Management’s Discussion and Analysis
First Quarter Ended March 31, 2024

(Expressed in United States dollars, except per share amounts and where otherwise noted)

May 7, 2024

This Management’s Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements for the period ended March 31, 2024 and related notes thereto which have been prepared in accordance with IFRS 34, Interim Financial Reporting of the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, as well as the annual audited consolidated financial statements for the year ended December 31, 2023, which are in accordance with IFRS, and the related MD&A. References to "Entrée" and the "Company" are to Entrée Resources Ltd. and/or one or more of its wholly-owned subsidiaries. For further information on the Company, reference should be made to its continuous disclosure (including its most recently filed annual information form ("AIF")), which is available on SEDAR+ at www.sedarplus.ca. Information is also available on the Company’s website at www.EntreeResourcesLtd.com. Information on risks associated with investing in the Company’s securities is contained in the Company’s most recently filed AIF. Technical and scientific information under National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") concerning the Company’s material property, including information about mineral resources and reserves, is contained in the Company’s most recently filed AIF and in its technical report titled "Entrée/Oyu Tolgoi Joint Venture Project, Mongolia, NI 43-101 Technical Report" with an effective date of October 8, 2021 prepared by Wood Canada Limited ("Wood").

Q1 2024 HIGHLIGHTS

Oyu Tolgoi Underground Development Update

The Oyu Tolgoi project in Mongolia includes two separate land holdings: the Oyu Tolgoi mining licence, which is held by Oyu Tolgoi LLC ("OTLLC") and the Entrée/Oyu Tolgoi JV Property, which is a joint venture partnership between Entrée and OTLLC. Rio Tinto International Holdings Ltd. ("Rio Tinto") owns 66% of OTLLC and is the manager of operations at Oyu Tolgoi (see "Overview of Business" below).

- On April 17, 2024, Rio Tinto announced ramp up of the Oyu Tolgoi Lift 1 underground mine continues in line with its long-term plan. Oyu Tolgoi is set to become the world’s fourth largest copper mine by 2030 with the operation expected to deliver average mined copper production of ~500 thousand tonnes per annum ("ktpa") between 2028 and 2036.
- OTLLC continues to see strong performance from the Lift 1 underground mine, with a total of 99 Lift 1 draw bells opened from Panel 0 on the Oyu Tolgoi mining licence, including 13 draw bells during the quarter ended March 31, 2024. In the first quarter 2024, OTLLC delivered 1.3 million tonnes of ore milled from Panel 0 on the Oyu Tolgoi mining licence at an average copper head grade of 1.67%.
- Shaft sinking continued during the first quarter 2024. At the end of March, Shafts 3 and 4 reached 1,076 metres and 1,150 metres below ground level, respectively. Final depths required for Shafts 3 and 4 are 1,130 metres and 1,176 metres below ground level, respectively. Shaft 4 breakthrough (sinking completion) was achieved in early April. Rio Tinto continues to expect both shafts to be commissioned in the second half 2024.
- As at March 31, 2024, construction of the conveyor to surface works was 94% complete. Commissioning remains on track for the second half 2024.
- Construction works for the concentrator conversion remain on schedule. Commissioning is expected to be progressively completed from the fourth quarter 2024 through to the second quarter 2025.
- Construction of primary crusher 2 commenced in December 2023 and is due to be completed by the end of 2025.
- OTLLC’s 2023 Oyu Tolgoi Feasibility Study ("OTFS23") for the Lift 1 underground mine has been submitted to and is under review by applicable regulatory bodies in Mongolia. The Lift 1 underground mine incorporates the development of three panels (Panels 0, 1, and 2). The Hugo North Extension ("HNE") deposit on the Entrée/Oyu Tolgoi JV Property is located at the northern portion of Panel 1.

- Drilling programs to support a Lift 2 Pre-Feasibility Study are in progress. Mineralization from Lift 2 will be included in an updated resource model for Hugo North (including Hugo North Extension).

Entrée/Oyu Tolgoi JV Property Update

- First Lift 1 Panel 1 development work on the Shivee Tolgoi mining licence is expected to commence in the fourth quarter 2024. Development work will start in the southwest corner of the HNE deposit and will establish the initial Panel 1 western ore handling truck chute, including extraction level tipple development, the truck chute chamber on the haulage level, and the supporting ventilation loop with the return air level. OTLLC has advised the Company all 2024 development will be in rock classified as waste, which will be stockpiled separately and sampled in accordance with OTLLC's standard sampling protocols and procedures.
- Underground and surface in-fill diamond drilling at the Hugo North Extension deposit on the Shivee Tolgoi mining licence is in progress. Approximately 14,128 metres of underground drilling in 25 holes and 6,840 metres of surface drilling in 4 holes is planned for 2024. To date, approximately 4,475 metres of underground drilling in 13 holes and approximately 1,012 metres of surface drilling in 1 hole has been completed. The principal purpose for the drilling is to support the Lift 2 Pre-Feasibility Study and updated resource model for Hugo North (including Hugo North Extension).
- OTLLC is also proposing approximately 8,785 metres of diamond drilling in 5 surface holes on the Heruga deposit (Javhlant mining licence) in 2024 to increase ore body knowledge and support an Order of Magnitude Study. No drilling has been conducted on the Heruga deposit since 2008.
- The 2024 exploration program planned for the Shivee Tolgoi mining licence will focus on the Airstrip, Ulaan Khud South and Ridge targets, including approximately 2,500 metres of diamond drilling in 2 inclined holes (one at Ulaan Khud South (~1,300 metres) and the other at the Ridge target (~1,200 metres), located midway between Ulaan Khud and Hugo North Extension) and geological and geophysical studies. On the Javhlant mining licence, work will be conducted on the Bumbat Ulaan target and the Heruga Trend (Heruga South and Heruga West targets). One diamond drill hole is planned for each of the Heruga South (~1,300 metres) and Heruga West (~600 metres) targets as well as geological and geophysical studies. At Bumbat Ulaan, approximately 1,200 metres of scout reverse circulation ("RC") drilling in 4 holes is planned.

Corporate

- For the Q1 2024 period, the Company's operating loss was $1.1 million compared to $0.9 million in Q1 2023. The increase was mainly due to legal costs for both commercial negotiations with OTLLC and Rio Tinto and the arbitration proceedings.
- For the Q1 2024 period, the operating cash outflow before changes in non-cash working capital items was $1.0 million compared to $0.7 million in Q1 2023.
- As at March 31, 2024, the cash balance was $5.1 million and the working capital balance was $4.9 million.

OVERVIEW OF BUSINESS

Entrée is a mineral resource company with interests in development and exploration properties in Mongolia, Peru and Australia.

The Company's principal asset is its interest in the Entrée/Oyu Tolgoi joint venture property (the "Entrée/Oyu Tolgoi JV Property") – a carried 20% participating interest in two of the Oyu Tolgoi project deposits, and a carried 20% or 30% participating interest (depending on the depth of mineralization) in the surrounding large, underexplored, highly prospective land package located in the South Gobi region of Mongolia. Entrée's joint venture partner, OTLLC, holds the remaining participating interest.

The Oyu Tolgoi project includes two separate land holdings: the Oyu Tolgoi mining licence, which is held by OTLLC (66% Rio Tinto and 34% the State of Mongolia), and the Entrée/Oyu Tolgoi JV Property, a significant component of the overall project that is under joint venture partnership between OTLLC and Entrée. The Entrée/Oyu Tolgoi JV Property (see Figure 1 below) comprises the eastern portion of the Shivee Tolgoi mining licence, and all of the Javhlant mining licence, which mostly surround the Oyu Tolgoi mining licence. Both the Shivee Tolgoi and Javhlant mining licences are held by Entrée. The terms of the Entrée/Oyu Tolgoi joint venture (the "Entrée/Oyu Tolgoi JV") state that

Entrée has a 20% participating interest with respect to mineralization extracted from deeper than 560 metres below surface and a 30% participating interest with respect to mineralization extracted from above 560 metres depth.

