

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Khan Resources Inc. ("Khan" or the "Company")
141 Adelaide Street West, suite 1007
Toronto, Ontario
M5H 3L5

Item 2 Date of Material Change

April 12, 2012

Item 3 News Release

On April 12, 2012, a press release was issued from Toronto, Ontario and disseminated by Marketwire.

Item 4 Summary of Material Change

Khan received a notice of delisting from the Toronto Stock Exchange ("TSX") and announced the conditional approval for trading of its common shares on the Canadian National Stock Exchange ("CNSX")

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On April 12, 2012, Khan announced that it had received a notice from the TSX that the TSX had decided to delist the Company's securities effective at the close of market on May 11, 2012. The TSX has determined that the Company has failed to meet the continued listing requirements of the TSX, on the basis of its determination that the Company: 1) has ceased to be actively engaged in ongoing business, 2) discontinued or divested a substantial portion of operations, 3) did not spend at least \$350,000 on exploration and/or development work in the most recent year, and 4) has discontinued or materially changed the nature of its business. These determinations are as a result of the Company putting its Dornod uranium project in Mongolia on a care and maintenance status and initiating an

international arbitration action for US\$200 million in January 2011 against the Government of Mongolia and its state-owned uranium company, MonAtom LLC.

Trading in the Company's common shares will continue on the TSX for 30 days before delisting. The Company also announced that its common shares have been conditionally approved for trading on the CNSX. While there can be no assurance that the CNSX listing will be completed prior to the TSX delisting, the Company is hopeful the formal approval by the CNSX will be completed in the near future and there will be no disruption to trading in Khan shares during the change-over.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Grant Edey
President and CEO
416.360.3405

Item 9 Date of Report

April 17, 2012