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

MANAGEMENT'S DISCUSSION AND ANALYSIS

NINE MONTHS ENDED SEPTEMBER 30, 2014

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, commodity prices, access to sufficient capital resources, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, results of exploration activities, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, the timing of cash flows, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, communications with local stakeholders and community relations, employee relations, settlement of disputes, status of negotiations of joint ventures, 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, and include the ultimate determination of mineral reserves, availability and final receipt of required approvals, licenses and permits, ability to acquire necessary surface rights, sufficient working capital to develop and operate the proposed mine, access to adequate services and supplies, economic conditions, commodity prices, 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, ability to settle disputes, and the ultimate ability to mine, process and sell mineral products on economically favorable terms. 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. ("KOT" or the "Company"), is prepared as of November 28, 2014, and should be read together with the interim condensed consolidated financial statements for the nine months ended September 30, 2014, as well as the audited consolidated financial statements for the year ended December 31, 2013, 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

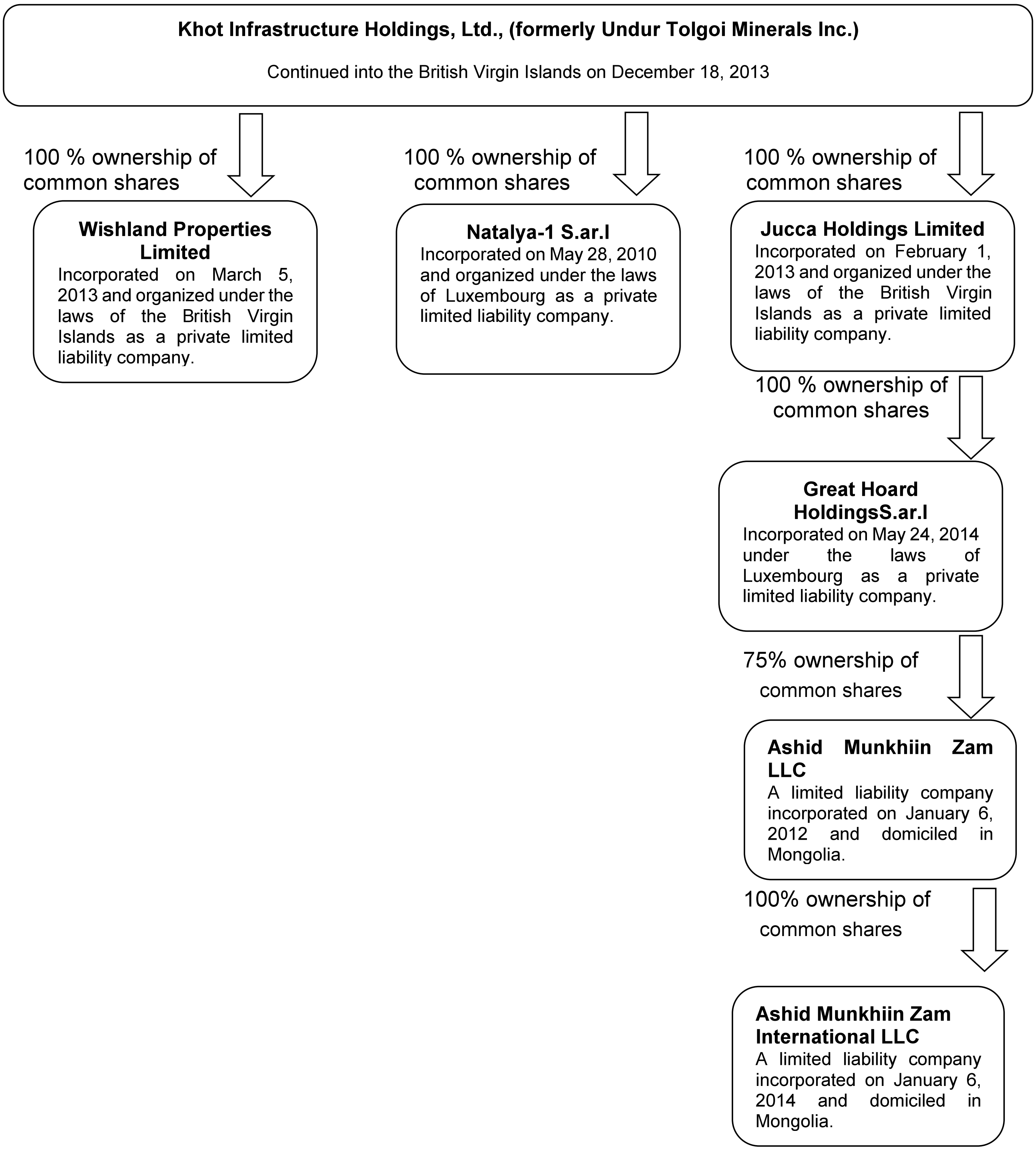
Khot Infrastructure Holdings, Ltd., (formerly Undur Tolgoi Minerals Inc.) was incorporated on December 22, 2010 under the Business Corporations Act of British Columbia as a private company. KOT is engaged in the construction and maintenance of roads and bridges in Mongolia. The Company has not commenced construction activities during the year.

