ALTAI RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS (FORM 51-102F1)

FOR THE YEAR ENDED DECEMBER 31, 2014 **Dated April 27, 2015**

The following management's discussion and analysis of the financial position and results of operations (the "MD&A") dated April 27, 2015 has been prepared by management and are based on and derived from the audited consolidated financial statements of Altai Resources Inc. (the "Company" or "Altai") for the year ended December 31, 2014 in comparison with those for the year ended December 31, 2013.

This discussion should be read in conjunction with the audited consolidated financial statements and the related notes for the year ended December 31, 2014, as well as the Company's audited consolidated financial statements for the year ended December 31, 2013 and the related MD&A.

The audited consolidated financial statements for the year ended December 31, 2014 were audited and prepared by management in accordance with the International Financial Reporting Standards (IFRS). The financial statements were presented in Canadian dollars, which is both the functional and presentation currency of the Company. Figures referred to in this discussion are in Canadian dollars, unless otherwise stated.

Additional information relating to the Company is available on SEDAR at www.sedar.com and on Altai's website at www.altairesources.com.

FORWARD LOOKING STATEMENTS

This discussion includes forward-looking statements and assumptions respecting the Company's strategies, future operations, commodity prices and discusses certain issues, risks and uncertainties that can be expected to impact on any of such matters.

The Company disclaims any intention or obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements

COMPANY OVERVIEW

Altai Resources Inc. is a junior natural resource exploration and development company incorporated under the laws of the province of Ontario, and is listed on the TSX Venture Exchange under the trading symbol ATI.

OVERVIEW OF PROPERTIES

The Company has three natural resource properties, all in Canada. Two of the properties, both in Quebec, are still in exploration stage. Altai has 45% net working interest in an oil producing property in central Alberta.

Altai's properties are as following:-

a) the 50% owned Malartic gold property (named "Blackcliff gold property" by property joint-venture partner and operator) in the Val d'Or area of Quebec,
b) the 100% owned Sorel-Trois Rivieres natural gas property, St. Lawrence Lowlands, Quebec, and
c) the 45% owned Cessford oil property in the Cessford area of central Alberta. ConocoPhillips Canada Energy Partnership of ConocoPhillips Canada Resources Corp., is the 50% partner and operator of the property.

1) **Malartic gold property, Quebec**

The 50% owned Malartic gold property (named "Blackcliff gold property" by property joint-venture partner and operator, Globex Mining Enterprises Inc.) of three mining claims totalling 120 hectares (300 acres) in Quebec. On October 14, 2014, the Ministry of Natural Resources converted and registered the claims into and as six new map designated claims (CDC) totalling 127.6 hectares (315 acres) in the Val d'Or area of Quebec. The claims were maintained in good standing as at December 31, 2014 and to date.

Overall this property has a drill indicated resource inventory (non NI 43-101 compliant) of 466,342 tonnes averaging 7.11 gr/tonne (513,909 tons, 0.21 oz/t) to a depth of 200 meters (600 feet).

2) **Sorel-Trois Rivieres natural gas property, St. Lawrence Lowlands, Quebec**

a) The Sorel-Trois Rivieres natural gas property is owned and operated by the Company, holding a 100% interest in lands covered by oil and gas and reservoir exploration permits issued by the Quebec provincial government.

Prior to June 13, 2011 the Company held 7 oil and gas and reservoir permits totalling 114,344 hectares (282,544 acres) of land in the St. Lawrence Lowlands, representing the largest contiguous block in the Utica fairway with a 100% interest held by the operator.

The Quebec provincial legislature enacted Bill 18 (2011, chapter 13) on June 13, 2011, limiting oil and gas activity within Quebec. Bill 18 had two parts. The first part revoked without compensation, any exploration permit situated between the two banks of the St. Lawrence River and between the westernmost tip of Anticosti Island and the Ontario border. The second aspect of Bill 18 exempted holders of exploration permits from performing the work required under the Mining Act (a "stop the clock" provision) until the date determined by the Minister, which date might not be later than 13 June 2014". The duration of the permits was also extended by the same period of time as the exemption.

With the enactment of Bill 18, 45,861 hectares (113,323 acres) equating to 40.11% of the Company's 100% owned and operated exploration permit holding, were expropriated without compensation.

