

## **ENTRÉE RESOURCES LTD.**

### **TECHNICAL COMMITTEE CHARTER**

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

#### **I. PURPOSE**

The primary objective of the Technical Committee (the “Committee”) of Entrée Resources Ltd. (the “Company”) is to review and make recommendations to the Board of Directors (the “Board”) relating to the approval of budgets, exploration programs and other activities related to the Company’s mining properties.

#### **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 the Company’s mining properties.

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 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. Review and make recommendations to the Board relating to the exploration budgets and programs for the Company's mining properties;
2. 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;
3. 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 exploration results or other technical information relating to the Company's mining properties;
4. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;
5. 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;
6. Review its own performance annually; and
7. 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.