

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Entrée Resources Ltd. (the “**Company**”) has unanimously adopted this Majority Voting Policy (the “**Policy**”) and future nominees for election to the Board will be required to confirm that they will abide by this Policy.

In an uncontested election of directors of the Company, if the number of shares duly “withheld” from voting for the election of a nominee is greater than the number of shares duly voted “for” his or her election (a “**Majority Withhold Vote**”), such director will promptly tender his or her resignation to the Chairman of the Board following the applicable shareholders’ meeting, to take effect upon acceptance by the Board. The Corporate Governance and Nominating Committee (the “**CGNC**”) of the Board will consider the resignation and will recommend to the Board whether or not to accept it. In its deliberations, the CGNC will consider all factors deemed relevant by members of the CGNC including, without limitation, any stated reasons as to why shareholders “withheld” votes from the election of that nominee, the number of shares represented in person or by proxy at the meeting, the length of service and the qualifications of the director whose resignation has been tendered, such director’s contributions to the Company, the effect such resignation may have on the Company’s ability to comply with any applicable governance rules and policies, and the dynamics of the Board.

After considering the recommendations of the CGNC, including the factors considered by the CGNC and any other factors that the members of the Board consider relevant, the Board shall make its decision as to whether to accept or reject the resignation in question and the Company shall announce such decision, including any reasons for the Board not accepting a resignation, in a press release to be issued within 90 days following the meeting of shareholders.

Any director who has received a Majority Withhold Vote shall not participate in the deliberations of either the CGNC or the Board.

If a sufficient number of CGNC members receive a Majority Withheld Vote in the same election, such that the CGNC no longer has a quorum, then those directors on the Board who did not receive a Majority Withheld Vote shall consider the resignation(s) and make a decision as to whether to accept or reject the resignation(s) in question, without a recommendation from the CGNC.

If a sufficient number of Board members receive a Majority Withhold Vote in the same election, such that the Board no longer has a quorum, then those directors receiving a Majority Withhold Vote shall not be permitted to vote in any meeting of the Board at which their resignations are considered, however they shall be counted for the purpose of determining whether the Board has a quorum.

Subject to any corporate law restrictions, in the case where the Board accepts the resignation of a director, the Board may leave the resulting vacancy unfilled until the next annual meeting of shareholders. It may also choose to fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders. It may further decide to call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.

In this Policy, an “**uncontested election**” means an election of directors of the Company where the number of nominees for election is the same as the number of directors to be elected to the Board.

This Policy does not apply where an election involves a proxy battle i.e. where proxy material is circulated and/or a solicitation of proxies is carried out in support of one or more nominees who are not part of the nominees proposed by the Company’s management and supported by the Board, or public communications are disseminated against one or more of the nominees proposed by the Company’s management and supported by the Board.

In the event any director fails to tender his or her resignation in accordance with this Policy, the Company’s management will not propose, and the Board will not support, the re-election of such director.

The CGNC may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

Approved by the Board: May 17, 2013