

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

Khan Resources Inc.
141 Adelaide Street West, Suite 1007
Toronto, ON M5H 3L5

Item 2. Date of Material Change

A material change took place on April 18, 2012.

Item 3. News Release

On April 19, 2012, a news release in respect of the material change was released by telecopier through the facilities of Marketwire.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Grant A. Edey, President, Chief Executive Officer and Director
416 360-3405

Item 9. Date of Report

April 20, 2012.

SCHEDULE "A"



TSX: KRI

Khan Announces Private Placement of Shares

TORONTO, ONTARIO, Canada, April 19, 2012 – Khan Resources Inc. (TSX:KRI) ("Khan" or the "Company") announces the closing of a non-brokered private placement financing resulting in the issuance of 13,600,000 common shares at a price of \$0.17 per common share for gross proceeds of \$2,312,000 (the "Offering"). The common shares issued are subject to resale restrictions until August 19, 2012. No fees or commissions were paid in connection with the offering.

Khan plans to use the proceeds of the offering to advance the Company's international arbitration case for \$200 million against the Government of Mongolia and for general corporate purposes. The hearing for the jurisdictional phase of the arbitration will occur May 14, 2012 to May 16, 2012.

The private placement remains subject to the final approval of the Toronto Stock Exchange.

Forward-Looking Statements and Information

This press release may contain forward-looking statements and forward-looking information, which are subject to certain risks, uncertainties and assumptions. Forward-looking statements and information are characterized by words such as "will", "plan", "expect", "project", "intend", "believe", "anticipate", "forecast", "schedule", "estimate" and similar expressions, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements and information are not historical facts and are based upon a number of estimates and assumptions and are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors, including the impact of international, Mongolian and Canadian laws, trade agreements and regulatory requirements on Khan's business, properties, licenses, operations and capital structure, Khan's ability to re-instate or re-register the Dornod uranium project licenses, regulatory uncertainty and obtaining governmental and regulatory approvals, legislative, political, social, regulatory and economic developments or changes in jurisdictions in which Khan carries on business, the nature and outcome of pending and future litigation, arbitration and other legal proceedings, the speculative nature of exploration and development, risks involved in the exploration, development and mining business, changes in market conditions, changes or disruptions in the securities markets and market fluctuations in prices for Khan securities, the existence of third parties interested in purchasing some or all of the common shares or Khan's assets, the method of funding and availability of any potential alternative strategic transactions involving Khan or its assets, including those transactions that may produce strategic value to shareholders, the need to obtain, maintain and/or re-register licenses and permits and comply with national and international laws, regulations, treaties or other similar requirements, and uncertainty in the estimation of mineral reserves and resources. In addition, a number of other factors could cause actual results to differ materially from the results discussed in such statements and information, and there is no assurance that actual results will be consistent with them. For further details, reference is made to the risk factors discussed or referred to in Khan's annual and interim management's discussion and analyses and

Annual Information Form on file with the Canadian securities regulatory authorities and available on SEDAR at www.sedar.com. Such forward-looking statements and information are made or given as at the date of this news release, and Khan assumes no obligation to update or revise them, either publicly or otherwise, to reflect new events, information or circumstances, except as may be required under applicable securities law.

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