant and Equipment - Bearer Plants*<sup>1</sup>
- Amendments to IAS 27 *Separate Financial Statements - Equity Method in Separate Financial Statements*<sup>1</sup>
- Amendments to IAS 28 *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*<sup>1</sup>
- Amendments to IAS 38 *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization*<sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018

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**4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of these condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Changes in these assumptions may materially affect the financial position or financial results reported in future periods. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the consolidated financial statements.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Company and have the most significant effect on the condensed consolidated financial statements.

**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL**  
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[Expressed in United States dollars]

**4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**  
**(Continued)**

Contract revenue

The Company uses the percentage-of-completion method to determine the appropriate amount of contract revenue to recognize in a given period. The stage of completion is measured by reference to the contract costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract. Costs incurred in the period in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are disclosed as inventories, prepaid expenses or other assets, depending on their nature.

This method requires management to make estimates with regard to the work completed, and the costs to complete the remainder of the work in order to determine the amount of revenues and profits to be recognized at the end of every reporting period. Under this method, the profits recognized are dependent on a variety of estimates, including the progress of the engineering work, quantities of material, achievement of certain contractual milestones, costs to complete, changes made by the professionals hired by the project's owner, site conditions and other situations having an impact on costs. These estimates depend on management's judgment with respect to these factors at a specific date, and certain estimates are difficult to determine before the project is sufficiently advanced.

Given the complexity of the estimation process, even when applying appropriate business practices, the projected costs can vary from the estimates.

The revision of such estimates could reduce or increase the profit on a contract and also, under certain circumstances, result in the immediate recognition of estimated losses. Furthermore, in the normal course of business, changes to contracts often occur while they are in progress. Generally, the revenues relating to those contract changes are included in the total estimated revenues up to the anticipated costs when there is a verbal agreement with the client. Consequently, the profits related to these changes are generally recognized upon their written approval. In certain cases, however, the costs are incurred and recognized before a settlement is finalized.

This situation often leads to the recognition of losses before an agreement is reached with the client, since profits are recognized when the negotiated agreement is signed.

The mechanisms related to the percentage-of-completion method can cause fluctuations in the recognition of revenues and costs from one period to another with regard to the contracts underway. Consequently, while the Company tends to realize its profitability objective on its overall order backlog and the full project execution term, gross margin can vary from period to period based on specific mix of revenues and costs recorded on all projects for every given period.

Impairment of assets

The Company assesses each cash generating unit annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
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[Expressed in United States dollars]

**4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**  
**(Continued)**

Going concern

The assessment of the Company's ability to continue as a going concern and ability to fund potential infrastructure construction contracts, involves significant judgements based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

These condensed consolidated financial statements have been prepared on a basis which assumes the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether this assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions.

As at September 30, 2015, the Company had a working capital surplus of \$38,044 (December 2014 - \$801,371), including \$262,935 (December 2014 - \$1,069,037) 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.

Contingencies

By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence and potential quantum of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

Functional currency

The functional currency for the parent entity, and each of its subsidiaries, is the currency of the primary economic environment in which the entity operates. The parent entity has determined the functional currency of the Company is the United States dollar. Determination of functional currency may involve certain judgements to determine the primary economic environment and the parent entity reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Allowance for doubtful accounts

The Company provides for doubtful accounts based principally on historical collection rates and management's expectation of success rates for collection of overdue accounts as well as management's expectation of success rates for collection through legal proceedings. Management continuously monitors the collection of overdue accounts including the allowance for doubtful accounts. In determining the allowance for doubtful accounts, the Company considers a number of factors affecting the likelihood of collection.

**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL**  
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[Expressed in United States dollars]

**4. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**  
**(Continued)**

The Company's provision for overdue accounts could materially change and may result in significant changes to accounts receivable balances as management continues to monitor the collection of outstanding accounts.

During the nine months ended September 30, 2015, the Company recorded an allowance for doubtful accounts of \$Nil (2014 - \$Nil). There were no recoveries of doubtful accounts during the nine months ended September 30, 2015 and 2014.

Share-based payments

The estimation of share-based payment costs requires the selection of an appropriate valuation model and data and consideration as to the volatility of the Company's own share price, the probable life of share options and warrants granted and the time of exercise of those share options and warrants. The model used by the Company is the Black-Scholes valuation model (Note 9).

