

## **ERDENE RESOURCE DEVELOPMENT CORPORATION**

### **Annual and Special Meeting of Shareholders Held on June 14, 2017**

#### **REPORT OF VOTING RESULTS**

*Pursuant to Section 11.3 of  
National Instrument 51-102 – Continuous Disclosure Obligations*

Following the annual and special meeting of the holders of common shares of Erdene Resource Development Corporation (the "**Corporation**") held on June 14, 2017 (the "**Meeting**") and pursuant to section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the following sets forth a brief description of each matter that was voted upon at the Meeting and the outcome of each vote.

#### **1. Election of Directors of the Corporation**

The eight (8) nominees for directors that were proposed by management of the Corporation were elected by a majority of shareholders pursuant to a vote conducted by show of hands. Proxy voting results represented at the meeting for each nominee were as follows:

Nominee	Votes For	% For	Votes Withheld	% Withheld
Peter C. Akerley	67,759,961	99.98%	11,725	0.02%
Dr. Anna G. Biolik	67,759,186	99.98%	12,500	0.02%
William B. Burton	67,765,265	99.99%	6,421	0.01%
John P. Byrne	67,770,686	100.00%	1,000	0.00%
J.C. (Chris) Cowan	67,755,336	99.98%	16,350	0.02%
T. Layton Croft	67,755,336	99.98%	16,350	0.02%
David V. Mosher	67,771,686	100.00%	0	0.00%
Philip L. Webster	67,770,686	100.00%	1,000	0.00%

#### **2. Appointment of Auditor**

The passing of a resolution re-appointing KPMG LLP, Chartered Accountants, as auditor of the Corporation to hold office until the next annual shareholders' meeting or until its successor is appointed and authorizing the directors of the Corporation to fix its remuneration. According to proxies received and votes cast, the resolution was approved.

#### **3. Approval of Continuance and Second Amendment and Restatement of Shareholder Rights Plan**

The passing of a resolution to approve and confirm the continuance and amendment and restatement of the Corporation's amended and restated shareholder rights plan agreement

dated June 19, 2014. According to proxies received and votes cast, the resolution was approved.