

## KHAN RESOURCES INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of Khan Resources Inc. ("**Khan**", the "**Corporation**" or the "**Company**") will be held at the offices of Davies Ward Phillips & Vineberg LLP, 40th Floor, 155 Wellington Street West Toronto, Ontario on Friday, May 5, 2017 at 2:00 p.m. (Toronto time) in order to:

1. to elect directors of Khan to hold office until the earlier of when the Arrangement (as defined below) becomes effective and the next annual meeting of Shareholders;
2. to receive the financial statements for the year ended September 30, 2016 and the report of the auditors thereon;
3. to re-appoint auditors and to authorize the directors to fix their remuneration;
4. to consider, pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated April 6, 2017, and, if thought advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Appendix A to the accompanying management proxy circular (the "**Circular**"), approving an arrangement (the "**Arrangement**") pursuant to Section 182 of the *Business Corporations Act* (Ontario), as amended (the "**OBCA**"), all as more particularly described in the Circular; and
5. to act upon such other matters, including amendments to the foregoing, as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Khan's board of directors (the "**Board**") has fixed the close of business on April 5, 2017 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.

In order to become effective, the Arrangement Resolution must be approved by (a) at least two-thirds of the votes cast by Shareholders present at the Meeting in person or by proxy and (b) a simple majority of the votes cast by Shareholders present at the Meeting in person or by proxy, excluding the votes cast by such Shareholders who are required to be excluded pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). To the knowledge of Khan, only the votes attached to the Common Shares owned by Mr. Grant A. Edey, Khan's Chairman, President and Chief Executive Officer, will be excluded from the "majority of the minority" vote mandated by MI 61-101.

Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) dated April 6, 2017, registered Shareholders have been granted the right to dissent in respect of the Arrangement Resolution. If the Arrangement becomes effective, a registered Shareholder who dissents in respect of the Arrangement Resolution (a "**Dissenting Shareholder**") is entitled to be paid the fair value of the Common Shares held by such Dissenting Shareholder, provided that such Dissenting Shareholder has delivered a written objection to the Arrangement Resolution to Khan by 5:00 p.m. (Toronto time) on May 3, 2017, being the second Business Day (as defined in the Circular) preceding the Meeting (or, if the Meeting is postponed or adjourned, the second Business Day preceding the date of the postponed or adjourned Meeting) and has otherwise complied strictly with the dissent procedures described in the Circular, including the relevant provisions of Section 185 of the OBCA. This right is described in detail in the accompanying Circular under the heading "Rights of Dissenting Shareholders". The text of Section 185 of the OBCA, which will be relevant in any dissent proceeding, is set forth in Appendix G to the Circular. **Failure to comply strictly with the dissent procedures described in the Circular may result in the loss of any right of dissent. Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered owners of Common Shares are entitled to dissent.** The obligation of Arden to complete the Arrangement is subject, among other matters, to there

not having been delivered and not withdrawn notices of dissent in respect of more than 10% of the outstanding Common Shares.

If you have any questions or require assistance in voting your proxy, please contact our proxy solicitation agent, Laurel Hill Advisory Group, at 1-877-452-7184 toll free in North America, or call collect outside North America at 416-304-0211 or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

DATED at Toronto, Ontario this 6<sup>th</sup> day of April, 2017.

**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 (200 University Ave West, Suite 300 M5H 4H1) of TSX Trust Company ("**TSX Trust**"), the Corporation's registrar and transfer agent, by 2:00 p.m. (Toronto time) on May 3, 2017 or the two business days 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.*