

ENTRÉE GOLD INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
May 1, 2017

Notice is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”), the holders of options to purchase common shares (the “**Optionholders**”) and the holders of warrants to purchase common shares (the “**Warrantholders**”, together with the Shareholders and the Optionholders, the “**Securityholders**”) of Entrée Gold Inc. (“**Entrée**”) will be held on May 1, 2017 at the offices of Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, at the hour of 10:30 a.m. (local time) for the following purposes:

1. to receive the annual financial statements of Entrée for its financial year ended December 31, 2016 and the auditor’s report thereon;
2. to set the number of directors at six;
3. to elect directors for the ensuing year;
4. to re-appoint Davidson & Company LLP, Chartered Accountants, as Entrée’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. to consider and, if thought appropriate, pass an ordinary resolution approving amendments to and the renewal of Entrée’s stock option plan;
6. to consider and, if thought appropriate, pass, with or without variation, an ordinary resolution (the “**Name Change Resolution**”) authorizing the amendment to the articles of Entrée in order to change the name of Entrée to “Entrée Resources Ltd.” or such other name as may be approved by the board of directors of Entrée;
7. to consider and, if thought appropriate, pass, with or without variation, a special resolution of the Shareholders and of the Securityholders, voting together as a single class (the “**Arrangement Resolution**”) to approve a statutory plan of arrangement (the “**Plan of Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution of common shares of Mason Resources Corp. (“**Spinco**”) to Shareholders on the basis of 0.45 Spinco common shares per common share of Entrée held, all as more particularly described in the management information circular (the “**Circular**”);
8. to consider and, if thought appropriate, pass an ordinary resolution approving a stock option plan for Spinco; and
9. to transact such further or other business as may properly come before the Meeting and any adjournments and postponements thereof.

Accompanying this Notice is the Circular and forms of proxy for each of the Shareholders, Optionholders and Warrantholders (the “**Proxy**”). The enclosed Proxies are solicited by management of Entrée. Copies of the Arrangement Resolution, the Plan of Arrangement, the Interim Order and the notice of hearing for Final Order are attached to the Circular as Schedules “A”, “B”, “C” and “D”, respectively.

Registered Shareholders have a right of dissent in respect of the proposed Plan of Arrangement and to be paid the fair value of their common shares of Entrée. The dissent rights are described in the accompanying Circular and are attached to the Circular as Schedule “E”. **Failure to strictly comply with the required procedure may result in the loss of any right of dissent.**

Registered Securityholders unable to attend the Meeting in person should read the notes to the enclosed Proxy and complete and return the Proxy to Computershare Investor Services Inc. within the time required by, and to the

location set out in, the notes to the Proxy. If your common shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution), you should carefully follow the instructions provided by your nominee to ensure your vote is counted.

DATED at Vancouver, British Columbia, this 20th day of March, 2017.

BY ORDER OF THE BOARD

“Stephen Scott”

Stephen Scott

President and Chief Executive Officer

The Securityholder materials are being sent to both registered and non-registered Securityholders. If you are a non-registered Shareholder and Entrée or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary on your behalf.

By choosing to send these materials to you directly, Entrée (and not the intermediary holding on your behalf) has assumed responsibility for (a) delivering these materials to you; and (b) executing your proper voting instructions. Please return your voting instructions as specified in the voting instruction form.