

KHAN RESOURCES INC.



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

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the special meeting of the shareholders (the "**Meeting**") of Khan Resources Inc. (the "**Corporation**" or "**Khan**") will be held at the offices of Davies Ward Phillips & Vineberg LLP, 40th Floor, 155 Wellington Street West Toronto, Ontario on Thursday, November 10, 2016 at 10:00 a.m. (Toronto time) in order to:

1. approve as a special resolution, (i) the voluntary winding up of the Corporation pursuant to the *Business Corporations Act* (Ontario), (ii) the plan of liquidation and distribution substantially in the form attached hereto as Appendix B, and (iii) an initial distribution to shareholders of \$0.85 per share in cash in the course of the winding up and discontinuance of Khan's business by way of a return of stated capital; and
2. 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 October 4, 2016 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 shareholders of record at the close of business on the record date are entitled to have their votes counted at the Meeting.

DATED at Toronto, Ontario, this 5th day of October, 2016.

By Order of the Board of Directors,

Grant A. Edey (signed)
Chairman, 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 TSX Trust Company ("TSX Trust"), the Corporation's registrar and transfer agent, by 10:00 a.m. (Toronto time) on November 8, 2016 or the last business day prior to any adjourned or postponed Meeting.** Shareholders whose 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 TSX Trust, 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.