

**ERDENE RESOURCE DEVELOPMENT CORP.  
MAJORITY VOTING POLICY**

The board of directors (“**Board**”) of Erdene Resource Development Corp. (“**Corporation**”) believes that each of its members should carry the confidence and support of its shareholders and is committed to upholding high standards in corporate governance.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting for, each nominee on an individual basis. At the meeting, the chair of the meeting will call for a vote by a ballot and the scrutineer will record, with respect to each nominee the number of shares voted in his or her favour and the number of shares withheld from voting. Prior to receiving the scrutineer’s report on the ballot, the chair of the meeting may announce the vote result based on the number of proxies received by the Company. At the conclusion of the meeting, the Corporation shall issue a news release providing detailed disclosure of the voting results for the election of directors.

In an uncontested election of directors of the Corporation, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholder’s meeting for the election of directors. Accordingly, if any nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election, that director shall promptly tender his or her resignation to the chair of the Board following the meeting. The resignation will be effective when accepted by the Board. In this policy, an “uncontested election” means an election where the number of nominees for director equals the number of directors to be elected.

The Corporation’s corporate governance committee (“**Committee**”) shall consider the offer of resignation and recommend to the Board whether or not to accept it. Any director who tenders his or her resignation may not participate in the deliberations of either the Committee or the Board. In its deliberations, the Committee will consider any stated reasons why shareholders “withheld” votes from the election of that director, the length of service and the qualifications of the director, the director’s contributions to the Corporation, the effect such resignation may have on the Corporation’s ability to comply with any applicable governance rules and policies and the dynamics of the Board, and any other factors that the Committee considers relevant.

The Board shall act on the Committee’s recommendation within 90 days following the applicable meeting and announce its decision via news release, after considering the factors considered by the Committee and any other factors that the Board considers relevant. A copy of the news release and advice of the Board’s decision shall be sent to the Toronto Stock Exchange. The Board expects to accept the resignation except in situations where extenuating circumstances would warrant the director to continue to serve on the Board. However, if the Board declines to accept the resignation, it should include in the news release the reasons for its decision.

If a resignation is accepted, the Board may, subject to any corporate law restrictions and the Corporation’s constating documents: (i) leave any resulting vacancy unfilled until the next annual general meeting; (ii) appoint a new director to fill the vacancy created by the resignation who the

Board considers will have the confidence of shareholders; or (iii) call a special meeting of shareholders at which there will be presented a management slate to fill the vacant position or positions.

If a director does not tender his or her resignation in accordance with this policy, the Board shall not re-nominate that director at the next election.

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Adopted by the Board of Directors of Erdene Resource Development Corp. effective April 18, 2013, amended March 6, 2017 and reviewed by the Corporate Governance and Disclosure Policy Committee in May, 2020.