

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited - Expressed in United States dollars)

Three and six month periods ended June 30, 2022

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORTING

The accompanying condensed consolidated interim financial statements of Entrée Resources Ltd. (the "Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed consolidated interim financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by a company's auditor.

Condensed Consolidated Interim Statements of Financial Position

As at June 30, 2022 and December 31, 2021

(expressed in thousands of U.S. dollars, except where indicated)

	Note	June 30, 2022	December 31, 2021
Assets			
Current assets			
Cash and cash equivalents		\$ 7,698	\$ 7,090
Receivables and prepaid expenses		80	157
Prepaid licence fees		59	153
Deposits		12	12
		7,849	7,412
Non-current assets			,
Property, lease asset and equipment	4	612	128
Oyu Tolgoi assets	3	264	239
		876	367
Total assets		\$ 8,725	\$ 7,779
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	10	\$ 141	\$ 101
Current portion of lease liabilities	4	94	99
		235	200
Non-current liabilities			
Lease liabilities	4	520	-
Loan payable to Oyu Tolgoi LLC	5	10,440	10,262
Deferred revenue	6	53,657	52,419
		64,617	62,681
Total liabilities		64,852	62,881
Shareholders' deficiency			
Share capital	7	182,062	179,515
Reserves		22,028	22,728
Accumulated other comprehensive loss		(763)	(1,677)
Deficit		(259,454)	(255,668)
Total shareholders' deficiency		(56,127)	(55,102)
Total liabilities and shareholders' deficiency		\$ 8,725	\$ 7,779

Nature of operations (Note 1)

Commitments and contingencies (Note 9)

Condensed Consolidated Interim Statements of Comprehensive Loss

For the three and six months ended June 30, 2022 and 2021 (Unaudited)

(expressed in thousands of U.S. dollars, except where indicated)

	3.1	T	hree month	s ende	d June 30	Six months ended June 30			
	Note		2022		2021		2022		2021
Expenses									
Project expenditures		\$	151	\$	158	\$	251	\$	245
General and administrative			500		444		938		783
Share-based compensation	7		58		-		58		-
Depreciation			32		27		65		57
Operating loss			741		629		1,312		1,085
Foreign exchange loss (gain)			261		(101)		131		(194)
Interest income	<u>'</u>		(26)		(10)		(41)		(18)
Interest expense	5		90		86		178		171
Loss from equity investee	3		33		36		65		71
Finance costs			16		3		31		7
Deferred revenue finance costs	6		1,058		1,006		2,110		1,974
Loss for the period			2,173		1,649		3,786		3,096
Other comprehensive (income) loss									
Foreign currency translation			(1,704)		768		(914)		1,406
Total comprehensive loss		\$	469	\$	2,417	\$	2,872	\$	4,502
Net loss per common share									
Basic and fully diluted		\$	(0.01)	\$	(0.01)	\$	(0.02)	\$	(0.02)
Weighted average number of common shares outstanding									
Basic and fully diluted (000's)			196,852		187,670		196,693		187,209
Total common shares issued and outstanding (000's)	7		196,844		189,100		196,844		189,100

Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency

For the six months ended June 30, 2022 and 2021 (Unaudited)

(expressed in thousands of U.S. dollars, except where indicated)

	Note	Number of Shares (000's)	Share capital	Reserves		cumulated other prehensive loss	Deficit	Total
Balance at December 31, 2021		192,688	\$ 179,515	\$ 22,728	\$	(1,677)	\$ (255,668)	\$ (55,102)
Loss and comprehensive gain		-	-	-		914	(3,786)	(2,872)
Share-based compensation	7	-	58	-		-	-	58
Issuance of share capital – option exercises	7	41	27	(19)		-	-	8
Issuance of share capital – warrants exercises	7	4,115	2,462	(681)		-	-	1,781
Balance at June 30, 2022		196,844	\$ 182,062	\$ 22,028	\$	(763)	\$ (259,454)	\$ (56,127)
								_
Balance at December 31, 2020		186,530	\$ 176,221	\$ 23,205	\$	(1,521)	\$ (248,113)	\$ (50,208)
Loss and comprehensive loss		-	-	-		(1,406)	(3,096)	(4,502)
Issuance of share capital – share options exercised		816	270	(236)	,	-	-	34
Issuance of share capital – warrants exercised		1,754	1,078	(297)		-	-	781
Balance at June 30, 2021		189,100	\$ 177,569	\$ 22,672	\$	(2,927)	\$ (251,209)	\$ (53,895)

Condensed Consolidated Interim Statements of Cash Flows

For the six months ended June 30, 2022 and 2021 (Unaudited)

(expressed in thousands of U.S. dollars, except where indicated)