The Entrée/Oyu Tolgoi JV Property includes the Hugo North Extension (HNE) copper-gold deposit and the majority of the Heruga copper-gold-molybdenum deposit. The resources at Hugo North Extension include a Probable reserve, which is part of the first lift ("Lift 1") of the Oyu Tolgoi underground block cave mining operation. When the Lift 1 underground reaches peak production by ~2030, Oyu Tolgoi is expected to be the fourth largest copper mine in the world.

The Company's corporate headquarters are located in Vancouver, British Columbia, Canada. Field operations are conducted out of local offices in Mongolia.

As at March 31, 2024 and the date of this MD&A, Rio Tinto beneficially owned 32,788,629 common shares, or 16.1% of the outstanding shares of the Company. As at March 31, 2024 and the date of this MD&A, Horizon Copper Corp. beneficially owned 49,672,515 common shares, or 24.4% of the outstanding shares of the Company.

OUTLOOK AND STRATEGY

Entrée's primary objective is to confirm the transfer of the Shivee Tolgoi and Javhlant mining licences from the Company's Mongolian subsidiary to OTLLC as contemplated by the Entrée/Oyu Tolgoi Joint Venture Agreement ("Entrée/Oyu Tolgoi JVA"), either in conjunction with finalization, execution, and closing of an agreement with OTLLC to restructure or amend the existing Entrée/Oyu Tolgoi JVA to streamline the operating environment for both parties, or enforcement of certain provisions of the 2004 Equity Participation and Earn-in Agreement (the "Earn-in Agreement") and Entrée/Oyu Tolgoi JVA pursuant to binding arbitration proceedings commenced by the Company in 2022. The Company currently is registered in Mongolia as the 100% ultimate holder of the licences.

The commencement of arbitration proceedings followed protracted discussions with Rio Tinto and OTLLC to confirm the transfer of the Shivee Tolgoi and Javhlant mining licences to OTLLC. The arbitration was commenced in Vancouver, British Columbia under the *International Commercial Arbitration Act* (British Columbia). A three-member Tribunal has been appointed and the first arbitration hearing took place in Vancouver on April 8 and 9, 2024.

Notwithstanding the ongoing arbitration proceedings, the Company remains committed to achieving a commercial resolution with Rio Tinto and OTLLC. Any definitive agreement reached between the Company and OTLLC to restructure or amend the existing Entrée/Oyu Tolgoi JVA would be subject to Toronto Stock Exchange ("TSX") acceptance and the requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* applicable to a related party transaction. There are no assurances that a definitive agreement will be finalized and executed, or if finalized and executed, that the transaction would close.

The Company has also been in discussions with Erdenes Oyu Tolgoi LLC (the State-owned company that holds the Government's 34% interest in OTLLC) regarding the potential for the Government of Mongolia and Erdenes Oyu Tolgoi LLC to conclude an agreement with the Company for the State to share in 34% of the economic benefit of the Company's interest in the Entrée/Oyu Tolgoi JV Property. The Minerals Law of Mongolia provides the State may share in up to 34% of the economic benefit derived from exploitation of a mineral deposit of strategic importance where proven reserves were determined through funding sources other than the State budget. The Hugo North Extension copper-gold deposit on the Shivee Tolgoi mining licence and the Heruga copper-gold-molybdenum deposit on the Javhlant mining licence are mineral deposits of strategic importance.

ENTRÉE/OYU TOLGOI JV PROPERTY AND SHIVEE WEST PROPERTY – MONGOLIA

On October 21, 2021, the Company filed an amended Technical Report ("2021 Technical Report") for its interest in the Entrée/Oyu Tolgoi JV Property. The 2021 Technical Report has an original effective date of May 17, 2021, and an amended effective date of October 8, 2021.

The 2021 Technical Report discusses a reserve case (the "2021 Reserve Case") based on mineral reserves attributable to the Entrée/Oyu Tolgoi JV Lift 1 of the Hugo North Extension deposit.

The 2021 Technical Report also discusses a Preliminary Economic Assessment on a conceptual second lift ("Lift 2") of the Hugo North Extension deposit (the "2021 PEA"). The 2021 PEA is based on Indicated and Inferred mineral resources from Lift 2, as the second potential phase of development and mining on the Hugo North Extension deposit. Lift 2 is directly below Lift 1 and continues further to the north (see Figure 2 below). There is no overlap in the mineral reserves from the 2021 Reserve Case and the mineral resources from the 2021 PEA. Development and capital decisions will be required for the eventual development of Lift 2 once production commences at Hugo North Extension Lift 1.

In addition, the Heruga deposit, which is not included in either the 2021 Reserve Case or the 2021 PEA, provides a great deal of future potential and with further exploration and development could become a completely standalone underground operation, independent of other Oyu Tolgoi project underground development, and provide considerable flexibility for mine planning and development.

Both the 2021 Reserve Case and the 2021 PEA are based on information supplied by OTLLC or reported within its 2020 Oyu Tolgoi Feasibility Study ("OTFS20") completed by OTLLC in July 2020.

The 2021 Technical Report has been filed on SEDAR+ and is available for review under the Company's profile on SEDAR+ (www.sedarplus.ca) or on www.EntreeResourcesLtd.com.

Summary and Location of Project

The "Entrée/Oyu Tolgoi JV Project" (shown on Figure 1 below) comprises the Entrée/Oyu Tolgoi JV Property and the Shivee West Property (see "Shivee West Property Summary" below). The Entrée/Oyu Tolgoi JV Project completely surrounds OTLLC's Oyu Tolgoi mining licence and forms a significant portion of the overall Oyu Tolgoi project area. Figure 1 also shows the main mineral deposits that form the Oyu Tolgoi trend of porphyry deposits.

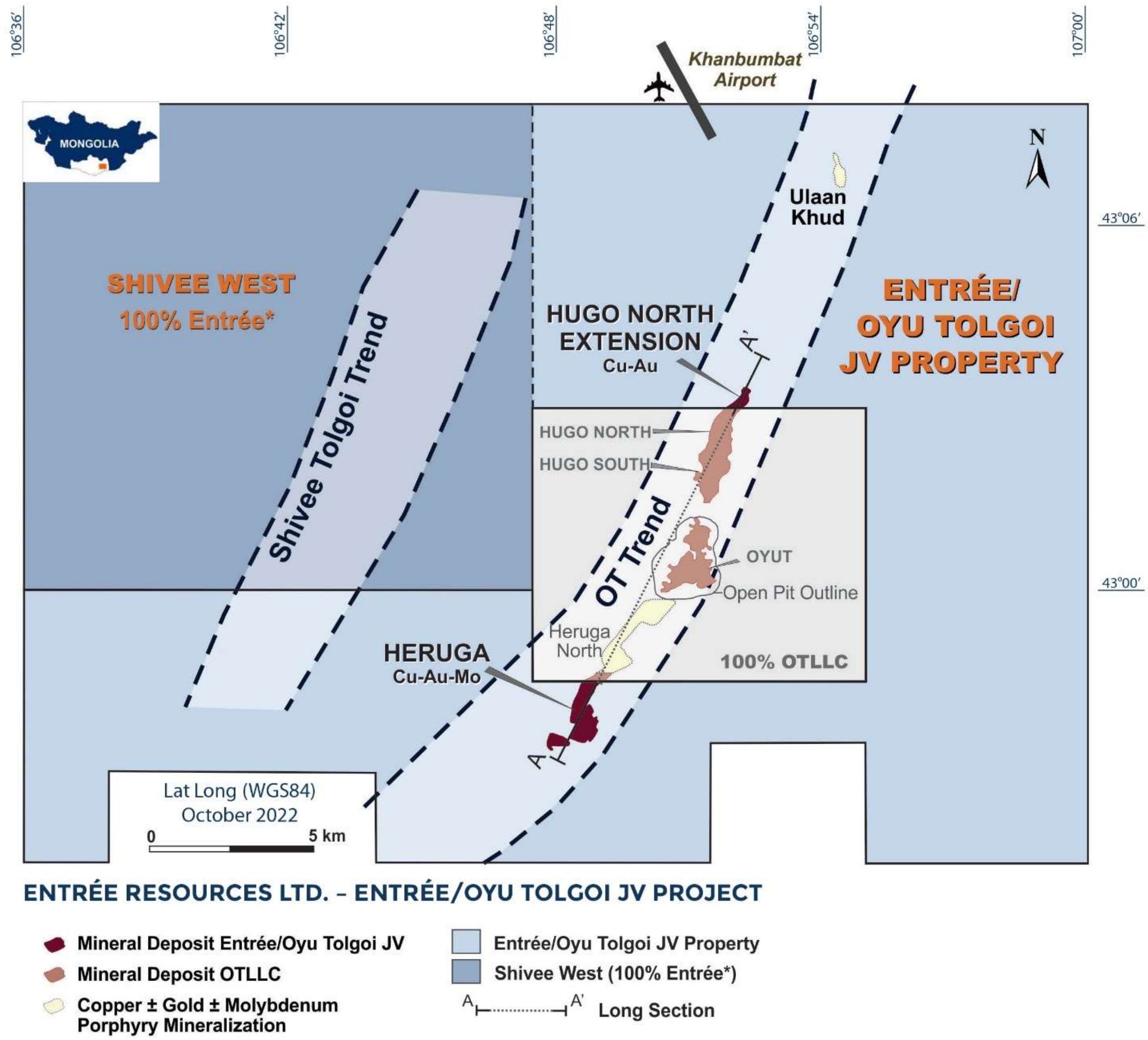
The Entrée/Oyu Tolgoi JV Project is located within the Aimag (province) of Ömnögovi in the South Gobi region of Mongolia, about 570 kilometres ("km") south of the capital city of Ulaanbaatar and 80 km north of the border with China.