As a result of the expropriation, the Company took an impairment write down of $9,845,601on the carrying value of the property ($24,547,724) by 40.11%, that is pro-rata to the percentage of its direct land holding expropriated by the Quebec provincial government, for the year ended December 31, 2011.

Following Bill 18, Altai is left with 68,483 hectares (169,221 acres) in 5 oil and gas and reservoir permits.

Altai also retains a 15% gross royalty on an exploration permit operated by Talisman Energy Canada (and optioned from Altai), which is contiguous with the Altai operated land. As a result of Bill 18, this permit has been reduced from 13,290 hectares (32,840 acres) to 12,334 hectares (30,477 acres).

Thus Altai's total land position in southern Quebec prior to Bill 18 comprised 127,634 gross hectares (315,380 gross acres) or 116,338 net hectares (287,470 net acres). Following Bill 18, the total land position remaining is 80,817 gross hectares (199,699 gross acres) or 70,333 net hectares (173,793 net acres).

In early March 2011, the report on the Sustainable Development of Shale Gas in Quebec by the Bureau d'Audiences Publique pour l'Environment (BAPE) was released. It reviewed the various environmental costs and benefits of natural gas exploration and development in St. Lawrence Lowlands and recommended that additional scientific data be acquired and analysed, in order to fully evaluate the environmental impact of such activity. As a result the Strategic Environmental Assessment (SEA) committee was established with the mandate to manage the interim operational regulations pertaining to shale gas exploration and oversee limited exploration operations in the St. Lawrence Lowlands, in order to fully assess the environmental risks.

After the release of its synthesis report in early January 2014, BAPE was immediately mandated to hold public hearings on issues relating to exploring and producing shale gas in the Utica Shale of the St. Lawrence Lowlands. In June 2014, the Quebec government expanded the BAPE studies to cover the entire hydrocarbon sector of the whole province (instead of just on shale gas and the St. Lawrence Lowlands as in the previous three years) which would complement the studies on shale gas.

Bill 5 of the Quebec provincial legislature (an Act to amend the Act to limit oil and gas activities (Bill 18 (2011, chapter 13) and other legislative provisions) was enacted on June 13, 2014. It allows the Quebec Government to extend, beyond June 13, 2014, the exemption for holders of exploration permits from performing the exploration programs required by law. It also extends the suspension of the term of those permits and defers the increase of the permit annual rent payable until the exemption is lifted.

In December 2014, BAPE released its report of the 4 year study concerning shale gas exploration and development for Quebec and along the St. Lawrence River. The report, among other things, concluded that shale gas development did not have social acceptability and that further work should not continue in the Lowlands. As a result, any and all development programs have been suspended in the Quebec Lowlands "for the time being" according to an interview by the Premier of Quebec.

At present, the Quebec government's main evaluation group is continuing work on the Environmental Assessment Study. This evaluation of all hydrocarbon production, including shale gas production in the Quebec Lowlands, should be completed by the end of 2015 or early 2016.

In view of the present uncertainty in the future Quebec shale gas development, management concluded that the Quebec Lowlands natural gas interests are currently impaired per the IFRS asset impairment tests. Therefore, and regrettably, the value of the Quebec natural gas interests was written down to a nominal value of $1 for the year ended December 31, 2014.

Total cumulative capital and exploration expenditures incurred on the natural gas interests to December 31, 2014 amounted to $24,603,109 (2013-$24,595,824), with total cumulative write downs of $24,603,108 (2013 - $9,845,601).

b) The sedimentary geology of the St. Lawrence Lowlands comprises unconsolidated Quaternary sediments overlying Cambrian and Ordovician age sedimentary rocks that were deposited on the Precambrian basement or Canadian Shield. Within this sedimentary sequence several potential conventional and unconventional hydrocarbon play types have been targeted since exploration began in the late 1800's. The most recent and widely known of these is the shale gas play in the organic rich Ordovician Utica Shale. Although the Utica has been recognised as the major hydrocarbon source rock in the St. Lawrence Lowlands for some time, exploration work before 2005 (with two notable exceptions) had focused on conventional structural targets both in the hard rock and shallow unconsolidated sedimentary sequences with hydrocarbons having migrated out of the Utica over geological time. Prior to Forest Oil's 2008 announcement of a natural gas "discovery" in the Utica, there have been two conventional producing gas fields in the province, both of which have been converted to gas storage facilities.

