

ERDENE RESOURCE DEVELOPMENT CORPORATION

Resolution of Shareholders Regarding DSU Plan Amendment

*[Capitalized terms have the meanings ascribed thereto in the Management Information Circular of Erdene Resource Development Corporation ("**Corporation**") dated May 15, 2019.]*

BE IT RESOLVED, as an ordinary resolution, that:

1. amendments to the Corporation's Deferred Stock Unit Plan to replace the Current Plan Limit with the New Plan Limit are hereby approved; and
2. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

Certificate

I, D. Suzan Frazer, the Secretary of the Corporation, hereby certify that the above is a true copy of the resolution duly adopted by the shareholders of the Corporation at its annual and special meeting held on June 20, 2019. I further certify that this resolution is still in full force and effect, unamended.

DATED this 20th day of June, 2019.



D. SUZAN FRAZER

ERDENE RESOURCE DEVELOPMENT CORPORATION

Resolution of Shareholders Regarding Unallocated Options

*[Capitalized terms have the meanings ascribed thereto in the Management Information Circular of Erdene Resource Development Corporation ("**Corporation**") dated May 15, 2019.]*

WHEREAS the Board adopted on April 9, 2007 the Plan, as amended by the Board on December 16, 2010 and May 15, 2019, which does not have a fixed maximum number of Common Shares issuable;

AND WHEREAS the Shareholders approved the Plan, by a majority of votes cast, on May 10, 2007;

AND WHEREAS the rules of the Toronto Stock Exchange provide that all unallocated options, rights or other entitlements under a security based compensation arrangement which does not have a fixed number of maximum securities issuable, be approved every three (3) years;

AND WHEREAS the Shareholders on June 14, 2016 approved all unallocated options issuable under the Plan until June 14, 2019;

NOW THEREFORE BE IT RESOLVED as an ordinary resolution of the Shareholders of the Corporation that:

1. all unallocated options issuable under the Plan be and are hereby approved;
2. the Corporation have the ability to continue granting options under the Plan until June 20, 2022, which is the date that is three (3) years from the date of the Meeting; and
3. any officer or director of the Corporation is hereby authorized, for and on behalf of the Corporation, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

Certificate

I, D. Suzan Frazer, the Secretary of the Corporation, hereby certify that the above is a true copy of the resolution duly adopted by the shareholders of the Corporation at its annual and special meeting held on June 20, 2019. I further certify that this resolution is still in full force and effect, unamended.

DATED this 20th day of June, 2019.



D. SUZAN FRAZER