The Entrée/Oyu Tolgoi JV Property comprises the eastern portion of the Shivee Tolgoi mining licence and all of the Javhlant mining licence, and hosts:

- The Hugo North Extension copper-gold porphyry deposit (Lift 1 and Lift 2):
  - Lift 1 is the upper portion of the Hugo North Extension copper-gold porphyry deposit and forms the basis of the 2021 Reserve Case. It is the northern portion of the Lift 1 Panel 1 underground block cave that is currently in development on the Oyu Tolgoi mining licence. First Lift 1 Panel 1 development work on the Entrée/Oyu Tolgoi JV Property is expected to commence in the fourth quarter 2024.
  - Lift 2 is directly below and extends north beyond Lift 1 and is the next potential phase of underground mining on the Entrée/Oyu Tolgoi JV Property, once Lift 1 mining is complete. Mineral resources from Lift 2 form the basis of the 2021 PEA mine plan.
- The Heruga copper-gold-molybdenum porphyry deposit is at the south end of the Oyu Tolgoi trend of porphyry deposits. Approximately 93% of the Heruga deposit occurs on the Entrée/Oyu Tolgoi JV Property. While Heruga is not included in the 2021 PEA, it provides opportunity for future exploration and potential development.
- A large prospective land package.

Entrée has a 20% or 30% (depending on the depth of mineralization) participating interest in the Entrée/Oyu Tolgoi JV with OTLLC holding the remaining 80% or 70% participating interest. OTLLC has a 100% interest in other Oyu Tolgoi project areas, including the Oyut open pit, which is currently in production, and the Hugo North and Hugo South deposits on the Oyu Tolgoi mining licence.

Figure 1 – Entrée/Oyu Tolgoi JV Project



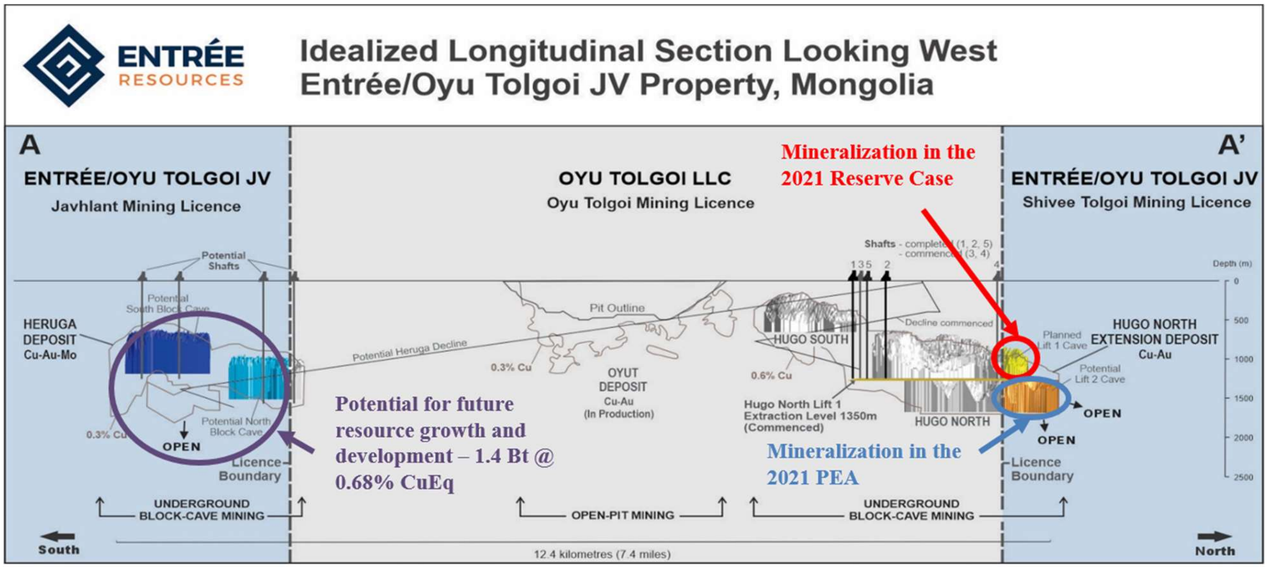
Notes:

1. *The Shivee West Property is subject to a License Fees Agreement between Entrée and OTLLC and may ultimately be included in the Entrée/Oyu Tolgoi JV Property.
2. Outline of copper ± gold ± molybdenum porphyry mineralization is projected to surface.
3. Entrée has a 20% participating interest in the Hugo North Extension and Heruga deposits.

Figure 1 shows the location of a north-northeast oriented, west-looking longitudinal section (A-A') through the 12.4 km-long trend of porphyry deposits that comprise the Oyu Tolgoi project. The longitudinal section is shown on Figure 2 with the Entrée/Oyu Tolgoi JV Property to the right (north) and left (south) of the central portion, the Oyu Tolgoi mining licence, held 100% by OTLLC.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

Figure 2 – Section Through the Oyu Tolgoi Trend of Porphyry Deposits



In addition to the two deposits, priority exploration targets have been identified on the Entrée/Oyu Tolgoi JV Property, including Ulaan Khud South, Airstrip, Ductile Shear, Ridge, Eagle, East Au, Bumbat Ulaan, East Bumbat Ulaan, West Mag, Railway, Raven, Heruga South, Heruga West, North SEIP, SEIP, and Castle Rock. Additional targets exist on the Shivee West Property that remain to be further explored.

The 2021 Technical Report forms the basis for the scientific and technical information in this MD&A regarding the Entrée/Oyu Tolgoi JV Project. Portions of the information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the Company's AIF dated March 8, 2024 and to the full text of the 2021 Technical Report, which are available on the Company's website (www.EntreeResourcesLtd.com) or on SEDAR+ (www.sedarplus.ca).