Given the relative success reported in shale wells drilled by the various operators of exploration permits in the immediate vicinity of the Company's assets (Talisman, Canadian Forest Oil & Junex) since 2005, Altai recognises the need to fully evaluate its own extensive 100% owned and operated land position but has been unable to do so to date given the current situation in Quebec.

The Utica play is essentially divided into the deep (Tier 1) sector, where the base of the Utica is at 1,100 meters to 2,500 meters and the shallow (Tier 2) sector where the shale is less than 1,000 meters deep. Tiers 1 and 2 are separated by the Yamaska fault system which runs approximately north-east south-west, sub parallel to the St. Lawrence River. Before March 2011, approximately 30 wells had been successfully drilled and fracked in both Tier 1 and Tier 2 on the lands adjacent to Altai's with several operators having produced gas to surface at quasi commercial rates from horizontal wells. The estimated Original Gas In Place ("OGIP") of the Utica in Quebec has been variously reported as being between 90 and 153 billion cubic feet (BCF) per section (640 acres) over an area of approximately 1.5 million acres. Altai estimates that 16,000 hectares (39,000 acres) of the Company's gross land is situated in Tier 1, 60,900 hectares (151,000 acres) situated onshore in Tier 2. Based on both proprietary and public domain seismic and well data, Altai estimates that the Tier 1 Utica thickness is 195 - 220 meters and the Tier 2 Utica thickness is 80 - 140 meters.

In addition to the Utica shale, potential for commercial hydrocarbon resources exists in several other geological formations underlying the St. Lawrence Lowlands.

In 2006, Talisman Energy drilled an earning well on an Altai Permit near St-François-du-lac south of Lac-Saint-Pierre. That well targeted a conventional collapsed graben structure in the Trenton / Black River (TBR) carbonates that is present on Altai's Permits for some 34 km, sub parallel to the St. Lawrence River. This type of reservoir has produced large quantities of gas and oil in Ohio, Michigan, New York State and West Virginia with a significant number of producing Hydrothermal Dolomite (HTD) gas wells having been drilled by Talisman Energy's US subsidiary in upstate New York. Since HTD and collapsed grabens are localised structures, it is likely that the current widely spaced regional seismic coverage has 'missed' a few potential targets. In the development of every shale gas play across the continent, the use of extensive 3-D seismic in identifying optimum well locations, sweet spots and horizontal well paths has so far proven invaluable. In the case of Quebec, such data would not only improve our knowledge of the shale morphology, it would have the knock on effect of imaging previously un-imaged sections of the TBR immediately below and increase the possibility of identifying hydrocarbon reservoir structures within the TBR group.

According to an independent consultant, the main target in Altai's existing lands is a NE trending collapse zone 34 kilometers long averaging one kilometre in width. It may extend further SE within the lands. The zone appears as a depression at the top of Trenton formation of Ordovician age at a depth of about 750 meters. The depression is interpreted to have been caused by hydrothermal dolomitization of fractured limestones (hydrothermal dolomite reservoir facies). Targets in similar geological setting along former shoreline of Cambro-Ordovician craton have produced large quantities of gas and oil in Ohio, Michigan, New York State, West Virginia and elsewhere in the Appalachians. In addition to Trenton formation the stratigraphically lower Chazy, Beekmantown and Potsdam formations have gas showings elsewhere in the Appalachians.

Dr. Robert Theriault, formerly with the Hydrocarbons Branch, Quebec Ministry of Natural Resources, compared Altai's deep collapse structure (referred to by him as a "sag" at the top of the Trenton Formation to the Albion-Scipio oil and gas field ("Albion-Scipio") in the State of Michigan, USA. Albion-Scipio, also in the Trenton Formation, has produced over 130 million barrels of oil (290 million barrels of original oil in place) and 200 BCF (billion cubic feet) of natural gas since the start of its production in the late 1950's. The sag zone is 34 kilometers outlined in Altai's permits and may extend for approximately another 20 kilometers towards the SW, all in Altai's existing permits, making its physical size similar to that of Albion-Scipio. He pointed out the similarity of the seismic cross section of Altai's target with that of Albion-Scipio.