	Note	June 30, 2022	June 30, 2021
Cash flows used in operating activities			
Net loss		\$ (3,786)	\$ (3,096)
Items not affecting cash:			
Share-based compensation	7	58	-
Depreciation		65	57
Loss from equity investee	3	65	71
Interest expense	5	178	171
Finance cost, net		31	7
Unrealized foreign exchange loss (gain)		93	(208)
Deferred revenue finance costs	6	2,110	1,974
		(1,186)	(1,024)
Changes in non-cash operating working capital:			
Decrease in receivables and prepaids		77	61
Increase in accounts payable and accrued liabilities		39	195
		(1,070)	(768)
Cash flows used in investing activities			
Purchase of equipment		1	(32)
		1	(32)
Cash flows from financing activities			
Repayment of lease liability		(29)	(59)
Proceeds from issuance of common shares – share options	7	8	34
Proceeds from issuance of common shares – warrants	7	1,781	781
		1,760	756
Increase (decrease) in cash and cash equivalents		690	(43)
Cash and cash equivalents - beginning of period		7,090	7,260
Effect of exchange rate changes on cash and cash equivalents		(82)	139
Cash and cash equivalents - end of period		\$ 7,698	\$ 7,355
Cash and cash equivalents is represented by:			
Cash		\$ 6,160	\$ 7,321
Cash equivalents		1,538	·
Total cash and cash equivalents		\$ 7,698	\$ 7,355

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2022

(tabular amounts expressed in thousands of U.S. dollars, except per share amounts and where indicated)

1 Nature of operations

Entrée Resources Ltd., together with its subsidiaries (collectively referred to as the "Company" or "Entrée"), is focused on the development and exploration of mineral property interests. The Company is principally focused on its Entrée/Oyu Tolgoi JV Property in Mongolia (Note 3).

The Company has its primary listing in Canada on the Toronto Stock Exchange ("TSX") and its common shares also trade in the United States on the Over-the-Counter OTCQB Venture Market ("OTCQB") under the symbol "ERLFF".

The Company's registered office is at Suite 2900, 550 Burrard Street, Vancouver, BC, V6C 0A3, Canada.

All amounts are expressed in United States dollars, except for certain amounts denoted in Canadian dollars ("C\$").

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will be able to continue for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company estimates it has adequate financial resources to satisfy its obligations over the next 12 month period.

2 Basis of presentation

The Company prepares its condensed consolidated interim financial statements in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34"), under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretation of the International Reporting Interpretations Committee ("IFRIC"). These should be read in conjunction with the Company's annual audited consolidated financial statements as at and for the year ended December 31, 2021 ("annual financial statements"). The accounting policies and critical estimates applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements, unless otherwise stated.

The condensed consolidated interim financial statements were approved by the Audit Committee of the Board of Directors on August 4, 2022.

3 Oyu Tolgoi assets

Entrée/Oyu Tolgoi JV Property

The Company has a carried 20% participating joint venture interest in two of the Oyu Tolgoi project deposits, and a carried 20% or 30% participating joint venture interest (depending on the depth of mineralization) in the surrounding land package located in the South Gobi region of Mongolia (the "Entrée/Oyu Tolgoi JV Property"). The Entrée/Oyu Tolgoi JV Property is comprised of the eastern portion of the Shivee Tolgoi mining licence, which hosts the Hugo North Extension copper-gold deposit, and all of the Javhlant mining licence, which hosts the majority of the Heruga copper-gold-molybdenum deposit. The Shivee Tolgoi and Javhlant mining licences were granted by the Mineral Resources and Petroleum Authority of Mongolia in October 2009. Title to the two licences is held by the Company.

In October 2004, the Company entered into an arm's-length Equity Participation and Earn-In Agreement (the "Earn-In Agreement") with Turquoise Hill Resources Ltd. ("Turquoise Hill"). Under the Earn-In Agreement, Turquoise Hill agreed to purchase equity securities of the Company and was granted the right to earn an interest in what is now the Entrée/Oyu Tolgoi JV Property. Most of Turquoise Hill's rights and obligations under the Earn-In Agreement were subsequently assigned by Turquoise Hill to what was then its wholly-owned subsidiary, Oyu Tolgoi LLC ("OTLLC"). The Government of Mongolia subsequently acquired a 34% interest in OTLLC from Turquoise Hill.

On June 30, 2008, OTLLC gave notice that it had completed its earn-in obligations by expending a total of \$35 million on exploration of the Entrée/Oyu Tolgoi JV Property. OTLLC earned an 80% interest in all minerals extracted below a subsurface depth of 560 metres from the Entrée/Oyu Tolgoi JV Property and a 70% interest in all minerals extracted from surface to a depth of 560 metres from the Entrée/Oyu Tolgoi JV Property. In accordance with the Earn-In Agreement, the Company and OTLLC formed a joint venture (the "Entrée/Oyu Tolgoi JV") on terms annexed to the Earn-In Agreement (the "JVA").