Mineral Resources and Mineral Reserves – Entrée/Oyu Tolgoi JV Property

The following Entrée/Oyu Tolgoi JV Property mineral resources estimates reported in the 2021 Technical Report for the Hugo North Extension and Heruga deposits have an effective date of March 31, 2021. Mineral resources for the Hugo North Extension deposit are reported inclusive of those mineral resources that were converted to mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Table 1 – Entrée/Oyu Tolgoi JV Property Mineral Resources Estimates

Entrée/Oyu Tolgoi JV Property – Mineral Resources										
Classification	Tonnage (Mt)	Cu (%)	Au (g/t)	Ag (g/t)	Mo (ppm)	CuEq (%)	Contained Metal			
							Cu (Mlb)	Au (Koz)	Ag (Koz)	Mo (Mlb)
Hugo North Extension (>0.41% CuEq Cut-Off)										
Indicated	120	1.70	0.58	4.3	n/a	2.04	4,500	2,200	16,000	n/a
Inferred	167	1.02	0.36	2.8	n/a	1.23	3,800	1,900	15,000	n/a
Heruga (>0.41% CuEq Cut-Off)										
Inferred	1,400	0.41	0.40	1.5	120	0.68	13,000	18,000	66,000	370

Notes:

1. Metal prices used for copper equivalent ("CuEq") and cut-off grade calculation for both Hugo North Extension and Heruga are: $3.08/lb copper, $1,292.00/oz gold, $19.00/oz silver and $10.00/lb molybdenum (Heruga only). Metallurgical recoveries used for CuEq and cut-off grade calculation at Hugo North Extension are 93% for copper, 80% for gold and 81% for silver. Metallurgical recoveries used for CuEq and cut-off grade calculation at Heruga are 82% for copper, 73% for gold, 78% for silver and 60% for molybdenum.
2. Mineral resources at Hugo North Extension are constrained within a conceptual mining shape constructed at a nominal 0.50% CuEq grade and above a CuEq grade of 0.41% CuEq. The CuEq formula is CuEq = Cu + ((Au * 35.7175) + (Ag * 0.5773)) / 67.9023 taking into account differentials between metallurgical performance and price for copper, gold and silver.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

3. The overall geometry and depth of the Heruga deposit make it amenable to underground mass mining methods. Mineral resources are stated above a CuEq grade. The CuEq formula is CuEq = Cu + ((Au * 37.0952) + (Ag * 0.5810) + (Mo * 0.0161)) / 67.9023 taking into account differentials between metallurgical performance and price for copper, gold, silver and molybdenum.
4. A CuEq break-even cut-off grade of 0.41% CuEq for Hugo North Extension mineralization and covers mining, processing and G&A operating cost and the cost of primary and secondary block cave mine development.
5. A CuEq break-even cut-off grade of 0.41% CuEq is used for the Heruga mineralization and covers mining, processing and G&A operating cost and the cost of primary and secondary block cave mine development.
6. Mineral resources are stated as in situ with no consideration for planned or unplanned external mining dilution.
7. Mineral resources are reported on a 100% basis. OTLLC has a participating interest of 80%, and Entrée has a participating interest of 20%. Notwithstanding the foregoing, in respect of products extracted from the Entrée/Oyu Tolgoi JV Property pursuant to mining carried out at depths from surface to 560 metres below surface, the participating interest of OTLLC is 70% and the participating interest of Entrée is 30%.
8. Numbers have been rounded as required by reporting guidelines and may result in apparent summation differences.

Entrée/Oyu Tolgoi JV Property mineral reserves are contained within the Hugo North Extension Lift 1 block cave mining plan prepared by OTLLC and used as the basis for OTFS20. The mineral reserve estimate is based on what is deemed minable when considering factors such as the footprint cut-off grade, the draw column shut-off grade, maximum height of draw, consideration of planned dilution and internal waste rock.

The following Entrée/Oyu Tolgoi JV Property Hugo North Extension Lift 1 mineral reserve estimate has an effective date of May 15, 2021.

Table 2 – Entrée/Oyu Tolgoi JV Property Hugo North Extension Lift 1 Mineral Reserve Estimate

Entrée/Oyu Tolgoi JV Property – Mineral Reserve Hugo North Extension Lift 1								
Classification	Tonnage	NSR	Cu	Au	Ag	Contained Metal		
	(Mt)	($/t)	(%)	(g/t)	(g/t)	Cu (Mlb)	Au (Koz)	Ag (Koz)
Probable	40	97.52	1.5	0.53	3.63	1,340	676	4,613

Notes:

1. For the underground block cave, all Indicated mineral resources within the cave outline were converted to Probable mineral reserves. No Proven mineral reserves have been estimated. The estimation includes low-grade Indicated mineral resources and Inferred mineral resource assigned zero grade that is treated as dilution.
2. A column height shut-off NSR of $17.84/t was used to define the footprint and column heights. The NSR calculation assumed metal prices of $3.08/lb Cu, $1,292.00/oz Au, and $19.00/oz Ag. The NSR was calculated with assumptions for smelter refining and treatment charges, deductions and payment terms, concentrate transport, metallurgical recoveries, and royalties using OTLLC's Base Data Template 38.
3. Mineral reserves are reported on a 100% basis. OTLLC has a participating interest of 80%, and Entrée has a participating interest of 20%. Notwithstanding the foregoing, in respect of products extracted from the Entrée/Oyu Tolgoi JV Property pursuant to mining carried out at depths from surface to 560 metres below surface, the participating interest of OTLLC is 70% and the participating interest of Entrée is 30%.
4. Numbers have been rounded as required by reporting guidelines and may result in apparent summation differences.

Shivee West Property Summary

The Shivee West Property comprises the northwest portion of the Entrée/Oyu Tolgoi JV Project and adjoins the Entrée/Oyu Tolgoi JV Property and OTLLC's Oyu Tolgoi mining licence (see Figure 1 above).

To date, no economic zones of precious or base metals mineralization have been outlined on the Shivee West Property. However, zones of gold and copper mineralization have previously been identified at Zone III/Argo Zone and Khoyor Mod. There has been no drilling on the ground since 2011, and no exploration work has been completed since 2012. In 2015, in light of the ongoing requirement to pay approximately $350,000 annually in licence fees for the Shivee West Property and a determination that no further exploration work would likely be undertaken in the near future, Entrée began to examine options to reduce expenditures in Mongolia. These options included reducing the area of the mining licence, looking for a purchaser or partner for the Shivee West Property, and rolling the ground into the Entrée/Oyu Tolgoi JV. Management determined that it was in the best interests of Entrée to roll the Shivee West Property into the Entrée/Oyu Tolgoi JV, and Entrée entered into a License Fees Agreement with OTLLC on October 1, 2015. The License Fees Agreement provides the parties will use their best efforts to amend the terms of the Entrée/Oyu Tolgoi JVA to include the Shivee West Property in the definition of Entrée/Oyu Tolgoi JV Property. Entrée determined that rolling the Shivee West Property into the Entrée/Oyu Tolgoi JV would provide the joint venture partners with continued security of tenure; Entrée shareholders would continue to benefit from any exploration or development that the Entrée/Oyu Tolgoi JV Management Committee approves on the Shivee West Property; and Entrée would no longer have to pay licence fees, as the parties agreed that the licence fees would be for the account of each joint venture participant in proportion to their respective interests, with OTLLC contributing Entrée's 20% share charging interest at prime plus 2%. To date, no amended Entrée/Oyu Tolgoi JVA has been entered into and Entrée retains a 100% interest in the Shivee West Property.

Underground Development Progress – Oyu Tolgoi Project

Underground Development Update

During the first quarter 2024 ramp up of the Oyu Tolgoi Lift 1 underground mine continued. Oyu Tolgoi is set to become the world's fourth largest copper mine by 2030 with the operation expected to deliver average mined copper production of ~500 ktpa between 2028 and 2036.

OTLLC continues to see strong performance from the Lift 1 underground mine, with a total of 99 Lift 1 draw bells opened from Panel 0 on the Oyu Tolgoi mining licence, including 13 draw bells during the quarter ended March 31, 2024. In the first quarter 2024, OTLLC delivered 1.3 million tonnes of ore milled from Panel 0 on the Oyu Tolgoi mining licence at an average copper head grade of 1.67%.