3) **Cessford oil property, central Alberta**

In 2012, the Company acquired from Arkoma PUC (a private oil and gas company based in US) a gross 50% (net 45%) working interest in 240 acres of Alberta Crown leases in the Cessford area of central Alberta and production of approximately 12.5 barrels of light oil per day (11bopd net to Altai) in four long-life oil producing wells for a cash consideration of $800,000. Two Calgary parties provided technical support to Altai during the acquisition process and was paid a fee in kind by Altai, that is, each of the two parties held a 2.5% working interest in the property on the transaction closing. ConocoPhillips Canada Energy Partnership of ConocoPhillips Canada Resources Corp., a fully owned subsidiary of ConocoPhillips, US, is the partner and operator of the property.

The four wells are subject to certain royalty payments.

The four wells are producing from the Glauconitic "C" pool. Altai paid approximately $64,000 per flowing barrel of oil per day and $22.80 per barrel of proven reserves in the ground. Reserve life of the wells is estimated at 13-15 years.

This is the Company's first venture into conventional oil exploration and production in Alberta as Altai diversifies its portfolio of investments.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2014

1) For the year ended December 31, 2014, the Company earned revenue of $354,785 (2013 - $350,431), comprising of $126,360 interest and dividend income (2013 - $128,545), and oil revenue, net of royalties, of $228,425 (2013 - $221,886). Total expenses, including Cessford property production expenses of $128,924 (2013 - $159,236) and an impairment write down on the Sorel-Trois Rivieres gas property of $14,757,507 (2013 - $0) amounted to $15,115,682 (2013 - $946,295). The net loss for 2014 was $14,760,897 (2013 - net loss of $595,864).

2) **Revenue**

(1) a) Interest income of $51,496 for 2014 was lower than that for 2013 ($57,219) with the continual lowering of interest rates for GICs and other higher yield bank deposits.

b) Total dividend and interest income from marketable securities of $74,864 for 2014 was higher than that for 2013 ($71,326) due to the acquisition of certain major Canadian bank shares in the second half of 2014 and slightly higher dividends received for various shares in the portfolio.

(2) Revenue, net of royalty expense, from the Cessford oil property for 2014 ($228,425) was slightly higher than that in 2013 ($221,886) as there was less downtime of the wells with the production makeover maintenance work mainly completed by end of 2013.

3) **Expenses**

Expenses for the years ended December 31, 2014 and 2013 are as following:

	2014 **$**	**2013** **$**
Production	128,924	159,236
General and administrative	182,969	713,554
Write down of natural gas interests	14,757,507	–
Gain on sale of marketable securities	(13,938)	–
Stock-based compensation	–	5,600
Amortization	60,220	67,905
	15,115, 682	946,295

(1) Production expenses – Production costs of $128,924 for the four oil wells of Cessford oil property for 2014 were lower than those for 2013 ($159,238) due to much less maintenance work for the wells in 2014.

(2) General and administrative – In 2014, the Company was back in its thrifty mode in administrative expenses with all Montreal office lease commitments gone, while other expenses were being reduced or maintained at the 2013 level.

(3) Write down of natural gas interests – In 2014, due to current uncertainty in the future development of the shale gas industry in Quebec, the Company took an impairment charge of $14,757,507 on the Sorel-Trois Rivieres gas property in Quebec. Refer to Section 2) a) of the Overview of Properties Heading for details.

(4) Amortization - Amortization expense of 2014 comprised of two components:
a) $1,586 depreciation expense for equipment (2013 - $9,271) as many equipment were fully depreciated during 2014.

b) Amortization expense for the Cessford oil property in 2014 ($58,634) is the same as 2013.

