

**ERDENE RESOURCE DEVELOPMENT CORP. (“Corporation”)
TECHNICAL COMMITTEE CHARTER**

I. Purpose

The Technical Committee is a standing committee of the board of directors of the Corporation (“**Board**”) charged with assisting the Board in fulfilling its technical, exploration, permitting, development, and related oversight responsibilities. Its role is to:

- (a) Provide a review of the strategic approach to technical studies and project assessment and development.
- (b) Complete technical reviews of material technical matters brought to the Technical Committee for approval by the Board. These technical matters would include but may not be limited to:
 - (i) studies;
 - (ii) contracts;
 - (iii) exploration, operational or production plans; and
 - (iv) acquisition proposals, budgets as well as other technical and operational aspects of mining activities.

Following its reviews the Technical Committee will provide feedback to management prior to delivering its recommendation to the full board.

II. Authority

The Board authorizes the Technical Committee, within the scope of its responsibilities, to:

- (a) Seek any information it requires from any employee (and all employees are directed to cooperate with any request made by the Technical Committee);
- (b) On behalf of and based on prior approval from the Board, engage independent legal, financial and other advisors, consultants and experts as it determines necessary to carry out its duties; and
- (c) On behalf of and based on prior approval from the Board, set and pay the compensation for any advisors employed by the Technical Committee.

III. Composition

The Technical Committee will be comprised of at least three directors. All Members must generally possess the skills or experience relevant to the mandate of the Technical Committee and shall have a general familiarity with mining, health, safety, environmental, and social responsibility. The Technical Committee members shall be appointed by the Board annually.

IV. Responsibilities

Responsibilities of the Technical Committee include:

- (a) The Chair of the Technical Committee shall attend as an observer the weekly Mining Studies Group Meetings.
- (b) Review and assess the adequacy of this Charter annually.
- (c) Strategic Approach – Review and consider the adequacy of the overall technical approach to project assessment, development or operations with respect to suitability for intended purpose, and alignment with the strategy of the Corporation.
- (d) Technical Activities – Review material technical aspects of the Corporation’s exploration, development, permitting, construction, and mining programs; and, in the Technical Committee’s discretion, make recommendations to management and to the Board for consideration.
- (e) Construction Agreements – Review material commercial proposals for engineering, procurement and construction (EPC), engineering, procurement, construction and management (“EPCM”), and other contractual arrangements for the exploration and development of mineral resource properties and, in the Technical Committee’s discretion, make recommendations to the Board for consideration.
- (f) Mine Exploration and Development Programs – Review material proposals for mine exploration and development programs and, in the Technical Committee’s discretion, make recommendations to the Board for its consideration.
- (g) Mining Operations – Review material operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Technical Committee’s discretion, make recommendations to the Board for consideration.
- (h) Resources and Reserves – Review all resource and reserve estimates for the Corporation’s mineral resource properties; review management’s procedures for the disclosure of resource and reserve information; and review compliance of such disclosure with regulatory and listing requirements.
- (i) Policy Review – At least annually, review the adequacy of the Corporation’s health safety, environment, and social responsibility policies and, in the Technical Committee’s discretion, recommend to the Board any changes that are necessary to keep pace with health, safety, environmental, and social responsibility trends, or with developments in the international mining industry.
- (j) Policy Compliance – As deemed appropriate by the Board, or at least annually during construction and production, the Technical Committee shall:

- (v) Monitor the Corporation's programs and procedures related to health, safety, environment, and social responsibility to ensure compliance with applicable laws and regulations, and management's assessment of the impact of proposed or enacted laws and regulations.
- (vi) Review management's assessment of the impact of proposed or enacted laws, regulations, international treaties, and voluntary codes and initiatives related to health, safety, environment, and social responsibility.
- (vii) Report to the Board on the sufficiency of resources available for carrying out the Corporation's health, safety, environmental and social responsibility obligations.

V. Meetings

- (a) The Technical Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than once a quarter. Special meetings may be held at any time deemed appropriate by any member of the Technical Committee. A quorum for the transaction of business at any meeting of the Technical Committee shall consist of a majority of the members on the Technical Committee.
- (b) The Chair of the Technical Committee will make a decision on receipt of potentially material information related to the issuance of related releases or independent technical reports as to whether to review and seek approval of the Technical Committee by email or phone meeting and communicate findings, concerns and approvals to the board by email or a scheduled meeting. The Chair of the Technical Committee will request any supporting information or attendance at the meeting by management members or consultants through the Chief Executive Officer as necessary.
- (c) These meetings may be with representatives of appropriate officers or members of management, either individually or collectively as may be required by the Chair of the Technical Committee.
- (d) The Chair of the Technical Committee will report periodically its findings and recommendations to the Board.

(Adopted by the Board of Directors of Erdene Resource Development Corporation as of June 8, 2020).