Shaft sinking continued during the first quarter 2024. At the end of March, Shafts 3 and 4 reached 1,076 metres and 1,150 metres below ground level, respectively. Final depths required for Shafts 3 and 4 are 1,130 metres and 1,176 metres below ground level, respectively. Shaft 4 breakthrough (sinking completion) was achieved in early April. Rio Tinto continues to expect both shafts to be commissioned in the second half 2024.

As at March 31, 2024, construction of the conveyor to surface works was 94% complete. Commissioning remains on track for the second half 2024.

Construction works for the concentrator conversion remain on schedule. Commissioning is expected to be progressively completed from the fourth quarter 2024 through to the second quarter 2025.

Construction of primary crusher 2 commenced in December 2023 and is due to be completed by the end of 2025.

Technical studies for Panels 1 and 2 mine design and schedule optimization were completed by OTLLC during the second quarter 2023. The HNE deposit on the Entrée/Oyu Tolgoi JV Property is located at the northern portion of Panel 1. According to Rio Tinto:

- The technical studies have resulted in substantially de-risked, resilient mine designs that provide a pathway to ramp-up, flexibility to pursue value creating opportunities and react to future risks, and improved stability, constructability, and operability. The studies also provide a pathway to bring the panels into production faster and maximize the use of the ventilation system.
- Identified risks associated with the previous Panel 1 mine design have been resolved by increasing draw point and rim drive spacing, relocating the central material handling system and return raises outside of the active caving area, and optimally orienting the extraction drives and drill drives.
- Panel 1 production on the Oyu Tolgoi mining licence is anticipated to commence in ~2027.

The technical studies have been incorporated into OTFS23 which has been submitted to and is under review by applicable regulatory bodies in Mongolia.

Drilling programs to support a Lift 2 Pre-Feasibility Study are in progress. Mineralization from Lift 2 will be included in an updated resource model for Hugo North (including Hugo North Extension).

Government of Mongolia

On November 21, 2019, Resolution 92 was passed in a plenary session of the Parliament of Mongolia. It includes measures to, among other things, improve the implementation of the Oyu Tolgoi Investment Agreement and the shareholders agreement that establishes the State of Mongolia's 34% ownership interest in OTLLC, and explore and resolve options to have a product sharing arrangement or swap Mongolia's 34% equity holding in OTLLC for a special royalty. On December 30, 2021, the Parliament of Mongolia passed Resolution 103 that aimed to improve the benefits to Mongolia from the Oyu Tolgoi project and set out a number of required measures to resolve the outstanding issues in relation to Resolution 92.

On January 26, 2022, Rio Tinto announced that a comprehensive agreement had been reached with the Government of Mongolia, resetting the relationship between the partners, increasing the value the Oyu Tolgoi project delivers for Mongolia, and allowing underground operations to commence.

On February 21, 2024, Rio Tinto announced it continued to work with OTLLC and the Government of Mongolia towards the implementation of Resolution 103.

Entrée/Oyu Tolgoi JV Property Exploration and Development

2024 Development Work, Deposit Drilling, and Exploration

First Lift 1 Panel 1 development work on the Shivee Tolgoi mining licence is expected to commence in the fourth quarter 2024. Development work will start in the southwest corner of HNE and will establish the initial Panel 1 western ore handling truck chute, including extraction level tipple development, the truck chute chamber on the haulage level, and the supporting ventilation loop with the return air level. In total, OTLLC has proposed 212 eqm of development for 2024 with 15 equivalent metres ("eqm") on the extraction level, 117 eqm on the haulage level, and 81 eqm on the return air level. OTLLC has advised the Company all 2024 development will be in rock classified as waste which will be stockpiled separately and sampled in accordance with OTLLC's standard sampling protocols and procedures.

Underground and surface in-fill diamond drilling at the Hugo North Extension deposit on the Shivee Tolgoi mining licence is in progress. Approximately 14,128 metres of underground drilling in 25 holes and 6,840 metres of surface drilling in 4 holes is planned for 2024. To date, approximately 4,475 metres of underground drilling in 13 holes and approximately 1,012 metres of surface drilling in 1 hole has been completed. The principal purpose for the drilling is to support the Lift 2 Pre-Feasibility Study and updated resource model for Hugo North (including Hugo North Extension).

OTLLC is also proposing approximately 8,785 metres of diamond drilling in 5 surface holes on the Heruga deposit (Javhlant mining licence) to increase ore body knowledge and support an Order of Magnitude Study. No drilling has been conducted on the Heruga deposit since 2008.

The 2024 exploration program planned for the Shivee Tolgoi mining licence will focus on the Airstrip, Ulaan Khud South and Ridge targets, including approximately 2,500 metres of diamond drilling in 2 inclined holes (one at Ulaan Khud South (~1,300 metres) and the other at the Ridge target (~1,200 metres), located midway between Ulaan Khud and Hugo North Extension) and geological and geophysical studies. On the Javhlant mining licence, work will be conducted on the Bumbat Ulaan target and the Heruga Trend (Heruga South and Heruga West targets). One diamond drill hole is planned for each of the Heruga South (~1,300 metres) and Heruga West (~600 metres) targets as well as geological and geophysical studies. At Bumbat Ulaan, approximately 1,200 metres of scout RC drilling in 4 holes is planned.

20% of expenditures on the Entrée/Oyu Tolgoi JV Property will be contributed by OTLLC on Entrée's behalf as a loan in accordance with the Entrée/Oyu Tolgoi JVA.

2022-2023 Hugo North Extension Deposit Drilling

In 2023, OTLLC completed an in-fill diamond drilling program at HNE comprising both underground holes (25 holes totaling ~7,308 metres drilled on the Shivee Tolgoi mining licence) and surface holes (7 holes totaling ~8,064 metres). The underground holes were collared from the Oyu Tolgoi mining licence and drilled onto the Hugo North Extension deposit. The surface holes were drilled entirely on the Shivee Tolgoi mining licence. The principal purpose for the 2023 drilling is to support the Lift 2 Panel 1 Pre-Feasibility Study and updated resource model for Hugo North (including Hugo North Extension).

In 2022, OTLLC commenced surface and underground diamond drilling at HNE, primarily for geotechnical purposes related to the design of the Panel 1 block cave, but also for resource estimation purposes. The drilling at HNE was carried out from November 22, 2021 to January 8, 2023, during which time 4 surface holes totalling ~3,900 metres and 22 underground holes totalling ~5,400 metres were drilled.

Initial batches of underground diamond drill results were received from the 2022 drilling program at the HNE deposit, with analytical results available for 6 of the 24 drill holes (two surface holes were not analysed) (see the Company's News Release dated February 28, 2024 available on the Company's website or on SEDAR+). It is the Company's understanding that OTLLC's primary objectives for the 2022 drilling was for structural and geotechnical studies, prior to initiating the core sampling and assaying process.

The Company recently received updated 2022 and 2023 HNE drill hole databases, including analytical results from OTLLC, which the Company is currently assessing, including for completeness. The databases were slightly adjusted by OTLLC so that drill hole data is more appropriately clipped to the boundary between the Oyu Tolgoi mining licence and the Entrée/Oyu Tolgoi JV Property resulting in an increase in underground metres drilled at HNE from the numbers previously reported by the Company. Once the Company has fully reviewed the updated 2022 database there may be slight non-material adjustments to the drillhole intercepts reported in the News Release dated February 28, 2024 to account for these differences, which the Company will disclose to the market. A site visit is also planned for the second quarter 2024.

2023 Regional Exploration

In 2023, OTLLC completed an exploration program on the Shivee Tolgoi mining licence that included 2,880 metres of diamond drilling in 4 holes and a 40.4 line kilometres ("line-km") dipole-dipole array induced polarization/resistivity ("DDIP") geophysical survey at Ulaan Khud South. OTLLC also completed integrated geological-geophysical 3D modelling at the Airstrip and Ductile Shear targets.

2023 exploration on the Javhlant mining licence included 2,263.4 metres of diamond drilling in 3 holes and a 39.6 line-km DDIP geophysical survey at the Railway target. Integrated geological-geophysical 3D modelling was completed at the SEIP, West Mag and East Bumbat Ulaan targets.