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2022

(tabular amounts expressed in thousands of U.S. dollars, except per share amounts and where indicated)

The portion of the Shivee Tolgoi mining licence outside of the Entrée/Oyu Tolgoi JV Property, Shivee West, is 100% owned by the Company, but is subject to a right of first refusal by OTLLC. In October 2015, the Company entered into a License Fees Agreement with OTLLC, pursuant to which the parties agreed to negotiate in good faith to amend the JVA to include Shivee West in the definition of Entrée/Oyu Tolgoi JV Property. The parties also agreed that the annual licence fees for Shivee West would be for the account of each joint venture participant in proportion to their respective interests, with OTLLC contributing the Company's 20% share charging interest at prime plus 2% (Note 5).

The conversion of the original Shivee Tolgoi and Javhlant exploration licences into mining licences was a condition precedent to the Investment Agreement (the "Oyu Tolgoi Investment Agreement") between Turquoise Hill, OTLLC, the Government of Mongolia and Rio Tinto International Holdings Limited. The licences are part of the contract area covered by the Oyu Tolgoi Investment Agreement, although the Company is not a party to the Oyu Tolgoi Investment Agreement. The Shivee Tolgoi and Javhlant mining licences were each issued for a 30 year term and have rights of renewal for two further 20 year terms.

As of June 30, 2022, the Entrée/Oyu Tolgoi JV had expended approximately \$35.7 million (December 31, 2021 - \$35.7 million) to advance the Entrée/Oyu Tolgoi JV Property. Under the terms of the Entrée/Oyu Tolgoi JV, OTLLC contributed on behalf of the Company its required participation amount charging interest at prime plus 2% (Note 5).

Investment – Entrée/Oyu Tolgoi JV Property

For accounting purposes, the Company treats its interest in the Entrée/Oyu Tolgoi JV as a 20% equity investment. Historically, all Company expenditures related to its interest in the Entrée/Oyu Tolgoi JV have been expensed as incurred through the statement of comprehensive loss or recognized as part of the Company's share of the loss of the joint venture.

The Company's share of the loss of the joint venture was \$0.1 million for the six months ended June 30, 2022 (2021 - \$0.1 million). The joint venture has nominal current assets and liabilities, approximately \$0.3 million of non-current assets and approximately \$35.7 million of non-current liabilities.

The Entrée/Oyu Tolgoi JV investment carrying value at June 30, 2022 was \$0.3 million (December 31, 2021 - \$0.2 million) and was recorded in Oyu Tolgoi assets in the statement of financial position.

4 Leases

Lease liability

	Ju	ine 30, 2022	December 31, 2021		
Lease liability	\$	614	\$	99	
Less: current portion		(94)		(99)	
Long-term portion	\$	520	\$	-	

Undiscounted lease payments

	Ju	ne 30, 2022	December 31, 2021			
Less than one year	\$	137	\$	97		
One to five years		591		-		
	\$	728	\$	97		

In March 2022, the Company renewed its existing office lease for an additional 5 year period and calculated the right-of-use asset and lease liability as \$0.6 million based on the net present value of the future lease payments over the term of the lease.

Interest expense on the lease liability amounted to \$0.04 million for the six months ended June 30, 2022 (2021 - \$0.0 million). During the six months ended June 30, 2022, lease payments made amounted to \$0.08 million (2021 - \$0.08 million).

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2022

(tabular amounts expressed in thousands of U.S. dollars, except per share amounts and where indicated)

5 Loan payable to Oyu Tolgoi LLC

Under the terms of the Entrée/Oyu Tolgoi JV (Note 3), Entrée has elected to have OTLLC contribute funds to approved joint venture programs and budgets on the Company's behalf. 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 is non-recourse and 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.

During the six months ended June 30, 2022, the Company recorded interest expense of \$0.2 million in connection with the loan (2021 - \$0.2 million).

6 Deferred revenue

The Company has an 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") (the "Sandstorm Agreement").

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 Shivee West); 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 current Entrée/Oyu Tolgoi JV Property, 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.

7 Share capital

a) Common shares

The Company's authorized share capital consists of unlimited common shares without par value. At June 30, 2022, the Company had 196,843,690 (December 31, 2021 – 192,687,906) shares issued and outstanding.

During the six months ended June 30, 2022, share purchase warrants to purchase 4,115,354 common shares of the Company with an exercise price of C\$0.55 were exercised.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2022

(tabular amounts expressed in thousands of U.S. dollars, except per share amounts and where indicated)

b) Share options

The Company provides share-based compensation to its directors, officers, employees, and consultants through grants of share options.