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described above. Balances subject to estimation uncertainty are presented on the face of the statements. Refer to notes 15 for carrying values of significant assets, liabilities and equity items that are subject to estimation uncertainty. The Company based its assumptions and estimates on parameters available when the condensed consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

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**5. LONG TERM RECEIVABLE**

	<u>September 30, 2015</u>	<u>December 31, 2014</u>
	\$	\$
Long term receivable	<b>39,178</b>	41,403

The long term receivable represents 5% of the total road construction contract, withheld since the beginning of contract by the Mongolian Government. Payment is anticipated to be received in 2018, upon expiration of the construction warranty, which is three years after the completion of the road construction contract. The long term receivable has been recorded using an effective interest rate method with a discount rate of 10.9% based on Mongolia government bond.

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**KHOT INFRASTRUCTURE HOLDINGS, LTD.**  
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**6. INVESTMENTS**

On May 31, 2013, the Company announced that it had reached a definitive agreement and subscribed for 75,950 common shares, which represents 5.05% interest in Anya-2 Sarl ("Anya"), for a total consideration of \$125,000. Anya, a private Luxembourg company, is a wholly owned subsidiary of Hulaan Coal Corporation ("Hulaan"), a private Canadian company. Anya in turn, owns 66% of Western Minex LLC ("WM"), a private Mongolian company, which owns the Ochiriin Bulag Gold Prospect (the "Project" or "OB").

Under this agreement, KOT shall be entitled to subscribe for additional shares of Anya, up to an aggregate shareholding in Anya of 30.25% interest. As of September 30, 2015, the Company has not made any further acquisitions in Anya-2. The investment is classified as available – for – sale financial asset and was measured at fair value.

Investments:

	September 30, 2015	December 31, 2014
	\$	\$
Investment in Anya-2 Sarl	125,000	125,000
Other investments	501	530
	125,501	125,530

**7. LOAN AND INTEREST PAYABLE**

	September 30, 2015	December 31, 2014
	\$	\$
Unsecured loan and interest from HBOil JSC	18,938	455,515

During the year the Company obtained unsecured loans facilities totaling \$450,000 from HBOil JSC (note 11) to fund its road construction work. The loans bear interest at 6% per annum and is payable together with the loan principal on May 28 2015. As at September 30, 2015, the Company repaid \$450,000 of principal on the outstanding loan.

**8. ROAD REPAIR PROVISION**

	September 30, 2015	December 31, 2014
	\$	\$
Balance, beginning of the period	42,821	-
Additions to the provision	310,699	42,821
Usage of the provision	(42,821)	-
Effect of changes in foreign exchange rates	-	-
Balance, end of the period	310,699	42,821

Road repair obligations relate to the remaining costs to complete the road constructions contract recognized in the current year, as a result of current years' recognition of the expected loss resulting from the overall contract.

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**8. ROAD REPAIR PROVISION (continued)**

During the period the management estimated that potential road repair costs under the completed Darkhan road construction contract was \$310,699 as at September 30, 2015 (December 31, 2014 - \$\$42,821). Management intends to secure additional funding to complete the road repair in the summer of 2016.

**9. SHARE CAPITAL**

**Authorized share 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 (if any) which are declared from time to time, and are entitled to one vote per share at KOT's shareholder meetings. All shares are ranked equally with regards to the Company's residual assets.

**Issued share capital**

At September 30, 2015, and December 31, 2014, there were 64,351,484 common shares outstanding.

**Common share issuances**

There were no common shares issued during the nine months ended September 30, 2015, and the year ended December 31, 2014.

**Stock options**

Under the terms of the Company's stock option plan (the "Plan") all options are granted with an exercise price above the closing market price on the day immediately preceding the date of grant. The term of options is determined by the Board of Directors and is typically three or five years with a maximum term of 10 years. Options issued to consultants who perform investor relations activities will be subject to a vesting schedule whereby no more than 25% of the options granted may vest in any three month period. The maximum number of options authorized for issue shall be 10% of the outstanding shares in issue at the date of the option grant.

The following table provides detailed information about stock options outstanding as at September 30, 2015.

Expiry Date	Exercise Price	Options Outstanding	Weighted Average Remaining contractual Life (years)	Options Vested	Options unvested
December 6, 2016	\$ 0.25	3,325,000	1.19	3,325,000	-
January 8, 2019	\$ 0.25	2,200,000	3.28	2,200,000	-
<b>Total</b>		<b>5,525,000</b>	<b>2.02</b>	<b>5,525,000</b>	



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**9. SHARE CAPITAL (Continued)**

The following table provides detailed information about stock options outstanding as at December 31, 2014.