The Company recently received 2023 exploration drill hole analytical results from OTLLC which the Company is currently assessing, including for completeness. 20% of the exploration expenditures will be contributed by OTLLC on Entrée's behalf as a loan in accordance with the Entrée/Oyu Tolgoi JVA.

Q1 2024 Financial Review

Entrée expenses related to Mongolian operations included expenditures of $0.6 million for strategic and administration costs in Mongolia. The Company focused its efforts on confirming the transfer of the Shivee Tolgoi and Javhlant mining licences to OTLLC as contemplated by the Entrée/Oyu Tolgoi JVA, either in conjunction with finalization, execution, and closing of an agreement with OTLLC to restructure or amend the existing Entrée/Oyu Tolgoi JVA to streamline the operating environment for both parties, or enforcement of certain provisions of the Earn-in Agreement and Entrée/Oyu Tolgoi JVA pursuant to binding arbitration proceedings. Costs were related to legal and tax advisory consultants to assist in the process in the current period, which also include costs related to the arbitration. The costs in the comparative period of 2023 include similar professional fees.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

SUMMARY OF CONSOLIDATED FINANCIAL OPERATING RESULTS

Operating Results

The Company's operating results for the three months ended March 31 were:

	Three months ended March 31	
	2024	2023
Expenses		
Project expenditures	$ 626	$ 400
General and administrative	441	424
Share-based compensation	-	6
Depreciation	31	29
Operating loss	1,098	859
Foreign exchange loss (gain)	294	(5)
Interest income	(71)	(87)
Interest expense	116	98
Loss from equity investee	62	32
Finance costs	11	13
Deferred revenue finance costs	1,153	1,066
Loss for the period	2,663	1,976
Other comprehensive gain		
Foreign currency translation	(1,568)	(9)
Total comprehensive loss	$ 1,095	$ 1,967
Net loss per common share		
Basic and diluted	$ (0.01)	$ (0.01)
Total assets	$ 6,119	$ 6,995
Total non-current liabilities	$ 71,382	$ 65,883

Operating Loss:

During the three months ended March 31, 2024, the Company's operating loss was $1.1 million compared to $0.9 million for the comparative period in 2023.

Project expenditures in Q1 2024 and Q1 2023 included expenditures for professional and advisory fees related to advancing a potential restructuring of, or amendments to, the Entrée/Oyu Tolgoi JVA. The increase from 2023 to 2024 was due to legal costs for both commercial negotiations with OTLLC and Rio Tinto and the arbitration proceedings.

General and administration and depreciation expenditures in Q1 2024 were comparable to Q1 2023.

Non-operating Items:

The foreign exchange loss (gain) in Q1 2024 and Q1 2023 were primarily the result of movements between the C$ and US dollar as the Company holds its cash in both currencies and the loan payable is denominated in US dollars.

Interest expense was primarily related to the loan payable to OTLLC pursuant to the Entrée/Oyu Tolgoi JVA and is subject to a variable interest rate.

The amount recognized as a loss from equity investee is related to exploration costs on the Entrée/Oyu Tolgoi JV Property.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

Deferred revenue finance costs are related to recording the non-cash finance costs associated with the deferred revenue balance, specifically the Sandstorm stream (see "Deferred Revenue – Sandstorm" below).

The total assets as at March 31, 2024 were lower than at March 31, 2023 due to a lower cash balance from operating activities. Total non-current liabilities have increased since March 31, 2023 due to recording the non-cash deferred revenue finance costs each quarter.

Quarterly Financial Data – 2 year historic trend

	Q1 24	Q4 23	Q3 23	Q2 23	Q1 23	Q4 22	Q3 22	Q2 22
Project expenditures	$ 626	$ 325	$ 209	$ 459	$ 400	$ 186	$ 67	$ 151
General and administrative	441	633	428	517	424	639	348	500
Share-based compensation	-	1,029	-	4	6	920	19	58
Depreciation	31	28	29	29	29	29	30	33
Operating loss	1,098	2,015	666	1,009	859	1,774	464	741
Foreign exchange loss (gain)	294	(151)	207	(208)	(5)	(128)	529	261
Interest expense, net	45	22	15	21	11	26	59	64
Loss from equity investee	62	447	117	57	32	328	116	33
Deferred revenue finance costs	1,153	1,133	1,112	1,104	1,066	1,038	1,040	1,058
Finance costs	11	12	12	13	13	14	15	16
Net loss	$ 2,663	$ 3,478	$ 2,129	$ 1,996	$ 1,976	$ 3,052	$ 2,223	$ 2,173
Basic/diluted loss per share	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.01)
USD:CAD FX Rate[(1)]	1.355	1.323	1.352	1.324	1.3533	1.3544	1.3707	1.2886

1. USD:CAD foreign exchange rate was the quarter ended rate per the Bank of Canada.

Project expenditures in Q1 2024 were mainly related to professional fees to advance potential restructuring of, or amendments to the Entrée/Oyu Tolgoi JVA.

General and administrative expenses in Q1 2024 were consistent compared to Q1 2023 and is mainly related to regulatory costs and executive compensation costs.

Share-based compensation expenditures in Q4 2023 and Q4 2022 included share options and deferred share unit ("DSU") grants.

Interest expense, net, consists of accrued interest on the OTLLC loan payable net of interest income earned on invested cash.

The loss from equity investee was related to the Entrée/Oyu Tolgoi JV Property and fluctuations are due to exploration activity and foreign exchange changes.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

LIQUIDITY AND CAPITAL RESOURCES

	Three months ended March 31	
	2024	2023
Cash flows used in operating activities		
- Before changes in non-cash working capital items	$ (1,012)	$ (746)
- After changes in non-cash working capital items	(814)	(737)
Cash flows (used in) / from financing activities	(32)	260
Net cash outflows	(846)	(477)
Effect of exchange rate changes on cash	(116)	9
Cash balance	$ 5,129	$ 5,941

Cash outflows after changes in non-cash working capital items in Q1 2024 were higher compared to Q1 2023 due to higher expenditures and the timing of invoice payments.

Cash flows from financing activities in Q1 2023 were due to funds received from option and warrant exercises.

The Company is an exploration stage company and has not generated positive cash flows from its operations. As a result, the Company has been dependent on equity and production-based financings for additional funding. Working capital on hand at March 31, 2024 was approximately $4.9 million. Management believes it has adequate financial resources to satisfy its obligations over the next 12-month period and beyond and does not currently anticipate the need for additional funding.

Loan Payable to Oyu Tolgoi LLC

Under the terms of the Entrée/Oyu Tolgoi JVA, the Company has elected to have OTLLC contribute funds to approved joint venture programs and budgets on the Company's behalf, each such contribution to be treated as a non-recourse loan. Interest on each loan advance shall accrue at an annual rate equal to OTLLC's actual cost of capital or the prime rate of the Royal Bank of Canada, plus two percent (2%) per annum, whichever is less, as at the date of the advance. The loan will be repayable by the Company monthly from ninety percent (90%) of the Company's share of available cash flow from the Entrée/Oyu Tolgoi JV. In the absence of available cash flow, the loan will not be repayable. The loan is not expected to be repaid within one year.

Contractual Obligations

As at March 31, 2024, the Company had the following contractual obligations outstanding:

	Total	Less than 1 year	1 - 3 years	3-5 years	More than 5 years
Lease commitments	$ 465	$ 130	$ 336	$ -	$

SHAREHOLDERS' DEFICIENCY

The Company's authorized share capital consists of unlimited common shares without par value.

As at March 31, 2024 and the date of this MD&A, the Company had 203,344,954 shares issued and outstanding.

