

## **ENTRÉE RESOURCES LTD.**

### **POSITION DESCRIPTION**

#### **NON-EXECUTIVE CHAIR OF THE BOARD**

As Adopted by the Board of Directors (the “**Board**”) on February 27, 2018 and amended on December 13, 2019.

The Non-Executive Chair of the Board (the “**Chair**”) of Entrée Resources Ltd. (the “**Company**”) is principally responsible for acting as the effective leader of the Board and ensuring that the Board’s agenda enables it to successfully carry out its duties.

#### **I. APPOINTMENT**

The Board shall appoint the Chair from among its duly elected or appointed members, to serve until the next Annual General Meeting of the Company, or the earlier resignation, disqualification or removal of the Chair. There is no limit to the number of terms a Chair may serve.

The Chair shall satisfy the definition of “independent” as set forth in section 1.4 of National Instrument 52-110 – *Audit Committees* and any other applicable securities laws, rules or requirements of any stock exchange upon which the Company’s securities are listed as in effect from time to time.

The performance of the Chair shall be evaluated annually by the Board. The Chair may be removed or replaced at any time by the Board if the Chair’s performance does not meet the expectations of the Board.

#### **II. GENERAL RESPONSIBILITIES**

The Chair shall be responsible for:

1. Ensuring the Board focuses on the Company’s strategic performance by working with the Chief Executive Officer of the Company (the “**CEO**”) and the Board in managing Board meeting agendas and developing the Board’s priorities.
2. Ensuring that the Board represents and protects the long-term best interests of the Company.
3. Helping to set the tone and culture of the Company by:
  - a. Ensuring the distinct roles and responsibilities of the Board and Management are well understood and respected by both the Board and Management;
  - b. Setting the tone for the Board to foster ethical and responsible decision-making, appropriate oversight of Management and best practices in corporate governance; and

- c. Fostering a spirit of respect, trust and collegiality among Directors, and between the Board and Management, where thoughtful, probative questions and thorough discussions are encouraged.
- 4. Managing relationships by:
  - a. Acting as a liaison between the Board and the CEO, and providing advice, counsel and mentorship to the CEO and to individual Directors;
  - b. Serving as a key interface between Directors; and
  - c. Engaging with shareholders, other stakeholders of the Company and the public where appropriate.
- 5. Ensuring the adoption of, and compliance with, procedures so that the Board effectively carries out its responsibilities in compliance with the Mandate of the Board of Directors, and conducts its work efficiently and independently from Management.

### **III. SPECIFIC DUTIES**

Without limiting the generality of the responsibilities described above, the Chair shall also have the following specific duties:

#### **Board Management and Structure**

- 6. Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities, including those relating to corporate governance matters.
- 7. Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent Directors without members of Management present.
- 8. Chair Board meetings.
- 9. In concert with the CEO and Corporate Secretary of the Company, develop and set the agendas for Board meetings.
- 10. Ensure that all business set out in the Board meeting agendas is fully discussed and brought to resolution, as required.
- 11. Encourage full participation by all Board members and facilitate discussion and debate, as necessary.
- 12. Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- 13. Ensure that all Board members are properly informed and that sufficient information is provided to enable Directors to form appropriate judgements.

14. Ensure that the Board has the opportunity to meet in separate closed sessions with internal personnel or outside advisors, as needed or appropriate.
15. Ensure that such other resources as the Chair may consider appropriate are made available to the Board to adequately support its work.
16. In concert with the Corporate Secretary, ensure that Board discussions and decisions are properly summarized and recorded.
17. Assist and support the chair of the Corporate Governance & Nominating Committee (the “CGNC”) in the administration of the evaluation of the performance and effectiveness of the Board, all individual Directors and committee chairs.
18. Together with the CGNC, support the continuing education of Directors.
19. Together with the CGNC, and in consultation with the CEO, participate in the Director recruitment process.
20. Together with the CGNC, support the orientation of new Directors.

#### Advisory, Relations and Communications

21. Establish a system that provides for maintaining a liaison and communication with all Directors and committee chairs to bring important issues forward, co-ordinate input from Directors and optimize the effectiveness of the Board and its committees.
22. Provide advice, counsel and mentorship to individual Directors to assist them to improve performance and, if necessary, discuss matters relating to poor attendance or unsatisfactory performance or conduct.
23. Work with the CEO to ensure effective relations with the members of the Board, shareholders, other stakeholders of the Company and the public.
24. Provide independent advice and counsel to the CEO on various issues.
25. Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.
26. Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
27. At the request of the CEO, assist in representing the Company in a general industry and community context.
28. At the request of the CEO, or where appropriate, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

### CEO Performance and Succession

29. Assist and support the CGNC and the Compensation Committee in monitoring and evaluating the performance of the CEO, and provide input with respect to compensation.
30. Provide input with respect to CEO succession and review the CEO's management succession and development plans.

### Committees

31. Ensure that the functions of the Board delegated to committees of the Board are carried out by the committees.
32. Serve as an ex-officio member of all committees of the Board, to facilitate the presentation, discussion and resolution of committee matters at Board meetings, and the creation of Board meeting agendas.
33. Assist and support the chair of the CGNC in making recommendations to the Board in respect of the composition of, and the designation of the chair of, committees of the Board.

### Meetings of Shareholders

34. Chair Annual General and Special Meetings of shareholders of the Company.
35. Ensure that all business set out in the agenda of each shareholders' meeting is discussed and brought to resolution.

### Miscellaneous

36. Carry out such other duties and responsibilities as may be required of the Chair by the Board from time to time.