Expiry Date	Exercise Price	Options Outstanding	Weighted Average Remaining contractual Life (years)	Options Vested	Options unvested
December 6, 2016	\$ 0.25	3,675,000	1.93	3,675,000	-
January 8, 2019	\$ 0.25	2,300,000	4.02	2,300,000	-
<b>Total</b>		<b>5,975,000</b>	<b>2.74</b>	<b>5,975,000</b>	

The Company records a charge to the statement of comprehensive loss using the Black-Scholes fair valuation option pricing model. The valuation is dependent on a number of estimates, including the risk free interest rate, the level of stock volatility, together with an estimate of the level of forfeiture. The level of stock volatility is calculated with reference to historic traded daily closing share prices at the date of issuance.

Option pricing models require the inputs of highly subjective assumptions including the expected price volatility. Changes to the subjective input assumptions can materially affect the fair value estimate and therefore, the existing models do not necessarily provide a reliable measure of the fair value of the Company's share options.

Stock option activity is as follows:

	Number	Weighted- Average exercise price
Outstanding, December 31, 2013	4,525,000	0.25
Granted	2,300,000	0.25
Forfeited	(850,000)	0.25
<b>Outstanding December 31, 2014</b>	<b>5,975,000</b>	<b>0.25</b>
Forfeited	(450,000)	0.25
<b>Outstanding, September 30, 2015</b>	<b>5,525,000</b>	<b>0.25</b>

During the quarter ended June 30, 2015, 450,000 stock options were forfeited. 350,000 stock options were exercisable at \$0.25 and expired on December 6, 2016. The remaining 100,000 stock options were exercisable at \$0.25 and expired on January 8, 2019.

On January 8, 2014, the Company granted, under its Stock Option Plan, fully vested incentive stock options to certain directors, senior officers, and consultants to purchase up to an aggregate of 2,300,000 common shares in the capital of the Company exercisable for a period of five years ending on January 8, 2019, at an exercise price of \$0.25 per share.

During the year ended December 31, 2014, 850,000 stock options were canceled. The options had an exercise price of \$0.25 and were set to expire on December 6, 2016.

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**9. SHARE CAPITAL (Continued)**

The weighted average fair value of each option granted during the year ended December 31, 2014, was estimated at \$0.13 using the Black Scholes option pricing model with the following weighted average assumptions:

Average share price at date of grant	\$ 0.14
Expected dividend yield	0.00%
Expected share price volatility	264%
Risk free interest rate	1.10%
Expected life of options	5 years
Average exercise price at date of grant	\$ 0.25

The underlying expected volatility was determined by reference to historical data of KOT's shares listed on the CSE based on annual price volatility since the change in business to infrastructure development, as well as the historical volatility of comparative companies in the road construction industry for the expected term of the options. No special features inherent to the options granted were incorporated into measurement of fair value.

**Share based payment reserve**

Amounts recorded in share based payment reserve in shareholders' equity relate to the fair value of stock options.

Activity with respect to the share based payment reserve is summarized as follows:

	<b>September 30,</b> <b>2015</b> <b>\$</b>	December 31, 2014 \$
Balance, beginning of period	<b>1,212,949</b>	911,972
Stock-based compensation	-	300,977
<b>Balance, end of the period</b>	<b>1,212,949</b>	1,212,949

**10. CONSTRUCTION REVENUE**

The Company's activities are predominantly in one industry segment, namely road construction service, and its properties are all situated in Mongolia. Revenue is mainly generated from customers under the control of the Mongolian government and domiciled in Mongolia.

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**11. RELATED PARTY TRANSACTIONS**

Related parties include the Board of Directors, close family members, key management personnel, significant shareholders and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Transactions with Key management personnel

Key management of the Company are members of the Board of Directors, the Chief Executive Officer, and Chief Financial Officer. Key management remuneration includes the following:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
<u>Short-term Key management benefits</u>	\$	\$	\$	\$
Compensation including bonuses	35,298	28,548	92,161	95,634
<u>Long-term Key management benefits</u>				
Share based payments	-	-	-	209,375
<b>Total remuneration</b>	<b>35,298</b>	<b>28,548</b>	<b>92,161</b>	<b>305,009</b>

1) Management fees include \$43,178 (\$44,708 – 2014) 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 September 30, 2015, \$2,542 (\$ Nil – 2014) payables were due to Don Padgett.

2) Management fees include \$33,993 (\$35,926 – 2014) 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 September 30, 2015, accounts payable of \$6,059 (\$1,107 – 2014) were due to Sabino Di Paola.

