



Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on Thursday, April 30, 2020

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 persons 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, 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 and, if the holder has 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 or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 10:30 am, Pacific Daylight Time, on Tuesday, April 28, 2020

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
- **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 and clicking at the bottom of the page.

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 Entrée Resources Ltd. (the "Company") hereby appoint(s): Stephen Scott, President, Chief Executive Officer and a Director of the Company, or failing him, James Harris, a Director of the Company, or failing him, Duane Lo, Chief Financial Officer of the Company

OR

Print the name of the person you are appointing if this person is someone other than the President and Chief Executive Officer of the Company.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following directions (or if no directions have been given, as recommended by Management) on all matters that may properly come before the Annual General Meeting of shareholders of Entrée Resources Ltd. to be held at 1650 – 1066 West Hastings Street, Vancouver, British Columbia on Thursday, April 30, 2020 at 10:30 am, 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

	For	Withhold		For	Withhold		For	Withhold
01. Mark Bailey	<input type="checkbox"/>	<input type="checkbox"/>	02. Alan Edwards	<input type="checkbox"/>	<input type="checkbox"/>	03. James Harris	<input type="checkbox"/>	<input type="checkbox"/>
04. Michael Price	<input type="checkbox"/>	<input type="checkbox"/>	05. Stephen Scott	<input type="checkbox"/>	<input type="checkbox"/>	06. Anna Stylianides	<input type="checkbox"/>	<input type="checkbox"/>

Fold

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. Stock Option Plan

RESOLVED THAT:

1. the renewal of the Company's Stock Option Plan (the "Plan") be approved;
2. the Plan be amended as set forth in the information circular dated March 26, 2020;
3. all unallocated options issuable pursuant to the Plan are hereby authorized and approved;
4. the Board be authorized to reserve a sufficient number of common shares to satisfy the requirements of the Plan;
5. the Board be authorized to grant options under the Plan until April 30, 2023, being the date that is three years from the Meeting date; and
6. 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.

Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

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, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