SUMMARY OF QUARTERLY RESULTS

The following table presents the quarterly results for each of the last eight quarters:

	December 31, 2014 $	September 30, 2014 $	June 30, 2014 $	March 31, 2014 $	December 31, 2013 $	September 30, 2013 $	June 30, 2013 $	March 31, 2013 $
Revenue	87,726	84,987	92,586	89,486	89,621	86,737	91,419	82,654
Expenses	14,806,706	90,511	117,835	100,630	358,649	279,024	190,608	118,014
Net loss	(14,718,980)	(5,524)	(25,249)	(11,144)	(269,028)	(192,287)	(99,189)	(35,360)
Net loss per share (Basic and Diluted*)	(0.27) *	(0.00) *	(0.00) *	(0.00) *	(0.01) *	(0.00) *	(0.00) *	(0.00) *

* For each of the quarters with net loss, the diluted weighted average number of shares used to calculate the diluted net loss per share in the period is the same as the basic weighted average number of shares as the inclusion of dilutive shares would be anti-dilutive.

(1) The comparative data for all periods were prepared in accordance with IFRS.

(2) The general and administrative expenses included contractual expenses of the Montreal office for all quarters of 2013 and part of the quarter ended March 31, 2014. The Montreal office gross rent expense ended at end of January, 2014 and its copier lease expense ended at end of February, 2014.

(3) Q1 of 2013,
a) revenue of $82,654 included $48,881 oil revenue net of royalties for Cessford property for the quarter.
b) expenses included $42,654 production expenses and $14,013 amortization expenses of the Cessford property for the quarter.

(4) Q2 of 2013,
a) interest and dividend income was lower than that of Q1 as the interest rates of the new GICs bought in Q2 of 2013 were generally lower than those for the GICs that matured in April 2013.
b) higher expenses were due to legal fees related to general corporate matters.

(5) Q3 of 2013,
The high expenses for the quarter were due to production costs of the Cessford oil property with makeover expenses incurred on one of the four oil wells, and expenses related to the shareholder rights plan and other corporate matters.

(6) Q4 of 2013,
High expenses for the quarter were due to the makeover expenses incurred in a second well of the Cessford oil property, expenses for the special meeting of the shareholders held in November 2013, allocation of the consulting charges of an officer from resource projects to professional fees, audit fees for 2013 audit and related service, and other corporate matter expenses.

(7) Q1 of 2014
a) revenue of $89,486 included $59,573 oil revenue net of royalties for Cessford property for the quarter.
b) expenses included $28,347 production expenses and $14,658 amortization expense of the Cessford property for the quarter.

(8) Q2 of 2014
Production cost of the Cessford oil property increased in Q2 due to the makeover expenses of one of the oil wells.

(9) Q3 of 2014
Lower net loss was due to overall higher revenue, $12,668 gain in sale of marketable securities, and lower production cost of the Cessford oil property and administration expenses.

(10) Q4 of 2014
a) Revenue in Q4 of 2014 was comparable to the other three quarters of the same year.

b) The high expenses were mainly accounted for by the impairment charge on the Sorel-Trois Rivieres gas property, Quebec of $14,757,507.

EXPENDITURES FOR MINING PROPERTY AND OIL AND GAS INTERESTS

1) Expenditures for the resource properties for the years of 2014 and 2013 are:

	2014 $	2013 $
Malartic gold property, Quebec	–	–
Sorel-Trois Rivieres gas property, Quebec	7,285	13,492
Expenditures	7,285	13,492

2) Expenditures for revenue producing oil property

	2014 $	2013 $
Cessford oil property, Alberta		
Acquisition	–	–
Expenditures	–	205
Total	–	205

OUTLOOK FOR 2015 AND BEYOND

1) In the Quebec Utica Shale play, no exploration work has taken place in the St Lawrence Lowlands and Quebec during 2012, 2013, 2014 and to date.

Bill 18 enacted by the Quebec National Assembly in June 2011 revoked without compensation all the exploration permits located in the St Lawrence River, West of Anticosti. This measure effectively expropriated 113,677 net acres of the total 287,470 net acres of the pre-Bill 18 exploration permits held by Altai in the Province of Quebec. Bill 18 also provided for the exploration work exemptions (a "stop the clock" provision) and time extension of the permits. The work exemption period and time extension for the permits would be determined by the Minister not later than June 13, 2014.