3) Management fees include \$Nil (\$15,000 – 2014) paid to Erdembileg Jugdernamjil, the Company’s former Chief Operating Officer. The Company had a consulting contract with Mr. Jugdernamjil whereby the company paid \$2,500 a month for management fees. On July 1, 2014 the Contract was terminated with Mr. Jugdernamjil, who continued on as the Chief Operating Officer for Ashid Munkhiin Zam LLC. As at September 30, 2015, \$NIL (\$NIL – 2014) payable were due to Erdembileg Jugdernamjil.

4) Consulting and advisory fees include \$14,990 (\$Nil – 2014) paid to Erin Chutter, one of the directors of the Company. As at September 30, 2015, \$3,000 (\$NIL – 2014) payable were due to Erin Chutter.

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**11. RELATED PARTY TRANSACTIONS (Continued)**

*Borrowings from HBOil JSC*

	<b>September 30, 2015</b>	December 31, 2014
	\$	\$
Balance, beginning of the period	<b>455,515</b>	–
Additions	-	630,000
Repayment	<b>(439,572)</b>	(192,000)
Interest expense	<b>11,878</b>	7,000
Translation difference	<b>(8,883)</b>	10,515
Balance, end of the period	<b>18,938</b>	455,515

HBOIL JSC has a significant shareholder in common with Khot Infrastructure Holdings Ltd.

All related party transactions were within the normal course of operations and have been recorded at amounts agreed to by the transacting parties.

**12. CONTINGENCIES**

- 1) Great Hoard Holdings S.A.R.L. has a shareholder agreement with the minority interest of Ashid Munkiin Zam LLC in which Great Hoard Holdings S.A.R.L. shall transfer 3,693,675 shares, representing 5% of the outstanding shares of AMZ should AMZ be awarded a 30,000,000,000 MNT contract for construction of roads in Mongolia, there is no material disagreement between the parties, and the management agreement remains in force and has not been terminated. An additional transfer of 3,693,675 shares, representing 5% of the outstanding shares of AMZ would be transferred to the minority interest should the management agreement remain active after three years.

During the second quarter, the shareholder agreement had been terminated by Khot. As a result there is no longer a contingent share transfer obligation. Khot is in the process of acquiring the outstanding 25% non-controlling interest in AMZ.

- 2) During the year the Company's subsidiary AMZ began legal proceedings in the amount of 520,000,000,000 MNT (approximately US\$320,000) against the Mongolian asphalt supplier due to poor quality asphalt provided in the construction of the Darkhan Road project. As a result of the poor quality of asphalt supplied the Mongolian Ministry of Road and Transportation requested that AMZ repave a section of the road. AMZ has obtained an analysis on samples of the asphalt and has submitted them to the court to show that it was not the same quality as specified by the asphalt supplier. The Company anticipates an initial ruling by the court by the end of the year. Management believes that it will be successful in court, however, no provisions have been recorded for the settlement as at the date of these financial statements.

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**13. SEGMENT REPORTING**

As at September 30, 2015, the Company had one reportable operating segment of infrastructure development. All of the Company's non-current assets are located in Mongolia and Luxembourg.

The Company has the following non-current assets located in Mongolia for its infrastructure development activities:

	<b>September 30, 2015</b>		December 31, 2014
Property, plant and equipment	\$ 15,344	\$	18,744
Investments	501		530
Long term receivable	39,178		41,403
	<u>55,023</u>		<u>60,677</u>

The Company has the following noncurrent assets located in Luxembourg:

	<b>September 30, 2015</b>		December 31, 2014
Investment in Anya-2	\$ 125,000	\$	125,000

**14. CAPITAL MANAGEMENT**

The Company's capital structure has been defined by Management as being comprised of shareholders' equity, which comprises share capital and other components of equity and accumulated deficit, which at September 30, 2015, totals \$400,066 (December 2014 - \$1,074,490). The Company's objectives when managing its capital structure are to preserve the Company's access to capital markets and its ability to meet its financial obligations and to finance its future infrastructure activities and general corporate costs. This is achieved by the Board of Directors' review and acceptance of infrastructure budgets that are achievable within existing resources and the timely matching and release of the next stage of expenditures with the resources made available from private placements or other funding.

The Company monitors its capital structure using annual forecasted cash flows, infrastructure budgets and targets for the year.

The Company is dependent upon external financing to fund its activities. In order to pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company to maintain flexibility while achieving the objectives stated above as well as supporting future business opportunities. To manage the capital structure the Company may adjust its operating expenditure plans, or issue new common shares.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's Management to sustain future development of the business.