Stock Option Plan

As at March 31, 2024 and the date of this MD&A, the Company had 5,413,500 stock options outstanding and exercisable.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

The following is a summary of stock options outstanding and exercisable as at the date of this MD&A:

Number of share options (000`s)	Exercise price per share option (C$)	Expiry date
1,545	0.365	Dec 2024
1,255	0.51	Dec 2025
920	0.77	Dec 2026
1,047	0.82 – 1.14	Apr - Nov 2027
647	1.28	Nov 2028
5,414		

Deferred share units (DSUs)

DSUs are granted to the Company's directors and executives as a part of compensation under the terms of the Company's Deferred Share Unit Plan (the "DSU Plan"). Typically, DSUs vest when certain conditions as stated in the DSU Plan are met, except in the event of an earlier change of control, in which case, the DSUs will vest fully upon such change of control.

As at March 31, 2024 and the date of this MD&A, 2,276,000 DSUs were outstanding and fully vested.

DEFERRED REVENUE - SANDSTORM

The Company has an agreement (the "Sandstorm Agreement") to use future payments that it receives from its mineral property interests to purchase and deliver gold, silver and copper credits to Sandstorm Gold Ltd. ("Sandstorm").

Under the terms of the Sandstorm Agreement, Sandstorm provided the Company with a net deposit of C$30.9 million (the "Deposit") in exchange for the future delivery of gold, silver and copper credits equivalent to:

- 28.1% of Entrée's share of gold and silver, and 2.1% of Entrée's share of copper, produced from the Shivee Tolgoi mining licence (excluding the Shivee West Property); and
- 21.3% of Entrée's share of gold and silver, and 2.1% of Entrée's share of copper, produced from the Javhlant mining licence.

Upon the delivery of metal credits, Sandstorm will make a cash payment to the Company equal to the lesser of the prevailing market price and $220 per ounce of gold, $5 per ounce of silver and $0.50 per pound of copper (subject to inflation adjustments). After approximately 8.6 million ounces of gold, 40.3 million ounces of silver and 9.1 billion pounds of copper have been produced from the entire Entrée/Oyu Tolgoi JV Property (as currently defined) the cash payment will be increased to the lesser of the prevailing market price and $500 per ounce of gold, $10 per ounce of silver and $1.10 per pound of copper (subject to inflation adjustments). To the extent that the prevailing market price is greater than the amount of the cash payment, the difference between the two will be credited against the Deposit.

The Deposit has been accounted for as deferred revenue on the statement of financial position and is subject to foreign currency fluctuations upon conversion to US dollars at each reporting period. The Deposit contains a significant financing component and, as such, the Company recognizes a financing charge at each reporting period and grosses up the deferred revenue balance to recognize the significant financing element that is part of this contract at a discount rate of 8%.

This arrangement does not require the delivery of actual metal, and the Company may use revenue from any of its assets to purchase the requisite amount of metal credits.

Further information in relation to the Sandstorm Agreement is available in the Company's AIF dated March 8, 2024.

Q1 2024 MD&A (table amounts expressed in thousands of US Dollars, except per share amounts and where otherwise noted)

OTHER DISCLOSURES

Off-Balance Sheet Arrangements

Entrée has no off-balance sheet arrangements except for the contractual obligation noted above.

Related Party Transactions

The Company's related parties include key management personnel and directors. Direct remuneration paid to the Company's directors and key management personnel for the three month periods ended March 31 were as follows:

	2024	2023
Directors' fees	$ 53	$ 45
Salaries and benefits	$ 200	$ 191

As of March 31, 2024, included in the accounts payable and accrued liabilities balance on the consolidated statement of financial position is $0.04 million (December 31, 2023 - $0.04 million) due to the Company's directors and key management personnel.

Upon a change of control of the Company, amounts totaling $1.4 million (December 31, 2023 - $1.4 million) may become payable to certain officers and management personnel of the Company.

Financial Instruments

a) *Fair value classification of financial instruments*

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices). Level 3 inputs are for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash and cash equivalents, receivables, deposits, accounts payable and accrued liabilities, loan payable and lease liabilities.

The carrying values of cash and cash equivalents, receivables and accounts payable and accrued liabilities approximate their fair value due to their short terms to maturity.

The following table summarizes the classification and carrying values of the Company's financial instruments at March 31, 2024:

	FVTPL	Amortized cost (financial assets)	Amortized cost (financial liabilities)	Total
Financial assets				
Cash and cash equivalents	$ -	$ 5,129	$ -	$ 5,129
Receivables	-	23	-	23
Deposits	-	12	-	12
Total financial assets	$ -	$ 5,164	$ -	$ 5,164
Financial liabilities				
Accounts payable and accrued liabilities	$ -	$ -	$ 336	$ 336
Lease liabilities	-	-	449	449
Loan payable	-	-	12,434	12,434
Total financial liabilities	$ -	$ -	$ 13,219	$ 13,219

CRITICAL ACCOUNTING ESTIMATES, RISKS AND UNCERTAINTIES

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

Measurement of the Company's assets and liabilities is subject to risks and uncertainties, including those related to reserve and resource estimates; title to mineral properties; future commodity prices; costs of future production; future costs of restoration provisions; changes in government legislation and regulations; future income tax amounts; the availability of financing; and various operational factors. The Company's estimates identified as being critical are substantially unchanged from those disclosed in the MD&A for the year ended December 31, 2023.

Entrée is a mineral exploration and development company and is exposed to a number of risks and uncertainties due to the nature of the industry in which it operates and the present state of development of its business and the foreign jurisdictions in which it carries on business; some of these risks and uncertainties have been discussed elsewhere in this MD&A. The discussion in this MD&A is not inclusive of all material risks and uncertainties. The material risks and uncertainties affecting Entrée, their potential impact, and the Company's principal risk-management strategies are substantially unchanged from those disclosed in the Company's AIF dated March 8, 2024 in respect of the year ended December 31, 2023, which is available on SEDAR+ at www.sedarplus.ca, OTC Markets at www.otcmarkets.com and on the Company's website at www.EntreeResourcesLtd.com.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for designing internal control over financial reporting, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. No change in the Company's internal control over financial reporting occurred during the period beginning on January 1, 2024 and ended on March 31, 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

FORWARD LOOKING INFORMATION

This MD&A contains forward-looking information within the meaning of applicable Canadian securities laws.

Forward-looking information includes, but is not limited to, statements with respect to corporate strategies and plans; requirements for additional capital; uses of funds and projected expenditures; arbitration proceedings, including the potential benefits, timing and outcome of arbitration proceedings; the Company's plans to continue discussions with OTLLC and Rio Tinto regarding a potential restructuring or amendment of the Entrée/Oyu Tolgoi JVA; the Company's plans to continue discussions with Erdenes Oyu Tolgoi LLC regarding the potential for the Government of Mongolia and Erdenes Oyu Tolgoi LLC to conclude an agreement with the Company for the State to share in 34% of the economic benefit of the Company's interest in the Entrée/Oyu Tolgoi JV Property; the Company's ability to transfer the Shivee Tolgoi and Javhlant mining licences to OTLLC either in conjunction with finalization and execution of a restructured or amended agreement with OTLLC, or enforcement of certain provisions of the Earn-in Agreement and Entrée/Oyu Tolgoi JVA pursuant to binding arbitration proceedings; the potential for Entrée to be included in or otherwise receive the benefits of the Oyu Tolgoi Investment Agreement; the expectations set out in OTFS20 and the 2021 Technical Report on the Company's interest in the Entrée/Oyu Tolgoi JV Property; timing and status of Oyu Tolgoi underground development; the expected timing of first development work on the Shivee Tolgoi mining licence and first production from Lift 1 Panel 1; the nature of the ongoing relationship and interaction between OTLLC and Rio Tinto and the Government of Mongolia and Erdenes Oyu Tolgoi LLC with respect to the continued operation and development of Oyu Tolgoi; the technical studies for Lift 1 Panels 1 and 2, OTFS23, the Lift 2 Pre-Feasibility Study, the Heruga Order of Magnitude Study, and the updated resource model for Hugo North (including Hugo North Extension) Lifts 1 and 2 and the possible outcomes, content and timing thereof; the timing and progress of the sinking of Shafts 3 and 4; timing and amount of production from Lifts 1 and 2 of the Entrée/Oyu Tolgoi JV Property, potential production delays and the impact of any delays on the Company's cash flows, expected copper, gold and silver grades, liquidity, funding requirements and planning; future commodity prices; the estimation of mineral reserves and resources; projected mining and process recovery rates; estimates of capital and operating costs, mill and concentrator throughput, cash flows and mine life; capital, financing and project development risk; mining dilution; discussions with the Government of Mongolia, Erdenes Oyu Tolgoi LLC, Rio Tinto, and OTLLC on a range of issues including Entrée's interest in the Entrée/Oyu Tolgoi JV Property, the Shivee Tolgoi and Javhlant mining licences and certain material agreements;

potential actions by the Government of Mongolia with respect to the Shivee Tolgoi and Javhlant mining licences and Entrée's interest in the Entrée/Oyu Tolgoi JV Property; potential size of a mineralized zone; potential expansion of mineralization; potential discovery of new mineralized zones; potential metallurgical recoveries and grades; plans for future exploration and/or development programs and budgets; permitting time lines; anticipated business activities; proposed acquisitions and dispositions of assets; and future financial performance.