This second aspect of Bill 18 was amended by Bill 5 (2014, chapter 6) enacted on June 13, 2014 which allows the Quebec Government to extend, beyond June 13, 2014, the exemption for holders of exploration permits from performing the exploration programs required by law. It also extends the suspension of the term of those permits and defers the increase of the permit annual rent payable until the exemption is lifted.

After the release of its synthesis report in early January 2014, BAPE was immediately mandated to hold public hearings on issues relating to exploring and producing shale gas in the Utica Shale of the St. Lawrence Lowlands. In June 2014, the Quebec Government expanded the BAPE studies to cover the entire hydrocarbon sector of the whole province (instead of just on shale gas in the St. Lawrence Lowlands as in the last three years).

In December 2014, BAPE released its report of the 4 year study concerning shale gas exploration and development for Quebec and the St. Lawrence Lowlands. The report, among other things, concluded that shale gas development did not have social acceptability and that further work should not continue in the Lowlands. As a result, any and all development programs have been suspended in the Quebec Lowlands "for the time being" according to an interview by the Premier of Quebec.

At present, the Quebec government's main evaluation group is continuing work on the Environmental Assessment Study. This evaluation of all hydrocarbon production, including shale gas production in the Quebec Lowlands, should be completed by the end of 2015 or early 2016.

Since 2011, there has not been any fracture stimulation for natural gas authorized in Quebec. However, to date the Quebec Government has not passed/enacted any bill/law to formally ban fracturing and shale gas development in the province.

In light of the current uncertainty in the future shale gas development in Quebec, the Company concluded that the value of the Quebec Lowlands natural gas interests is currently impaired per the IFRS asset impairment tests. Therefore, and regrettably, the value of the Quebec natural gas interests was written down to a nominal value of $1 for the year ended December 31, 2014.

Total cumulative capital and exploration expenditures incurred on the natural gas interests to December 31, 2014 amounted to $24,603,109 (2013-$24,595,824), with total cumulative write downs of $24,603,108 (2013 - $9,845,601).

2) The 45% net working interest in the 240 acres Cessford oil production of light oil in four long-life (13-15 years) is operated by the property partner (50%) and operator, ConocoPhillips Canada Energy Partnership of ConocoPhillips Canada Resources Corp., a fully owned subsidiary of ConocoPhillips, US.

This is Altai's first venture into conventional oil exploration and production in Alberta as the Company diversifies its portfolio of investment. While net revenue from this asset has been stable in 2014, the Company expects that it may decrease slightly in 2015 due to the drop in the crude oil prices since December 2014 to date.

LIQUIDITY AND CAPITAL RESOURCES

1) The Company's treasury funds comprise of cash and cash equivalents and available-for-sale marketable securities.

At the beginning of 2014, the Company's working capital was $6.19 million comprising of $4.57 million cash and cash equivalents and $1.62 million available-for-sale marketable securities. As at December 31, 2014, the Company's working capital was $6.15 million comprising of $4.10 million cash and cash equivalent and $2.05 million available-for-sale marketable securities.

In 2014, the Company has returned to its usual thrifty mode in administrative and general expenses.

At present, our priority continues to be preservation of our working capital. Yields on low risk short term and long term papers become even lower in recent months due to further reduction in interest rates in Canada and North America (and the rest of the world). Despite that, the Company continues to prefer investing the greater part of its cash in secured short term papers with maturity from 30 days to one year, such as guaranteed investment certificates (GIC) which offer very low yields.

Since July 2009 the Company invested and continues to hold part of its cash in shares of Canadian major banks and relatively stable companies which are denominated in Canadian currency and are liquid and regularly pay dividends or interests. A small portion of the marketable securities are shares received by the Company pursuant to previous option agreements and they are publicly traded in Canada. As such, the Company's marketable securities investment remains liquid and reasonably safe, though the market prices of the shares in our portfolio continued to fluctuate in 2014 while edging up slightly at the end of the year, due to the very sensitive swings in investment moods, big fluctuation of stock prices and uncertain global economic outlook. The income from this investment was higher than that of the secured short term papers. The total fair market values at December 31, 2014 were $2,047,390 (2013 - $1,616,820) compared to total costs of $1,402,139 (2013 - $1,137,563).

The global economic uncertainties continue in 2015 and share prices are subject to even bigger gyrations than in 2014. However, the Company expects the existing dividend income stream from our portfolio will be maintained in 2015.

