



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2024 and 2023

(Canadian dollars)
(Unaudited)

Prepared by management – See Notice to Reader

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice to this effect. These unaudited condensed consolidated interim financial statements have been prepared by management of the Corporation. Management have compiled the unaudited condensed consolidated interim statements of financial position of Erdene Resource Development Corporation as at September 30, 2024, and December 31, 2023, and the unaudited condensed consolidated interim statements of comprehensive loss (income), changes in equity and cash flows for the three and nine months ended September 30, 2024 and 2023. The Corporation's independent auditors have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the September 30, 2024, and 2023 condensed consolidated interim financial statements. Readers are cautioned that these statements may not be appropriate for their intended purposes.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Condensed Consolidated Interim Statements of Financial Position

(Canadian dollars)

(Unaudited)

	Notes	September 30, 2024	December 31, 2023
Assets			
Cash and cash equivalents		\$ 2,542,997	\$ 4,349,599
Receivables		89,647	6,722
Prepaid expenses		51,144	1,455,652
Current assets		2,683,788	5,811,973
Investment in associate	4	51,314,219	51,248,731
Exploration and evaluation assets	5	2,278,897	1,961,506
Property, plant and equipment		40,691	21,155
Right-of-use assets		-	19,581
Non-current assets		53,633,807	53,250,973
Total Assets		\$ 56,317,595	\$ 59,062,946
Liabilities and Equity			
Trade and other payables		\$ 440,089	\$ 163,212
Lease liabilities		-	22,939
Current liabilities		440,089	186,151
Total Liabilities		440,089	186,151
Shareholders' Equity			
Share capital	7	\$ 159,541,378	\$ 158,086,286
Contributed surplus	7	31,290,254	30,147,989
Accumulated other comprehensive loss		(211,477)	(849,598)
Deficit		(134,742,649)	(128,507,882)
Total Shareholders' Equity		55,877,506	58,876,795
Total Liabilities and Equity		\$ 56,317,595	\$ 59,062,946

Commitments (Note 6)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Approved on behalf of the Board:

Signed "Kenneth W. MacDonald"

Director

Signed "T. Layton Croft"

Director

ERDENE RESOURCE DEVELOPMENT CORPORATION

Condensed Consolidated Interim Statements of Comprehensive Loss (Income)

(Canadian dollars)

(Unaudited)

	Notes	For the three months ended September 30,		For the nine months ended September 30,	
		2024	2023 Adjusted (Note 12)	2024	2023 Adjusted (Note 12)
Operating Expenses					
Exploration and evaluation	8	\$ 215,903	\$ 219,670	\$ 1,595,649	\$ 765,096
Corporate and administration	9	582,089	600,595	4,026,707	2,572,160
Loss from operating activities		797,992	820,265	5,622,356	3,337,256
Loss from investment in associate	4	918,649	445,493	1,820,272	1,706,024
Finance income		(33,210)	(59,386)	(119,224)	(208,064)
Interest expense		23	536	427	2,013
Foreign exchange loss (gain)		4,126	(6,809)	(18,327)	9,387
Gain on loss of control of subsidiary	4	-	-	-	(6,544,863)
Gain on dilution of investment in associate	4	-	-	(1,070,737)	-
Net Loss (Income)		\$ 1,687,580	\$ 1,200,099	\$ 6,234,767	\$ (1,698,247)
Other comprehensive loss (income):					
Foreign currency translation difference arising on translation of foreign subsidiaries		(558,869)	(823,527)	(638,121)	(184,462)
Foreign currency translation difference realized on loss of control of subsidiary	4	-	-	-	(5,110,896)
Other Comprehensive Loss (Income)		(558,869)	(823,527)	(638,121)	(5,295,358)
Total Comprehensive Loss (Income)		\$ 1,128,711	\$ 376,572	\$ 5,596,646	\$ (6,993,605)
Basic and diluted loss (income) per share		\$ 0.00	\$ 0.00	\$ 0.02	\$ (0.01)
Basic weighted average number of shares outstanding		348,597,157	344,415,884	346,780,285	344,363,111
Diluted weighted average number of shares outstanding		348,597,157	344,415,884	346,780,285	344,363,111

