



Security Class

Holder Account Number

Fold

## Form of Proxy - Annual General Meeting to be held on June 21, 2024

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 10:30 a.m., Pacific Daylight Time, on Wednesday, June 19, 2024.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



#### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com).

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

**CONTROL NUMBER**



## Appointment of Proxyholder

I/We being holder(s) of securities of Entrée Resources Ltd. (the "Company") hereby appoint: Alan Edwards, Non-Executive Chair of the Board of Directors of the Company, or failing this person, Stephen Scott, President, Chief Executive Officer and a Director of the Company (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General Meeting of shareholders of the Company to be held at 2900 - 550 Burrard Street, Vancouver, British Columbia on June 21, 2024 at 10:30 a.m., Pacific Daylight Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For**      **Against**

### 1. Number of Directors

To set the number of Directors at six (6).

### 2. Election of Directors

	<b>For</b>	Withhold		<b>For</b>	Withhold		<b>For</b>	Withhold
01. Teresa Conway	<input type="checkbox"/>	<input type="checkbox"/>	02. Alan Edwards	<input type="checkbox"/>	<input type="checkbox"/>	03. Allan Moss	<input type="checkbox"/>	<input type="checkbox"/>
04. Michael Price	<input type="checkbox"/>	<input type="checkbox"/>	05. Paula Rogers	<input type="checkbox"/>	<input type="checkbox"/>	06. Stephen Scott	<input type="checkbox"/>	<input type="checkbox"/>

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**For**      **Withhold**

### 3. Appointment of Auditors

Appointment of Davidson & Company LLP, Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

**For**      **Against**

### 4. Renewal of Deferred Share Unit Plan

RESOLVED THAT:

1. the renewal of the Company's Deferred Share Unit Plan (the "DSU Plan") be approved;
2. all unallocated deferred share units ("DSUs") issuable pursuant to the DSU Plan are hereby authorized and approved;
3. the Board be authorized to reserve a sufficient number of common shares to satisfy the requirements of the DSU Plan;
4. the Board be authorized to grant DSUs under the DSU Plan until June 21, 2027, being the date that is three years from the Meeting date; and
5. any one or more of the directors or officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company, or otherwise, all such documents and other writings, including treasury orders, as may be required to give effect to the true intent of these resolutions.

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### Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY



## Mariella Horna

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**From:** sriram.pogula@computershare.com  
**Sent:** Thursday, May 9, 2024 12:06 PM  
**To:** Mariella Horna; Susan McLeod  
**Cc:** sriram.pogula@computershare.com; issuer.vif@broadridge.com; documents@mediantonline.com; cpuexpress.vancouver@computershare.com  
**Subject:** ENTREE RESOURCES LTD. Final Form of Proxy / Version finale du formulaire de procuration  
**Attachments:** EGOQ\_SEDAR\_Proxy\_English.pdf

Français à suivre

Dear Client:

Attached please find the SEDAR version of your Form of Proxy & Notice document (if applicable), as per your approval. By copy of this email, we are also providing this to Broadridge Investor Communication Solutions and Mediant Communications on your behalf, in order that Voting Instruction Forms may be prepared for your NOBO or OBO holders, if applicable.

As this is your final, approved proxy & Notice document (if applicable), no subsequent changes are anticipated. If you have any questions, please do not hesitate to contact your Computershare Relationship Manager.

Cher client,

Vous trouverez ci-joint la version SEDAR de votre formulaire de procuration et de votre avis (s'il y a lieu), telle que vous l'avez approuvée. Nous en envoyons également une copie à Broadridge Investor Communication Solutions et Mediant Communications en votre nom, afin que des formulaires d'instructions de vote puissent être établis pour vos propriétaires véritables non opposés et vos propriétaires véritables opposés, s'il y a lieu.

Comme il s'agit de la version finale et approuvée de votre procuration et de votre avis (s'il y a lieu), aucune modification ne devrait y être apportée. Si vous avez des questions, n'hésitez pas à communiquer avec votre directeur des Relations avec la clientèle chez Computershare.

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<http://www.computershare.com/disclaimer/americas/fr>

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[EXTERNAL]

## Mariella Horna

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**From:** Susan McLeod  
**Sent:** Thursday, May 9, 2024 11:42 AM  
**To:** #CA CS National Proxies; Mariella Horna  
**Cc:** Sriram Pogula  
**Subject:** RE: 05-23-2024 Mail Date - Entree Resources Ltd - EGOQ

Thanks Ana, I confirm Entrée is signed off on the Form of Proxy.

Best Regards,

Susan

**Susan E. McLeod**  
Vice President, Legal Affairs  
**Entree Resources Ltd.**  
Oceanic Plaza  
Suite 1650  
1066 West Hastings Street  
Vancouver, BC V6E 3X1  
Phone: 604-687-4777  
Fax: 604-687-4770  
[www.entreeresourcesltd.com](http://www.entreeresourcesltd.com)

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**From:** #CA CS National Proxies <CACSNationalProxies@computershare.com>  
**Sent:** Thursday, May 9, 2024 5:42 AM  
**To:** Mariella Horna <Mariella@entreeresourcesltd.com>; Susan McLeod <smcleod@entreeresourcesltd.com>  
**Cc:** Sriram Pogula <Sriram.Pogula@computershare.com>  
**Subject:** 05-23-2024 Mail Date - Entree Resources Ltd - EGOQ

Hi All,

Attached please find the initial draft of the Form of Proxy for your review. Please respond to all with any comments/changes.

Thanks,

**Ana Domingos**  
Computershare  
Proxy Administrator, CPUx  
T 416 263-9523  
F 416 981-9800  
100 University Avenue, 8<sup>th</sup> Floor  
Toronto, Ontario M5J 2Y1  
[www.computershare.com](http://www.computershare.com)

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