2) Since Altai does not have any debt nor committed capital expenditures and has liquid investment, the Company will have no liquidity issues in the next twelve months.

3) The Company includes the following in its capital as at December 31, 2014 and 2013:

	2014	**2013**
Shareholders' equity comprised of		
Share capital	$36,627,178	$36,627,178
Contributed surplus	3,159,111	3,159,111
Deficit	(32,727,975)	(17,967,078)

Accumulated other comprehensive income	539,527	395,527
	$7,597,841	$22,214,738

The Company's objectives when managing capital are:

(a) to ensure that the Company maintains the level of capital necessary to meet the requirements of its exploration programs and current operating expenditures;

(b) to allow the Company to respond to changes in economic and/or marketplace conditions;

(c) to give shareholders sustained growth in shareholder value by increasing shareholders' equity; and

(d) to maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by:

(a) realizing proceeds from the disposition of its investments; and

(b) raising capital through equity financings.

The Company is not subject to any capital requirements imposed by a regulator.

The payment of cash dividends does not form part of Altai's current capital management program and, to date, the Company has not declared any cash dividends on its shares. The Company's management is responsible for the management of capital. The Company expects that its current capital resources will be sufficient to discharge its liabilities as at December 31, 2014.

SIGNIFICANT ACCOUNTING POLICIES

The preparation of the Company's consolidated financial statements requires management to use accounting policies relevant for its industry and operations. The significant accounting policies used are presented in Note 3 to the audited consolidated financial statements for the year ended December 31, 2014.

In the process of applying the Company's accounting policies, management has to make:

1) estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. The estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results could differ from those estimates; and

2) critical judgments related to the economic recoverability of the Company's resources properties and the assumption that the Company will continue as a going concern.

SHARE DATA

1) The number of shares outstanding as at December 31, 2014 was 55,113,552.

2) The 2002 Stock Option Plan was discontinued and terminated on May 3, 2010 and replaced by the 2010 Stock Option Plan to grant up to 4,950,000 option shares to directors, officers and employees of the Company or of its subsidiaries. The outstanding 200,000 stock options granted under the 2002 Stock Option Plan remain in full force until they are exercised, expired or cancelled. The options are generally exercisable for up to five years from the date of grant.

The prices of all stock options granted are greater than or equal to the closing fair market value of each common share on the days prior to the options being granted.

At December 31, 2014, there were 3,350,000 option shares available for future grants.

During the year ended December 31, 2014, the Company did not grant any stock options.

A summary of the status of the Company's stock options as at December 31, 2014 and 2013 and changes during the periods then ended is presented below:

	2014		**2013**	
Stock options	**No. of options**	**Weighted average exercise price**	**No. of options**	**Weighted average exercise price**
Outstanding at beginning of year	1,700,000	$0.173	2,220,000	$0.365
Granted	-	-	400,000	0.100
Expired/cancelled without being exercised	(100,000)	0.225	(920,000)	0.605
Outstanding and exercisable at end of year	1,600,000	$0.170	1,700,000	$0.173

The following table summarizes information on outstanding and exercisable stock options as at December 31, 2014:

Number of options outstanding and exercisable	Exercise price	Remaining contractual life (years)	Expiry date
200,000	$0.460	0.15	February 21, 2015
200,000	0.300	0.75	September 30, 2015
800,000	0.100	2.48	June 21, 2017
400,000	0.100	3.52	July 9, 2018
1,600,000	$0.170	2.23	

3) The Company's share capital at December 31, 2013, December 31, 2014 and March 31, 2015 are as following:

	December 31, 2013		December 31, 2014		March 31, 2015	
	Basic	Weighted average	Basic	Weighted average	Basic	Weighted average
Issued and outstanding common shares	55,113,552	55,113,552	55,113,552	55,113,552	55,113,552	55,113,552
Stock options	1,700,000	1,491,781	1,600,000	1,600,000	1,400,000	1,400,000
Common shares fully diluted	56,813,552	56,605,333	56,713,552	56,713,552	56,513,552	56,513,552

COMMITMENTS

a) The Company's Toronto office extended its office lease by one year to expire at the end of June 2015. The basic rent is $1,218 per month. The total rent payment for 2015 is approximately $7,308.

b) In October 2010 the Company signed agreements to pay $50,000 and $16,000 as termination fees to Maria Au, an officer of the Company, and a staff of Altai, respectively, when their service to the Company terminates in the future.

c) The Company is committed to certain royalty payments on its oil production assets, the cost of which cannot be reasonably estimated.