There were no changes in the Company's approach to capital management for the period ended September 30, 2015 or the year ended December 31, 2014. The Company is not subject to externally imposed capital requirements or covenants.

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**15. FINANCIAL RISK MANAGEMENT**

The carrying values of the Company's financial instruments are classified into the categories below. Fair values are determined either directly by reference to published price quotations in an active market, or from valuation techniques using observable inputs.

	September 30, 2015	December 31, 2014
	\$	\$
Available for sale investments	<b>125,501</b>	125,530
Current loans and receivables <sup>2</sup>	<b>531,928</b>	1,453,964
Long term loans and receivables	<b>39,178</b>	41,403
Loans Payable	<b>(18,938)</b>	(455,515)
Other financial liabilities <sup>1</sup>	<b>(168,931)</b>	(214,761)
	<b></b>	<b></b>

<sup>1</sup> accounts payable and accrued liabilities and road repair provisions

<sup>2</sup> cash and current accounts receivable

The three levels of the fair value hierarchy are:

- [i] Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities
- [ii] Level 2 – Inputs other than quoted prices that are observable for the asset or liability directly or indirectly
- [iii] Level 3 – Inputs that are not based on observable market data

As at September 30, 2015 and December 31, 2014, the Company's financial instruments which are measured at fair value on a recurring basis was cash. This financial instrument was classified as Level 1 financial instrument.

The investment in Anya-2 is an investment in the common shares of a private company and as a result there was no quoted price in active markets. The investment was measured against the deferred exploration assets of the operating company, considering the most recent exploration results, and geological assessments available as at September 30, 2015, and as a result has been classified as a level 3.

**Risks arising from financial instruments and risk management**

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.

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**15. FINANCIAL RISK MANAGEMENT (Continued)**

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 the Mongolian government and are recognized, creditworthy third parties. It is the Company's policy that governments who wishes to trade on credit terms subject to credit verification procedures.

<b>As at September 30, 2015</b>	<b>Neither past due nor impaired High grade</b>	<b>Standard grade</b>	<b>Past due or individually impaired</b>	<b>Total</b>
Cash and receivables:				
Cash and cash equivalents	262,935	–	–	262,935
Trade receivables	246,202	–	–	246,202
Others receivables	22,791	–	–	22,791
	531,928	–	–	531,928

<b>As at December 31, 2014</b>	<b>Neither past due nor impaired High grade</b>	<b>Standard grade</b>	<b>Past due or individually impaired</b>	<b>Total</b>
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

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

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**15. FINANCIAL RISK MANAGEMENT (Continued)**

**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 September 30, 2015, the Company had a working capital of \$38,044 [December 31, 2014 - 801,371]. All of the current accounts payable and accrued liabilities, loan and interest payable are due and payable within 90 days. 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):

	<b>September 30, 2015</b>	December 31, 2014
	\$	\$
Cash	<b>142,785</b>	161,269
Accounts payable	<b>(68,891)</b>	(66,989)
	<b>73,894</b>	94,280

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

	<b>September 30, 2015</b>	December 31, 2014
	\$	\$
Cash	<b>470</b>	504,120
Accounts receivable (including long term receivables)	<b>308,171</b>	426,330
Accounts payable and provisions	<b>(70,251)</b>	(98,420)
	<b>238,390</b>	832,030

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.



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**15. FINANCIAL RISK MANAGEMENT (Continued)**

	<b>September 30, 2015</b>	December 31, 2014
	\$	\$
	<b>Increase/ (Decrease)</b>	Increase/ (Decrease)
Increase/(decrease) in foreign currency exchange rate (USD)		
+5%	<b>15,614</b>	46,315
-5%	<b>(15,614)</b>	(46,315)

**16. EVENTS AFTER THE REPORTING DATE**

On November 18, 2015, the Company entered into a Consortium Agreement with Shandong Electric Power Construction Corporation III (“SEPCOIII”), a Chinese State-Owned Enterprise.

SEPCOIII, a subsidiary of PowerChina, is a world leading Engineering, Procurement, and Construction (“EPC”) company. James Passin, Chairman of Khot Infrastructure, signed on behalf of Khot Infrastructure; Mike Chen, President of SEPCOIII Investment, signed on behalf of SEPCOIII; and Ch. Orgilbold, CEO of Ashid Munkhiin Zam LLC (“AMZ”). Khot Infrastructure’s Mongolian subsidiary, signed on behalf of AMZ.

The terms of the Consortium Agreement allow for a 75/25 percent cost sharing and revenue sharing model between SEPCOIII and AMZ on road concession projects granted by the Mongolia Government.