In certain cases, forward-looking information can be identified by words such as "plans", "expects" or "does not expect", "is expected", "budgeted", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved". While the Company has based this forward-looking information on its expectations about future events as at the date that such information was prepared, the information is not a guarantee of Entrée's future performance and is based on numerous assumptions regarding present and future business strategies; the correct interpretation of agreements, laws and regulations; the commencement and conclusion of arbitration proceedings, including the potential benefits, timing and outcome of arbitration proceedings; the potential benefits, timing and outcome of discussions with Erdenes Oyu Tolgoi LLC, OTLLC, and Rio Tinto; the future ownership of the Shivee Tolgoi and Javhlant mining licences; that the Company will continue to have timely access to detailed technical, financial, and operational information about the Entrée/Oyu Tolgoi JV Property, the Oyu Tolgoi project, and government relations to enable the Company to properly assess, act on, and disclose material risks and opportunities as they arise; local and global economic conditions and the environment in which Entrée will operate in the future, including commodity prices, projected grades, projected dilution, anticipated capital and operating costs, including inflationary pressures thereon resulting in cost escalation, and anticipated future production and cash flows; the anticipated location of certain infrastructure and sequence of mining within and across panel boundaries; the construction and continued development of the Oyu Tolgoi underground mine; the status of Entrée's relationship and interaction with the Government of Mongolia, Erdenes Oyu Tolgoi LLC, OTLLC, and Rio Tinto; and the Company's ability to operate sustainably, its community relations, and its social licence to operate.

With respect to the construction and continued development of the Oyu Tolgoi underground mine, important risks, uncertainties and factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking information include, amongst others, the current economic climate and the significant volatility, uncertainty and disruption arising in connection with the Ukraine conflict; the nature of the ongoing relationship and interaction between OTLLC, Rio Tinto, Erdenes Oyu Tolgoi LLC and the Government of Mongolia with respect to the continued operation and development of Oyu Tolgoi along with the implementation of Resolution 103; the continuation of undercutting in accordance with the mine plans and designs in OTFS23; applicable taxes and royalty rates; the amount of any future funding gap to complete the Oyu Tolgoi project and the availability and amount of potential sources of additional funding; the timing and cost of the construction and expansion of mining and processing facilities; inflationary pressures on prices for critical supplies for Oyu Tolgoi resulting in cost escalation; the ability of OTLLC or the Government of Mongolia to deliver a domestic power source for Oyu Tolgoi (or the availability of financing for OTLLC or the Government of Mongolia to construct such a source) within the required contractual timeframe; sources of interim power; OTLLC's ability to operate sustainably, its community relations, and its social licence to operate in Mongolia; the impact of changes in, changes in interpretation to or changes in enforcement of, laws, regulations and government practises in Mongolia; delays, and the costs which would result from delays, in the development of the underground mine; the anticipated location of certain infrastructure and sequence of mining within and across panel boundaries; projected commodity prices and their market demand; and production estimates and the anticipated yearly production of copper, gold and silver at the Oyu Tolgoi underground mine.

The 2021 PEA is based on a conceptual mine plan that includes Inferred mineral resources. Numerous assumptions were made in the preparation of the 2021 PEA, including with respect to mineability, capital and operating costs, including inflationary pressures thereon resulting in cost escalation, production schedules, the timing of construction and expansion of mining and processing facilities, and recoveries, that may change materially once production commences at Hugo North Extension Lift 1 and additional development and capital decisions are required. Any changes to the assumptions underlying the 2021 PEA could cause actual results to be materially different from any future results, performance or achievements expressed or implied by forward-looking information relating to the 2021 PEA.

Other risks, uncertainties and factors which could cause actual results, performance or achievements of Entrée to differ materially from future results, performance or achievements expressed or implied by forward-looking information include, amongst others, unanticipated costs, expenses or liabilities; discrepancies between actual and estimated production, mineral reserves and resources and metallurgical recoveries; development plans for processing resources; matters relating to proposed exploration or expansion; mining operational and development risks, including geotechnical risks and ground conditions; regulatory restrictions (including environmental regulatory restrictions and liability); risks related to international operations, including legal and political risk in Mongolia; risks related to the potential impact of global or national health concerns; risks associated with changes in the attitudes of governments to foreign investment; risks associated with the conduct of joint ventures, including the ability to access detailed technical, financial and operational information; risks related to the Company's significant shareholders, and whether they will exercise their rights or act in a manner that is consistent with the best interests of the Company and its other shareholders; inability to upgrade Inferred mineral resources to Indicated or Measured mineral resources; inability to convert mineral resources to mineral reserves; conclusions of economic evaluations; fluctuations in commodity prices and demand; changing foreign exchange rates; the speculative nature of mineral exploration; the global economic climate; dilution; share price volatility; activities, actions or assessments by Rio Tinto or OTLLC and by government stakeholders or authorities including Erdenes Oyu Tolgoi LLC and the Government of Mongolia; the availability of funding on reasonable terms; the impact of changes in interpretation to or changes in enforcement of laws, regulations and government practices, including laws, regulations and government practices with respect to mining, foreign investment, royalties and taxation; the terms and timing of obtaining necessary environmental and other government approvals, consents and permits; the availability and cost of necessary items such as water, skilled labour, transportation and appropriate smelting and refining arrangements; unanticipated reclamation expenses; changes to assumptions as to the availability of electrical power, and the power rates used in operating cost estimates and financial analyses; changes to assumptions as to salvage values; ability to maintain the social licence to operate; accidents, labour disputes and other risks of the mining industry; global climate change; global conflicts; natural disasters; the impacts of civil unrest; the impacts of the Ukraine conflict; breaches of the Company's policies, standards and procedures, laws or regulations; trade tensions between the world's major economies; increasing societal and investor expectations, in particular with regard to environmental, social and governance considerations; the impacts of technological advancements; title disputes; limitations on insurance coverage; competition; loss of key employees; cyber security incidents; misjudgements in the course of preparing forward-looking information; and those factors discussed in the section entitled "Critical Accounting Estimates, Risks and Uncertainties" in this MD&A and in the section entitled "Risk Factors" in the AIF. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events, or otherwise. Accordingly, readers should not place undue reliance on forward-looking information.

TECHNICAL INFORMATION

Robert Cinits, P.Geo., has approved the technical disclosure in this MD&A. Mr. Cinits is a Qualified Person ("QP") as defined by NI 43-101.

Cautionary Note to United States Investors - Canadian Disclosure Standards in Mineral Resources and Mineral Reserves

All mineral reserve and mineral resource estimates included in this MD&A have been prepared in accordance with NI 43-101, which incorporates by reference the definitions of the terms ascribed by the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") in the *CIM Definition Standards for Mineral Resources and Mineral Reserves*, adopted by the CIM Council on May 10, 2014, as may be amended from time to time by the CIM.

NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral properties. NI 43-101 differs from the disclosure requirements of the United States Securities and Exchange Commission generally applicable to U.S. companies.

Accordingly, descriptions of mineral deposits contained in this MD&A may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.