KHOT INFRASTRUCTURE HOLDINGS, LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

YEARS ENDED DECEMBER 31, 2016 and 2015

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 July 28, 2017, and should be read together with the consolidated financial statements for the year ended December 31, 2016. 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.

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") under the symbol "KOT".

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 Jucca Holdings Limited ["Jucca"], Wishland Properties Limited ["Wishland"], Great Hoard Holdings S. à r. I. ["GHH"] and a 75% interest in Ashid Munkhiin Zam LLC ["AMZ"] & Ashid Munkhiin Zam International LLC ["AMZI"].

Group Structure Khot Infrastructure Holdings, Ltd. Continued into the British Virgin Islands on December 18, 2013 100% owned 100% owned Wishland Properties Jucca Holdings Limited Incorporated on February 1, 2013 and organized under Incorporated on March 5, 2013 the laws of the British Virgin and organized under the laws Islands as a private limited of the British Virgin Islands as liability company. 100% owned Great Hoard Holdings S.ar. I Incorporated on May 24, 2014 under the laws of Luxembourg as a private limited liability company. 75% owned Ashid Munkhiin Zam A limited liability company incorporated on January 6, 2012 and domiciled in Mongolia. 100% owned Ashid Munkhiin Zam International LLC A limitedliability company Incorporated on January 1, 2014 and domiciled in Mongolia.

OVERALL OBJECTIVE

The Company's strategic focus on Infrastructure in Mongolia has been severely impacted by negative incountry geo political events. The government's inability to finance critically needed projects is not likely to

change in the foreseeable future. Consequently, Khot's management has decided to discontinue all operations in Mongolia. The Company has begun looking at a range other opportunities but to date has not entered into any material transactions nor is in advanced negotiations with any party.

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, 2016. In the quarter ended December 31, 2016, the Company has not generated any revenue and incurred loss from discontinued operations and extraordinary items of \$320,343.

Three Months Ended	Total Revenue for the period US\$	Total Expenses for the period US\$	Total discontinued operations US\$	Net Loss for the period US\$	Loss per share basic and fully diluted US\$	Cash dividends per common share US\$
September 30, 2014	-	(168,156)	-	(260,226)	(0.01)	-
December 31, 2014	1,176,693	(347,448)	-	(209,513)	(0.01)	-
March 31, 2015	-	(143,375)	-	(140,237)	-	-
June 30, 2015	-	(253,192)	-	(250,817)	-	-
September 30, 2015	-	(163,227)	-	(481,439)	(0.01)	-
December 31, 2015	-	(296,109)	-	(296,576)	-	-
March 31, 2016	-	(105,964)	-	(105,868)	-	-
June 30, 2016	-	(87,749)	-	(55,113)	-	-
September 30, 2016	-	(146,203)	-	(76,910)	-	-
December 31, 2016	-	37,935	(441,075)	(622,324)	(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, 2016

The comprehensive loss for the years ended December 31, 2016, were \$543,438 (2015 – \$1,179,534).

Significant variances for the three and twelve months ended December 31, 2016

There was no significant variance in the management fees for the 3 months ended December 31, 2016 compared to the same period in 2015. The management fees for the twelve months ended December 31, 2016 compared to the same period in 2015 were \$21,848 higher. The increase is due to a full year of COO fees compare to last year in which the COO only started in Q2 2015.

Promotion and investor conference fees decreased in Q4 2016 by \$30,033 compared to Q4 2015. The decrease is due to the only 1 investor relations consultant was used in Q3 and Q4 2016 compared to two being used in Q3 and Q4 2015. The variance in the Promotion and investor conference fees for the 12 months ended December 31, 2016 compared to the same period in 2015 was due to the decrease in IR activities.

Professional fees decreased by \$21,737 in Q4 2016 compared to Q4 2015. The decrease is due to the inactivity of Khot and its subsidiaries in Q4 2016. There was a decrease of \$21,884 in the professional fees for the 12 months ended December 31, 2016 compared to the same period in 2015 due to a gradual decrease in company activities near the end of Q3 and all of Q4 2016.

