

ENTRÉE RESOURCES LTD.

TECHNICAL COMMITTEE CHARTER

As Adopted by the Board of Directors on April 15, 2008 and amended on May 19, 2016 and
December 12, 2024

Last Reviewed: December 12, 2024

I. PURPOSE

The primary objective of the Technical Committee (the “Committee”) of Entrée Resources Ltd. (the “Company”) is, to the extent necessary or advisable, to review and make recommendations to the Board of Directors (the “Board”) relating to work programs and budgets proposed by Oyu Tolgoi LLC (“OT LLC”) as Manager of the Entrée/Oyu Tolgoi joint venture (the “JV”) in Mongolia, JV property mine designs, studies, and mineral resources and reserves estimates, and JV activities, operations and assets.

II. ORGANIZATION

The Committee shall consist of at least three directors, at least one of whom the Board has determined has no material relationship with the Company and is otherwise “unrelated” or “independent” as required under applicable securities rules or applicable stock exchange rules.

All of the members of the Committee must be an engineer or geoscientist, or otherwise have sufficient expertise to comprehend and evaluate the technical issues associated with JV property.

The members of the Committee shall be appointed by the Board. A majority of the members of the Committee shall constitute a quorum, and shall be empowered to act on behalf of the Committee.

III. CHAIR OF THE COMMITTEE

The Chair of the Committee is responsible for overseeing the Committee in its responsibilities.

The Board, or in the event of its failure to do so, the members of the Committee, must appoint a Chair from among the members of the Committee. The Chair of the Committee should be a director that the Board has determined has no material relationship with the Company and is otherwise “unrelated” and “independent”. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present.

The Chair’s duties and responsibilities include:

1. presiding at each meeting of the Committee;

2. setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting, in consultation with the Company's management and the other members of the Committee;
3. ensuring that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee, as well as the Chair of the Board, in advance of such meeting;
4. leading the Committee in discharging each of the tasks assigned to it under the Charter; and
5. reporting to the full Board on the activities of the Committee.

IV. MEETINGS

The Committee shall meet as many times as the Committee deems necessary, but not less frequently than one time per year.

V. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities, the Committee shall:

1. To the extent necessary or advisable, review and make recommendations to the Board relating to proposed JV work programs and budgets, JV property mine designs, studies, and mineral resources and reserves estimates, and JV activities, operations and assets;
2. From time to time assess the adequacy of technical expertise available to the Company and, where necessary or advisable, consider the employment or engagement of additional suitable qualified employees or technical consultants or advisors;
3. Review the performance of the qualified persons, and, in its sole discretion, approve any proposed discharge of the qualified persons, and appoint any new qualified persons;
4. Review, prior to publication, all filings with regulatory authorities and any other publicly disclosed information containing any technical reports, extracts from technical reports, and any press releases announcing technical information relating to the JV property;
5. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;
6. Perform any other activities consistent with this Charter, the Company's articles and governing law, as the Committee or the Board deems necessary or appropriate;

7. Review its own performance annually; and
8. Report regularly to the Board.

VI. RESOURCES

The Committee shall have the authority to retain outside advisors, including the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Committee.