RELATED PARTY TRANSACTIONS

Consulting services were provided by management personnel who are officers of the Company and companies owned by officers of the Company. The directors of the Company did not receive any cash compensation in their capacity as directors during the years ended December 31, 2014 and 2013. The remuneration of directors and officers of the Company for the years ended December 31, 2014 and 2013 are as follows:

	2014			2013		
	Cash compensation	**Fair value of stock-based compensation**	**Total compensation**	**Cash compensation**	**Fair value of stock based compensation**	**Total compensation**
Directors	$ -	$ -	$ -	$ -	$5,600	$ 5,600
Officers						
Niyazi Kacira – Chairman, and President	48,000	-	48,000	45,000	-	45,000
Maria Au – Secretary-Treasurer	54,000	-	54,000	52,500	-	52,500
	$102,000 (1)	$ -	$102,000	$ 97,500 (1)	$ -	$ 97,500
Total – Directors and Officers	$102,000	$ -	$102,000	$ 97,500	$5,600	$103,100

(1) These fees have been totally allocated to administrative expenses for the years of 2014 and 2013.

The Company did not pay any other benefits, apart from the compensation reported above, to the directors and officers during the years ended December 31, 2014 and 2013.

OFF-BALANCE SHEET TRANSACTIONS

At December 31, 2014 and to date, the Company does not have any off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

The Company has designated its cash and cash equivalents as fair value through profit or loss and marketable securities as available-for-sale, both of which are measured at fair value. Accounts receivable is classified as loans and receivable, which is measured at amortized cost. Accounts payable and accrued liabilities are classified as financial liabilities measured at amortized cost.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. Management's close involvment in the operations allows for the identification of risks and variances from expectations. The Board approves and monitors the risk management process.

The types of risk exposure and the way in which such exposures are managed as follows:

(a) Credit risk

Credit risk is the risk of financial loss to the Company if counterparty to a financial instrument fails to meet its payment obligations. The Company's exposure to credit risk includes cash and cash equivalents and marketable securities. The risk exposure is limited to their carrying amounts at the date of the financial position statement.

Cash and cash equivalents are maintained with financial institutions. The risk is mitigated because the financial institutions are major institutions with high credit ratings. The marketable securities are mainly very liquid securities that are reflected at market value.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by actively forecasting, planning, reviewing and monitoring expenditures and commitments and anticipated financial requirements.

Cash and cash equivalents on hand at December 31, 2014 are sufficient to fund the Company's ongoing operational needs for the next 12 months.

(c) Market risk

Market risk is the risk that changes in market prices, such as natural gas and mineral prices, foreign exchange rates and interest rates will affect the Company's income. The object of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

1) Commodity risk

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals and oil and gas prices. The Company does not use derivative financial instruments to reduce its exposure to commodity price risk.

2) Currency risk

The Company is not exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates mainly in Canada and all of its expenses are incurred in Canadian dollars.

3) Interest rate risk

The Company is not exposed to significant interest rate risks since all of its financial instruments can be quickly turned into cash, thus avoiding additional risks.

GENERAL MATTERS

From time to time, the Company may be involved in minor and immaterial legal issues in the normal course of business.

SUBSEQUENT EVENT

200,000 option shares at $0.46 per share granted to two directors of the Company expired on February 21, 2015 without being exercised.

PRESENTATION OF ANNUAL FINANCIAL REPORT AND ANNUAL MD&A

Management, including the President and the Secretary-Treasurer, have reviewed the annual financial statements and annual MD&A (the "annual filings") for the financial year ended December 31, 2014.

Based on the knowledge of the President and the Secretary-Treasurer, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.

Based on the knowledge of the President and the Secretary-Treasurer, having exercised reasonable diligence, the annual financial statements together with other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as of the date of and for the periods presented in the annual filings.

AT14MD&A