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Condensed Consolidated Interim Statements of Changes in Equity

(Canadian dollars)

(Unaudited)

	Notes	Number of shares	Share capital	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total equity
Balance at January 1, 2024		344,888,176	\$ 158,086,286	\$ 30,147,989	\$ (849,598)	\$ (128,507,882)	\$ 58,876,795
Total comprehensive (loss) income for the period:							
Net loss		-	-	-	-	(6,234,767)	(6,234,767)
Other comprehensive income		-	-	-	638,121	-	638,121
Options exercised	7	2,880,000	988,560	(308,860)	-	-	679,700
Warrants exercised	7	963,930	466,532	(36,794)	-	-	429,738
Share-based compensation		-	-	1,487,919	-	-	1,487,919
Total transactions with owners		3,843,930	1,455,092	1,142,265	-	-	2,597,357
Balance at September 30, 2024		348,732,106	\$ 159,541,378	\$ 31,290,254	\$ (211,477)	\$ (134,742,649)	\$ 55,877,506
					Adjusted (Note 12)	Adjusted (Note 12)	
Balance at January 1, 2023		344,300,376	\$ 157,880,069	\$ 28,727,197	\$ (5,952,986)	\$ (129,029,925)	\$ 51,624,355
Total comprehensive income for the period:							
Net income		-	-	-	-	1,698,247	1,698,247
Other comprehensive income		-	-	-	5,295,358	-	5,295,358
Options exercised	7	100,000	31,400	(11,400)	-	-	20,000
Issue of shares from DSU plan	7	17,614	6,750	(6,750)	-	-	-
Share-based compensation		-	-	1,505,227	-	-	1,505,227
Total transactions with owners		117,614	38,150	1,487,077	-	-	1,525,227
Balance at September 30, 2023		344,417,990	\$ 157,918,219	\$ 30,214,274	\$ (657,628)	\$ (127,331,678)	\$ 60,143,187

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Condensed Consolidated Interim Statements of Cash Flows

(Canadian dollars)

(Unaudited)

		For the three months ended September 30,		For the nine months ended September 30,	
	Notes	2024	2023 Adjusted (Note 12)	2024	2023 Adjusted (Note 12)
Cash flows from (used in) operating activities:					
Net (loss) income		\$ (1,687,580)	\$ (1,200,099)	\$ (6,234,767)	\$ 1,698,247
Items not involving cash:					
Depreciation and amortization		7,750	9,192	27,028	27,787
Share-based compensation	7	86,747	295,002	1,487,919	1,505,227
Finance income		(33,210)	(59,386)	(119,224)	(208,064)
Foreign exchange not related to cash		4,126	(6,809)	(18,327)	9,387
Loss from investment in associate	4	918,649	445,493	1,820,272	1,706,024
Gain on loss of control of subsidiary	4	-	-	-	(6,544,863)
Gain on dilution of investment in associate	4	-	-	(1,070,737)	-
Change in non-cash operating working capital		147,553	(384,373)	1,372,537	(564,745)
Cash flows used in operating activities		(555,965)	(900,980)	(2,735,299)	(2,371,000)
Cash flows from (used in) financing activities:					
Proceeds on exercise of stock options	7	73,700	-	679,700	20,000
Proceeds on exercise of warrants	7	32,239	-	429,738	-
Repayment of lease liabilities		(5,824)	(8,223)	(22,939)	(24,265)
Cash flows from financing activities		100,115	(8,223)	1,086,499	(4,265)
Cash flows from (used in) investing activities:					
Expenditures on exploration and evaluation assets	5	(56,415)	(58,592)	(270,655)	(1,007,186)
Expenditures on property, plant and equipment		(930)	(3,085)	(27,136)	(3,085)
Interest received		33,210	59,386	119,224	208,064
Loss of cash from deconsolidation of subsidiary		-	-	-	(254,049)
Cash flows used in investing activities		(24,135)	(2,291)	(178,567)	(1,056,256)
Effect of exchange rate changes on cash balances		(4,512)	8,007	20,765	(4,363)
Increase in cash and cash equivalents		(484,497)	(903,487)	(1,806,602)	(3,435,884)
Cash and cash equivalents, beginning of period		3,027,494	4,889,203	4,349,599	7,421,600
Cash and cash equivalents, end of period		\$ 2,542,997	\$ 3,985,716	\$ 2,542,997	\$ 3,985,716

