

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**170 Cromarty Drive, Suite 200
Dartmouth NS Canada B3B 0G1**

The annual and special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of Erdene Resource Development Corporation ("**Corporation**") will be held at 1969 Upper Water Street, Suite 1300, McInnes Cooper Tower – Purdy's Wharf, Halifax, Nova Scotia, on May 28, 2026 at 10:00 a.m. (Atlantic Time) for the following purposes:

- (i) to receive the audited financial statements of the Corporation for the year ended December 31, 2025, together with the report of the Auditors thereon. No vote by Shareholders with respect to the financial statements is required or proposed to take place;
- (ii) to elect directors of the Corporation for the forthcoming year;
- (iii) to appoint the Auditors of the Corporation for the forthcoming year and to authorize the directors to fix the Auditors' remuneration;
- (iv) to approve all unallocated Rights (as defined in the Circular) issuable under the Corporation's omnibus equity incentive plan; and
- (v) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Details of the matters proposed to be put before the Meeting are set forth in the management information circular ("**Circular**") accompanying and forming part of this notice of meeting ("**Notice of Meeting**").

Only Shareholders of record as of the close of business on April 23, 2026 are entitled to receive notice of the Meeting and, except as noted in the attached Circular, to vote at the Meeting. To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc., not later than May 26, 2026 at 10:00 a.m.** (Atlantic Time). A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted, you must sign and return all proxies and voting instruction forms that you receive.

DATED at Dartmouth, in the Halifax Regional Municipality, Nova Scotia, this 27th day of April, 2026.

BY ORDER OF THE BOARD OF DIRECTORS
(*signed*) *Peter C. Akerley*
President and Chief Executive Officer