The Company has adopted a stock option plan (the "Plan") to grant options to directors, officers, employees and consultants. The maximum aggregate number of shares issuable pursuant to security-based compensation arrangements of the Company and outstanding from time to time, including options granted under the Plan, may not exceed 10% of the issued and outstanding shares of the Company. Options granted can have a term of up to ten years and an exercise price typically not less than the Company's closing share price on the TSX on the last trading day before the date of grant. Vesting is determined at the discretion of the Board of Directors.

Under the Plan, an option holder may elect to transform an option, in whole or in part and, in lieu of receiving shares to which the terminated option relates (the "Designated Shares"), receive the number of shares, disregarding fractions, which, when multiplied by the weighted average trading price of the shares on the TSX during the five trading days immediately preceding the day of termination (the "Fair Value" per share) of the Designated Shares, has a total dollar value equal to the number of Designated Shares multiplied by the difference between the Fair Value and the exercise price per share of the Designated Shares.

The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the share options. Since the Company has not paid and does not anticipate paying dividends on its common shares, the expected dividend yield is assumed to be zero. Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of nil in determining the expense recorded in the accompanying Statements of Comprehensive Loss.

Share options for the six months ended June 30, 2022 are summarized as follows:

	Number of share options (000's)	Weighted average exercise price C\$
Outstanding – December 31, 2021	9,400	0.52
Granted	300	0.90
Exercised	(40)	0.60
Cancelled	(45)	0.62
Outstanding – June 30, 2022	9,615	0.53

At June 30, 2022, the following share options were outstanding:

Number of share options (000's)	Number of share options vested (000's)	Exercise price per share option (C\$)	Expiry date
1,765	1,765	0.52	Oct 2022
3,800	3,800	0.365 - 0.63	Feb – Dec 2023
1,545	1,545	0.365	Dec 2024
1,285	1,285	0.51	Dec 2025
920	920	0.77	Dec 2026
300	150	0.82 - 1.07	Apr - June 2027
9,615	9,465		

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2022

(tabular amounts expressed in thousands of U.S. dollars, except per share amounts and where indicated)

	June 30, 2022
Weighted average exercise price for exercisable options	C\$0.53
Weighted average share price for options exercised	C\$0.90
Weighted average years to expiry for exercisable share options	2.00 years

c) Share purchase warrants

During the six months ended June 30, 2022, share purchase warrants to purchase 4,115,354 common shares with an exercise price of C\$0.55 were exercised resulting in gross proceeds of C\$2,263,445 being received by the Company. 586,803 share purchase warrants with an exercise price of C\$0.55 expired on January 10, 2022.

At June 30, 2022, the following share purchase warrants were outstanding:

Number of share purchase warrants (000's)	Exercise price per share purchase warrant C\$	Expiry date
5,139	0.60	September 13, 2023

d) Deferred share units

Deferred share units ("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"). 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.

At June 30, 2022, the following DSUs were outstanding and fully vested:

	Number of DSUs (000's)
Outstanding – December 31, 2021	1,065
Outstanding – June 30, 2022	1,065

Each vested DSU entitles the holder to receive one common share of the Company or a cash payment equivalent to the closing price of one common share of the Company on the TSX on the last trading day preceding the DSU's redemption date.

8 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.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2022

(tabular amounts expressed in thousands of U.S. dollars, except per share amounts and where indicated)

The following table summarizes the classification and carrying values of the Company's financial instruments at June 30, 2022:

June 30, 2022	FVTPL	tized cost (financial assets)	tized cost (financial liabilities)	Total
Financial assets				
Cash and cash equivalents	\$ -	\$ 7,698	\$ -	\$ 7,698
Receivables	-	29	-	29
Deposits	-	12	-	12
Total financial assets	\$ -	\$ 7,739	\$ _	\$ 7,739
Financial liabilities				
Accounts payable and accrued liabilities	\$ -	\$ -	\$ 141	\$ 141
Lease liabilities	-	-	614	614
Loan payable	-	-	10,440	10,440
Total financial liabilities	\$ -	\$ -	\$ 11,195	\$ 11,195

9 Commitments and contingencies

As at June 30, 2022, the Company had the following office lease commitments:

	Total	Less	s than 1 year	1	- 3 years	3-5 years	More	e than 5 years
Lease commitments	\$ 728	\$	137	\$	410	\$ 181	\$	-

Under the terms of the Sandstorm Agreement, the Company may be subject to a contingent liability if certain events occur (Note 6).

10 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 during the six months ended June 30, 2022 and 2021 were as follows:

	2022	2021
Directors' fees	\$ 113	\$ 85
Salaries and benefits	452	378
Share based compensation	58	-

As of June 30, 2022, included in the accounts payable and accrued liabilities balance on the condensed consolidated interim statement of financial position is \$0.0 million (December 31, 2021 - \$0.0 million) due to the Company's directors and key management personnel.