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.

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 province 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 will be received after 40% of the contract has been completed. The total budget of the 6 km project is 2.280 billion MNT (1.23 million USD) which has approved by Ministry of Road and Transportation.

By end of September there were 32 employees including 2 senior engineers, 2 operational engineers, 11 operators working on site. As at the date of this MD&A, AMZ has completed the initial 40% of the contract along with the recycling and road basement work.

Prior to the end of the year AMZ has anticipated finishing the project which includes paving the road.

James Passin, Chairman of the Company, commented, "We are very pleased Khot has won its initial road construction contract in Mongolia. The relatively modest size and scope of this first contract is a valuable first step as it allows the Company to gear up for the much larger opportunities in this burgeoning sector."

SELECTED FINANCIAL INFORMATION

The following tables provide selected annual and quarterly financial information in accordance with IFRS for the Company's quarter ended September 30, 2014. In the quarter ended September 30, 2014, the Company has not generated any revenue or incurred any loss from discontinued operations or extraordinary items.

Three Months Ended	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)	-	-

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 exploration and development 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 NINE MONTHS ENDED SEPTEMBER 30, 2014

The loss for the nine months ended September 30, 2014, was $1,020,588 compared to $1,177,105 in the prior year.

Significant variances

The Company incurred promotional costs of $36,657 ($143,613 – prior year) during the nine months ended September 30, 2014. 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 $126,530 ($94,632 – prior year). The professional fees relate to management of the newly acquired subsidiary AMZ and applications made to obtain road construction permits, as well as amounts paid to the Company's Chief Financial Officer, and head office legal fees. The professional fees in the prior year were lower as the Company had did not have operations of AMZ.

The Company impairment of exploration and evaluation expenses of $NIL ($490,859 – prior year). During the fourth quarter 2013 the Company had changed its operations from junior 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 $586,245 ($236,055 – prior year). The increase is due to the $275,000 stock option expenses incurred in 2014. There were no stock options granted in the first quarter 2013. There is an increase in 2014 of approximately $108,000 due to the activities of AMZ. As the acquisition was made in Q4 2013.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2014, the Company's working capital, defined as current assets less current liabilities, was $1,151,086. The Company's cash resources are sufficient to fund an acquisition and 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:

	September 30, 2014	December 31, 2013
	$	$
Cash	**789,882**	1,870,806
Accounts receivable	**166,500**	165,101
Prepayments	**576,101**	37,416
Accounts payable & accrued liabilities	**(381,397)**	(236,607)
	1,151,086	1,836,716

The Company, which is involved in early stage infrastructure development, has no sources of revenue but does anticipate receiving revenues in the foreseeable future. Until the Company is able to secure 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 nine months ended September 30, 2014 the Company expended $1,133,556 ($754,210 – 2013) on operating activities, and expended cash of $NIL ($185,900 – 2013) in investing activities and expended cash of $NIL ($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 September 30, 2014.

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.

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 September 30, 2014, the Company had a working capital surplus of $1,151,086 (December 2013 - $1,836,716), including $789,882 (December 2013 - $1,870,806) in cash and cash equivalents. The Company is actively seeking to obtain 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 $44,707 ($44,256 – 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 September 30, 2014, $NIL ($NIL – 2013) payable were due to Don Padgett.

2) Professional fees include $35,926 ($25,304 – 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 September 30, 2014, accounts payable of $1,107 ($685 – 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 September 30, 2014, $NIL ($NIL – 2013) payable were due to Erdembileg Jugdernamjil.

4) During the nine months ended September 30, 2014, consulting fees of $3,500 were paid to one of the non-executive directors for services in assistance with potential business opportunities.

All related party transactions 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.

Risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk, commodity and equity price risk).

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by the Board of Directors.

Market rate risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices.

Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using cash flow forecasting.

The Company's functional and reporting currency is the United States dollar. The Company and its subsidiaries also hold bank accounts in CDN dollars and Mongolian Tugriks.

To mitigate the exposure to foreign currency risk the Company typically holds funds in CDN and MNT dollars for operating expenditures.

The Company does not enter into any forward exchange contracts to mitigate the exposure to foreign currency risk.

Credit risk

Credit risk arises due to the potential for one party to a financial instrument to fail to discharge its obligations and cause the other party to suffer a loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents, and receivables. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. The Company holds its cash with financial institutions that are believed to be creditworthy.