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

1. Nature of operations:

Erdene Resource Development Corporation ("Erdene" or the "Corporation") is a Canadian based resource company focused on the exploration and development of precious and base metal deposits in Mongolia. The Corporation's principal development is the Bayan Khundii Gold Project, located in Bayankhongor province, Mongolia, held by its Associate, Erdene Mongol LLC. The Corporation's common shares are listed on the Toronto Stock Exchange under the symbol "ERD" and the Mongolian Stock Exchange under the symbol "ERDN". The address of the Corporation's registered office is 1300-1969 Upper Water Street, Halifax, Nova Scotia, B3J 2V1.

2. Basis of presentation

These unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2024 (the "Interim Financial Statements") have been prepared in accordance with IAS 34 – Interim Financial Reporting. The Interim Financial Statements should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2023 ("Annual Financial Statements"), which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS").

These unaudited condensed consolidated interim financial statements were authorized for issue on behalf of the Board of Directors on November 12, 2024.

3. Changes in accounting policies

Erdene has adopted the following new and revised standards, along with any consequential amendments, effective January 1, 2024. These changes were made in accordance with applicable transitional provisions.

IAS 1 – Presentation of Financial Statements

In October 2022, the IASB finalized issuance of Classification of Liabilities as Current or Non-Current, which made amendments to IAS 1 Presentation of Financial Statements, providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or noncurrent depends on the rights existing at the end of the reporting period as opposed to the expectations of exercising the right for settlement of the liability. The amendments further clarify that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. The application of the amendment has been made on a prospective basis and did not have an impact on the Corporation.

4. Investment in Associate

On January 10, 2023, the Corporation entered into Strategic Alliance and Investment Agreements (the "Agreements") with Mongolian Mining Corporation ("MMC") for the development of its Bayan Khundii Gold Project. The key economic terms of these agreements are as follows:

- MMC to invest US\$40 million through a series of convertible promissory notes in return for a 50% equity interest in Erdene's primary Mongolian subsidiary, Erdene Mongol LLC ("EM"), which holds the Khundii and Altan Nar mining licenses, as well as the Ulaan exploration license.
- Erdene will retain a 50% equity interest in EM and a 5.0% Net Smelter Return ("NSR") royalty on all production from the Khundii, Altan Nar and Ulaan licenses, as well as any properties acquired within 5 kilometres of these licenses, beyond the first 400,000 ounces of gold recovered.

While Erdene owned 100% of the equity of EM during the year ended December 31, 2023, the Agreements contained governance provisions such that the Corporation could no longer unilaterally direct relevant activities of EM. Consequently, the Corporation concluded that control of EM was lost and derecognized the assets and liabilities of EM on January 10, 2023.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

4. Investment in Associate (continued)

However, Management determined that Erdene maintained significant influence over the decision-making processes of EM and thus began using the equity method to account for its investment in EM from this date.

At the date that control of the subsidiary was lost, January 10, 2023, the Corporation calculated the fair value of its investment in EM as \$53,527,101 using the value implied by MMC's investment, as such value was agreed through negotiation between arm's length, market participants. As a result, a gain of \$6,544,863 as well as \$5,110,896 of foreign currency translation difference was recognized in its consolidated statement of comprehensive loss (income) for the nine months ended September 30, 2023.