There was no significant variance in the finance fees for the 3 months ended December 31, 2016 compared to the same period in 2015. Finance costs decreased by \$12,057 for the twelve months ended December 31, 2016 compared to the same period in 2015. The decrease was due to the loan from HBOil JSC in Q4 2014 which was repaid in 2015 and as such there was no large outstanding loan balance in 2016.

Other expense decreased by \$102,512 for the twelve months ended December 31, 2016 compared to the same periods ended December 31, 2015. The decrease is due to a reduction in contractor fees as well as other expenses is due to a decrease in activity in both the AMZ and Khot during the quarter as the Company had not received any additional construction contracts during that period.

The Company realized stock based compensation expense of \$110,860 in 2015 compared to \$Nil in 2016. The decrease in stock based compensation of \$110,860 is due to the no stock options were granted in 2016.

The Company incurred a loss on sale of investment of \$114,092 in 2015 compared to \$Nil in 2016. The loss in 2015 was due to the sale of the Anya-2 investment in 2015. There were no disposal of investments in 2016.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2016, the Company had a working capital deficit of \$717,723 [December 31, 2015 - \$117,567]. All of the current accounts payable and accrued liabilities, loan and interest payable are due and payable within 90 days. The Company will need to raise additional funding in the next 12 months to be able to meet its current obligations.

The Company's working capital amounts are as follows:

	December 31, 2016	December 31, 2015
	\$	\$
Cash	12.780	119,445
Accounts receivable	-	284,231
Prepayments	7,784	13,323
Accounts payable and accrued liabilities	(428,416)	(177,310)
Loan and interest payable	(16,397)	(19,861)
Road repair provision	(293,474)	(320,633)
	(717,723)	(117,567)

The Company, which is involved in early stage infrastructure development, had revenues of \$Nil in Q4 2016, which were not significant to sustain operations in the current period. 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, 2016 the Company expended \$249,132 (2015 - \$541,316) on operating 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

On April 14, 2015, the Company entered into a consulting contract with Mr. Scott Rose for the provision of investor relations and marketing services. 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. During the year ended December 31, 2016, the Company paid/owes Mr. Rose US\$13,175 (CAD\$17,500).

The options are granted to Mr. Rose were 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.

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.

The Company's business of infrastructure development in Mongolia involves a high degree of risk and there can be no assurance that current construction permit applications will ultimately result in profitable infrastructure development operations. The Company's continued existence is dependent upon its ability to secure development contracts and the achievement of profitable operations, or the ability of the Company to raise additional financing. Changes in future conditions could require material write-downs to the carrying values of the Company's assets, in particular its trade receivables. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

These 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.

The Company will require additional financing, through various means including but not limited to equity financing, to continue to pursue infrastructure development contracts in Mongolia, and to meet its general

and administrative costs. There is no assurance that the Company will be successful in raising the additional required funds. These conditions represent a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. In the event that Company is not able to secure additional financing and continue as a going concern, material adjustments would be required to the carrying value of assets and liabilities and the balance sheet classification used.

The Company has had a history of losses and has accumulated a \$9,630,283, deficit as at December 31, 2016 and has a working capital deficiency of \$717,723 (December 2015 - \$117,567), including \$12,780 (December 2015 - \$119,445) in cash and cash equivalents. As at December 31, 2016, the Company has abandoned its infrastructure activities in Mongolia and has begun to assess other business ventures.

RELATED PARTY TRANSACTIONS

- 1) Management fees include \$60,000 (\$58,178 2015) 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 CND \$1,000 a month for performing services as the CEO. On September 30, 2015, Mr. Padgett's monthly salary was terminated and his consulting fees were increased to \$5,000 per month. As at December 31, 2016, \$54,559 (\$ Nil 2015) payables were due to Don Padgett.
- 2) Management fees include \$27,185 (\$43,340 2015) 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 CND\$110/hour for services rendered as well as CND \$1,000 a month for performing services as the CFO. On September 30, 2015, Mr. Di Paola's monthly salary was terminated. As at December 31, 2016, accounts payable of \$12,788 (\$Nil 2015) were due to Sabino Di Paola.
- 3) Consulting and advisory fees include \$36,181 (\$23,969 2015) paid to Erin Chutter, one of the directors of the Company. As at December 31, 2016, \$26,813 (\$Nil 2015) payable were due to Erin Chutter.
- 4) As at December 31, 2016, \$28,675 (\$Nil 2015) was owing to James Passin, one of the directors of the Company.