The Company continues to monitor default of accounts receivable and other counterparties and incorporates this information into its credit risk control. The company policy is to deal only with creditworthy counterparties.

Key Management of KOT considers all financial assets not to be impaired or past due for the above mentioned reporting date and are of good credit quality. None of the financial assets are secured by collateral or other credit enhancements.

The credit risk for cash is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flows primarily from its financing activities.

The Company manages its liquidity needs by carefully monitoring scheduled exploration and evaluation activity as well as forecasted cash inflows and outflows due in day-to-day business. Liquidity is measured in various time bands, on day-to-day and week-to-week basis, as well as on long term liquidity needs over 180 day to 360 day lookout periods.

The Company maintains cash to meet its liquidity requirements for a 90 day period at a minimum. Funding for long term liquidity needs is based on the ability of the company to successfully complete private placements as well as, in certain cases, to pay the outstanding balances owed in shares of the Company rather than in cash.

The Company considers expected cash flow from financial assets in managing liquidity risk, in particular its cash resources and accounts receivable. The Company's existing cash resources and accounts receivable currently meet the current cash outflow requirements.

Fair value of financial instruments

Financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and due to related party. At September 30, 2014, and December 31, 2013, there were no significant differences between the carrying amounts reported on the balance sheet and their estimated fair values.

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 KOT'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 November 28, 2014, September 30, 2014, and December 31, 2013, is as follows:

	November 28, 2014	September 30, 2014	December 31, 2013
Common shares	**64,351,484**	64,351,484	64,351,484
Stock options	**5,975,000**	5,975,000	4,525,000
	70,326,484	70,326,484	68,426,484

Common share issuances

There were no shares issuances in 2014.

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 4 to the condensed consolidated interim financial statements for the nine months ended September 30, 2014.

CHANGE IN ACCOUNTING POLICIES

The Company's consolidated financial statements for the nine months ended September 30, 2014 were prepared following accounting policies consistent with those described in Note 3 to the Company's audited consolidated financial statements for the year ended December 31, 2013. During the nine months ended September 30, 2014, the Company adopted the following accounting policies as they became applicable to Khot Infrastructure Holding:

<u>IAS 32 Financial Instruments: Presentation</u>
IAS 32 was amended by the IASB in December 2011. The amendment clarifies that an entity has a legally enforceable right to offset financial assets and financial liabilities if that right is not contingent on a future event and it is enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. The adoption of this standard did not result in any changes to the Company's consolidated financial statements.

<u>IAS 36 - Impairment of Assets</u>
IAS 36 requiring disclosure of the recoverable amount of an asset or cash generating unit, and the basis for the determination of fair value less costs of disposal, when an impairment loss is recognized or when an impairment loss is subsequently reversed. These amendments are effective for annual periods beginning on or after January 1, 2014. The adoption of this standard did not result in any changes to the Company's consolidated financial statements.

<u>IFRIC 21 Levies</u>
In May 2013, the IASB issued IFRIC 21 – Levies ("IFRIC 21"), an interpretation of IAS 37 – Provision, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligation event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014. The adoption of this standard did not result in any changes to the Company's consolidated financial statements.

New standards and interpretations not yet adopted

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.

<u>IFRS 9 Financial Instruments: Classification and Measurement</u>
IFRS 9 as issued reflects the first two phases of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39; and hedge accounting for impairment of financial assets. The Company will quantify the effect in conjunction with the other phases, when issued, to present a comprehensive picture.

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 four members.

UNCERTAINTIES AND RISK FACTORS

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development of its business. Investment in the natural resource industry in general, and the exploration and development sector in particular, involves a great deal of risk and uncertainty. Current and potential investors should give special consideration to the risk factors involved.

<u>Economic Risk</u>
The price of precious minerals will depend on numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new methods. The effect of these factors on the price of commodities, and therefore on the economic viability of the Company's projects, cannot accurately be predicted.

<u>Dependence on Key Personnel, Contractors and Service Providers</u>
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.

<u>Value of Our Common Shares</u>
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.

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

<u>Additional Funding and Financing Risk</u>
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.

<u>Environmental Risk</u>
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.

No source of revenue
As of the date of this MD&A, the Company has no source of income other than interest income earned on cash held in investment accounts. For nine months ended September 30, 2014, the Company recorded $13,401 (2013 – $12,038) in interest 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 October 7, 2014, 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. Khot anticipates completion of the project in early Q4 2014.

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 KOT 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: KOT

Independent Auditor
Ernst & Young LLP

Financial Institution
Bank of Nova Scotia
Jameson Bank
ING

Transfer Agent
Equity Transfer & Trust Company, Toronto