



PROXY

FOR USE AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 16, 2012

The undersigned holder of common shares of **KHAN RESOURCES INC.** (“Khan”) hereby appoints Grant A. Edey, the President and Chief Executive Officer, or failing him, K. Bruce Gooding, the Chief Financial Officer or, instead of any of the foregoing, _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned **at the Annual and Special Meeting of the Shareholders of Khan to be held on the 16th day of February, 2012 and at any postponed or adjourned meeting, to the same extent and with the same power as if the undersigned was personally present at the said meeting or such postponement or adjournment thereof and, without limiting the generality of the power hereby conferred, the nominees named above are specifically directed to vote all shares of Khan registered in the name of the undersigned as indicated below.**

The Board of Directors and management recommend that shareholders **VOTE FOR** items 1, 2 and 3 below:

1. ELECTION OF DIRECTORS FOR THE ENSUING YEAR
FOR WITHHOLD FROM VOTING
all nominees listed below as to nominees listed below
(except as marked to the contrary below)
(INSTRUCTION: To withhold authority to vote for any individual nominee, strike a line through the Nominee's name in the list below.)
Raffi Babikian, James B. C. Doak, Grant A. Edey, Marc C. Henderson, Hon. Robert P. Kaplan, David L. McAusland and Martin Quick.
2. RESOLUTION APPROVING THE APPOINTMENT OF ERNST & YOUNG LLP as the auditors of Khan for the ensuing year and authorizing the directors to fix their remuneration.
FOR WITHHOLD FROM VOTING
3. TO CONSIDER AND, IF THOUGHT APPROPRIATE, TO PASS A RESOLUTION TO RE-APPROVE THE STOCK OPTION PLAN as described in further detail in the accompanying management circular dated January 13, 2012.
FOR AGAINST
4. To vote at the discretion of the proxyholder on any amendments or variations to the foregoing and on any other matters (other than matters which are to come before the meeting and which are the subject of another proxy executed by the undersigned) which may properly come before the meeting or any postponement or adjournment thereof.

This proxy is solicited on behalf of the management of Khan. Shareholders have the right to appoint a person or company to attend and act on their behalf at the Annual and Special Meeting other than the persons designated above and may exercise such right by inserting the name of their designated proxyholder in the blank space provided above for that purpose.

DATED this _____ day of _____, 2012

Signature of Shareholder

Name of Shareholder (please print as registered)

NOTES:

1. This proxy form must be signed and dated by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. If the proxy form is not dated in the space provided, it is deemed to bear the date on which it is mailed by the management of Khan.
2. **In the event that no specification has been made with respect to the voting on the resolution referred to in items 1, 2 or 3 above, the proxy nominees are instructed to vote the shares represented by this proxy on such matter and in favour of each such resolution.**
3. To be effective, this proxy must be deposited (1) by mail to the office of the Company's transfer agent, Equity Financial Trust Company, at the address on the envelope provided herewith, (2) by personal delivery to Equity Financial Trust Company, Proxy Dept., Suite 400, 200 University Avenue, Toronto, Ontario, M5H 4H1; or (3) by facsimile at (416) 595-9593 to Equity Financial Trust Company, in each case not later than 10:00 a.m., Toronto time, on February 14, 2012, or the last business day prior to any adjourned or postponed meeting.



Equity Financial Trust Company
Suite 400
200 University Avenue
Toronto, Ontario
M5H 4H1

PROXY ENCLOSED

IMPORTANT:

Please sign and return proxy printed on the reverse side of this sheet.