



ERDENE RESOURCE DEVELOPMENT CORP.

Erdene Announces Private Placement Comments on the Significance of the Oyu Tolgoi Agreement

Halifax, Nova Scotia – May 21st, 2015 - Erdene Resource Development Corp. (TSX:ERD) ("[Erdene](#)" or "Company"), is pleased to announce that it intends to undertake a non-brokered private placement ("Private Placement") to raise up to \$1 million and has engaged the services of Altus Securities Inc. to act as advisor on behalf of the Company. The Company is also pleased to provide comment on the recently announced Oyu Tolgoi Phase II agreement.

Private Placement

Erdene is undertaking a non-brokered Private Placement to sell up to 7,142,857 units at a price of \$0.14 per unit for gross proceeds of up to \$1,000,000. Each unit will consist of one common share of the Company and one-half of one common share purchase warrant, with each whole common share purchase warrant ("Warrant") entitling the holder to purchase one common share of the Company at a price of \$0.16 for a six month period from the closing date. Finder's fees will be paid on a portion of the Private Placement, consisting of up to 6.5% of the gross proceeds raised and up to that number of finder's fee warrants equal to up to 6.5% of the number of common shares issued on the Private Placement. Each finder's fee warrant will be exercisable into one common share of the Company at \$0.16 per share, for a period of 12 months from the closing date.

Net proceeds of the Private Placement will be used to advance the Company's 100% owned Altan Nar gold-polymetallic project in southwest Mongolia and for general working capital purposes. The Company's current work plan includes process test work, evaluations of the mining, engineering, transportation, and marketing options and exploration and development related drilling.

The Private Placement is expected to close on or before June 5, 2015, and is subject to certain conditions, including, but not limited to, the receipt of all necessary approvals including the approval and acceptance by the Toronto Stock Exchange. All securities to be issued pursuant to the Private Placement will be subject to a four-month hold period from the closing date.

Oyu Tolgoi Agreement

The agreement announced this week between Turquoise Hill Resources, Rio Tinto and the Government of Mongolia, which sets out the basis for Phase II development of the giant Oyu Tolgoi copper-gold project, is, in the opinion of Erdene's executive management, a very significant milestone for Mongolia and all stakeholders involved in its mining industry. The agreement is expected to provide a pathway for an additional US\$4 billion in financing to advance the project to the underground development phase to access the highest grade copper-gold ore zones. More importantly, this achievement signals that the Government of Mongolia ("GoM") is supportive of the

mining industry and the foreign investment required to bring mineral deposits to production. This agreement is the most recent of a number of actions taken by the GoM in support of the mining industry over the past 24 months including favorable legislative changes and a re-opening of the mineral licensing system within which Erdene is actively participating. The Oyu Tolgoi project, which was discovered in the mid 1990's and produced 589,000 ounces of gold and 148,400 tonnes of copper last year, in only its 2nd year of production, is a reflection of the mineral potential hosted in the Tian Shan trend located across the under-explored Gobi desert region of Mongolia. Erdene welcomes this news and improved environment for investors as it advances its new Altan Nar gold-polymetallic discovery towards production and pursues other endeavors in the rich copper-gold belts of southern Mongolia. As a company that has been actively exploring in Mongolia for the past 12 years, Erdene regards this announcement as confirmation by the GoM of its renewed commitment to promote the exploration and development of its vast mineral potential.

About Erdene

Erdene Resource Development Corp. is a Canada-based resource company focused on the acquisition, exploration, and development of base and precious metals in underexplored and highly prospective Mongolia. Erdene's flagship asset is its 100%-owned Altan Nar Gold-Polymetallic Project, a high-grade, near-surface deposit with mineralization extending over 5.6 kilometres. For further information on the Company, please visit www.erdene.com. Erdene has 86,533,972 issued and outstanding common shares and a fully diluted position of 95,770,593 common shares.

Forward-Looking Statements

Certain information regarding Erdene contained herein may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Although Erdene believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Erdene cautions that actual performance will be affected by a number of factors, most of which are beyond its control, and that future events and results may vary substantially from what Erdene currently foresees. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital and financing and general economic, market or business conditions. The forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and is subject to change after that date. The Company does not assume the obligation to revise or update these forward-looking statements, except as may be required under applicable securities laws.

NO REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED THE CONTENTS OF THIS RELEASE

Contact information

Erdene Resource Development Corp.

Peter C. Akerley, President and CEO

or

Ken W. MacDonald, Vice President Business Strategy and CFO

Phone: (902) 423-6419

E-mail: info@erdene.com

Website: www.erdene.com

Twitter: <https://twitter.com/ErdeneRes>