Borrowings from HBOil JSC

	December 31, 2016	December 31, 2015
-	\$	\$
Balance, beginning of the period Additions	19,861	455,515 _
Repayment	_	(448,175)
Interest expense	_	7,880
Translation difference	(3,466)	4,570
Balance, end of the period	16,395	19,861

During the year ended December 31, 2016, HBOiL JSC had a loan outstanding with AMZ LLC. 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.

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

As at December 31, 2016	Neither past due r High grade \$	or impaired Standard grade \$	Past due or individually impaired (\$)	Total \$
Cash and receivables:				
Cash and cash equivalents	12,780	_	_	12,780
As at December 31, 2015	Neither past due r High grade \$	or impaired Standard grade \$	Past due or individually impaired (\$)	Total \$
Cash and receivables:				
Cash and cash equivalents	119,445	_	_	119,445
Trade receivables	262,682	_	_	262,682
Others receivables	21,549	_	152,500	21,549
Long-term receivables	43,464	_	_	43,464
-	447,140	_	152,500	447,140

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, 2016, the Company had a working capital deficit of \$717,723 [December 31, 2015 - \$117,567]. All of the current accounts payable and accrued liabilities, loan and interest payable are due and payable within 90 days. The Company will need to raise additional funding in the next 12 months to be able to meet its current obligations.

Foreign exchange risk

During the year the Company conducted 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 is listed on a Canadian stock exchange and incurs annual transactions in Canadian dollars to maintain its listing.

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, 2016	December 31, 2015
	\$	\$
Cash	822	57,589
Accounts receivable	-	7,343
Accounts payable and accrued liabilities	(136,473)	(92,954)
Warranty liability	-	(16,763)
	(137,295)	(44,785)

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

	December 31, 2016	December 31, 2015
	\$	\$
Cash	117	11,471
Accounts receivable (including long		
term receivables)	-	320,353
Accounts payable and provisions	(353,214)	(378,843)
	(353,097)	(47,019)

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, 2016 \$	December 31, 2015 \$
			_	Increase/ (Decrease)	Increase/ (Decrease)
Increase/(decrease) exchange rate (USD)	in	foreign	currency		

+5%	11,400	4,590
-5%	(11,400)	(4,590)

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.

<u>Issued share capital</u>

Information with respect to outstanding common shares, warrants, and stock options as at December 31, 2016, and December 31, 2015, is as follows:

	December 31, 2016	December 31, 2015	
Common shares	65,302,351	64,738,484	
Warrants	281,934	202,300	
Stock options	2,875,000	6,270,000	
	68,459,285	71,210,784	

Common share issuances

On January 22, 2016, the Company closed a financing consisted of 950,867 units (387,000 which were issued in December 2015) at a price of \$0.15 per unit for gross proceeds of \$142,630. As part of the units 475,433 non-transferable warrants (193,500 which were issued in December 2015) were issued with an exercise price of CAD\$0.20 for a period of 12 months following the date of issuance.

Share issue costs of \$2,696 (CND \$3,696) in cash and 8,800 finders' warrants were incurred as part of the private placement. The finders' warrants allow the holder to acquire one additional Common Share of the Company at a price of CND\$0.20 per share. These Warrants expire after on December 29, 2016.

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, 2016.

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.

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.

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.

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.

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.

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

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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.

Insufficient revenues

As of the date of this MD&A, the Company did not have sufficient revenues to cover its operating costs. 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.

STRATEGY AND OUTLOOK

The Company's remains committed to the creation of shareholder value. The directors and management have a wide entrepreneurial network which can provide a range of future opportunities. The focus will be on projects and sectors that attract investor interest and offer significant growth potential. This could range from resources to various technologies including fintech.

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/