

KHAN RESOURCES INC.



The Exchange Tower, 130 King Street West, Suite 1800
Toronto, Ontario, Canada, M5X 1E3

Notice of the Annual and General Meeting of Shareholders

NOTICE is hereby given that the Annual and General Meeting of the Shareholders (the "Meeting") of Khan Resources Inc. (the "Corporation" or "Khan") will be held in the Library at The National Club located at 303 Bay Street, Toronto, Ontario on February 26, 2015 at 10:00 a.m. (Toronto time) in order to:

1. receive the consolidated financial statements of the Corporation for the year ended September 30, 2014 and the auditors' report thereon;
2. elect the directors for the ensuing year;
3. appoint the auditors for the ensuing year and authorize the directors to fix their remuneration; and
4. transact such other business as may properly be brought before the Meeting and any postponement or adjournment thereof.

Khan's Board of Directors has fixed the close of business on January 15, 2015 as the record date for determining Shareholders entitled to receive notice of, attend and to vote at, the Meeting and any postponement or adjournment of the Meeting. Only the holders of record of Khan common shares are entitled to have their votes counted at the Meeting. Holders who have acquired Khan common shares after the record date are entitled to vote those shares at the Meeting upon producing properly endorsed share certificates, or otherwise establishing share ownership, and requesting the inclusion of their name in the list of shareholders not later than ten (10) days before the date of the Meeting.

DATED at Toronto, Ontario, this 20th day of January, 2015.

By Order of the Board of Directors,

Grant A. Edey (signed)
President and Chief Executive Officer

Shareholders are cordially invited to attend the Meeting. Shareholders are urged to complete and return the enclosed proxy or voting instruction form promptly. **To be effective, Khan proxies must be received at the Toronto office of TMX Equity Transfer Services ("TMX Equity"), the Corporation's registrar and transfer agent, by 10:00 a.m. (Toronto time) on February 24, 2015 or the last business day prior to any adjourned or postponed Meeting.** Shareholders whose common shares are held by a nominee may receive either a voting instruction form or form of proxy from such nominee and should carefully follow the instructions provided by the nominee in order to have their shares voted at the Meeting.

Proxies will be counted and tabulated by TMX Equity, the Corporation's registrar and transfer agent, in such a manner as to protect the confidentiality of how a particular shareholder votes except where they contain comments clearly intended for management, in the case of a proxy contest, or where it is necessary to determine the proxy's validity or to permit management and the Board of Directors to discharge their legal obligations to the Corporation or its shareholders.