The following tables summarize the financial information relating to Erdene's investment in EM on January 10, 2023, which was immediately prior to deconsolidation. The amounts disclosed are before intercompany eliminations:

As at	January 10, 2023
Cash and cash equivalents	\$ 254,049
Receivables	69,558
Other current assets	43,236
Current assets	366,843
Current liabilities	(1,145,712)
Current net assets	(778,869)
Exploration and evaluation assets (Note 5)	42,130,165
Property, plant and equipment	520,046
Non-current assets	42,650,211
Total net assets	41,871,342

On January 23, 2024, EM issued shares representing 50% of its equity to MMC in connection with the conversion of the convertible promissory notes. At the date MMC subscribed to shares in EM, the Corporation recognized a gain on dilution of its investment retained in EM of \$1,296,760, calculated in reference to MMC's investment in EM through the convertible promissory notes. A summary of changes in the Corporation's Investment in Associate during the nine months ended September 30, 2024 is as follows:

Investment in associate, December 31, 2023	\$ 51,248,731
Share of loss of associate to January 23, 2024	(26,250)
Gain on dilution, January 23, 2024	1,296,760
Share of loss of associate from January 23, 2024	(1,794,022)
Effect of movements in exchange rates	589,000
Investment in associate, September 30, 2024	\$ 51,314,219

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

5. Exploration and evaluation assets

	Bayan Khundii	Altan Nar	Ulaan	Zuun Mod & Other	Total
Balance, January 1, 2024	\$ -	\$ -	\$ -	\$ 1,961,506	\$ 1,961,506
Additions	-	-	-	270,655	270,655
Effect of movements in exchange rates	-	-	-	46,736	46,736
Balance, September 30, 2024	\$ -	\$ -	\$ -	\$ 2,278,897	\$ 2,278,897
Balance, January 1, 2023	\$ 36,183,734	\$ 4,257,954	\$ 1,688,477	\$ 923,991	\$ 43,054,156
Deconsolidation (Note 4)	\$ (36,183,734)	\$ (4,257,954)	\$ (1,688,477)	-	(42,130,165)
Additions	-	-	-	1,043,280	1,043,280
Effect of movements in exchange rates	-	-	-	(5,765)	(5,765)
Balance, December 31, 2023	\$ -	\$ -	\$ -	\$ 1,961,506	\$ 1,961,506

Mongolian mineral exploration licenses are valid for a period of three years and, through renewals, can be extended to a maximum of twelve years. Mining licenses are issued for an initial term of 30 years with two 20-year extensions possible.

With the loss of control of its subsidiary EM as at January 10, 2023, the Corporation's exploration and evaluation assets for its Bayan Khundii, Altan Nar and Ulaan licenses are reported within its Investment in Associate from this date. See Note 4 for further details.

Zuun Mod Copper & Molybdenum Resource & Other

The Zuun Mod property is located in Bayankhongor province in Mongolia and is comprised of a 6,041-hectare molybdenum-copper mining license, issued in 2011. In 2021, the Corporation completed a strategic and economic review of the property which confirmed the potential viability of the property. Recent exploration expanded mineralization at the large porphyry deposit, further demonstrating the potential of the project.

6. Commitments

Sandstorm Gold Ltd. ("Sandstorm") holds a 1% net smelter returns royalty ("NSR Royalty") on the Altan Nar, Khundii and Ulaan licenses held by EM, that is guaranteed by the Corporation. Sandstorm has been given a right of first refusal on future stream or royalty financings related to these licenses.

Versamet Royalties Corp. holds a 1.5% NSR Royalty on Erdene's Zuun Mod license. Erdene has the option to buy down a portion of the royalty if certain production milestones are achieved.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

7. Share capital and contributed surplus

Authorized

An unlimited number of common shares with no par value.

Warrants

The following table summarizes the continuity of the warrants for the nine months ended September 30, 2024, and 2023:

	September 30, 2024		September 30, 2023	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Outstanding at January 1	25,264,122	\$ 0.42	25,264,122	\$ 0.42
Exercised	(963,930)	0.45	-	-
Expired	(11,320,340)	0.45	-	-
Outstanding at September 30	12,979,852	\$ 0.40	25,264,122	\$ 0.42
Exercisable at September 30	12,979,852	\$ 0.40	25,264,122	\$ 0.42

During the nine months ended September 30, 2024, 963,930 warrants were exercised at a weighted average price of \$0.45 for proceeds of \$429,738 (2023 – 0 warrants exercised). Also, during the nine months ended September 30, 2024, 11,320,340 warrants expired (2023 – 0 warrants expired). Subsequent to September 30, 2024, 3,682,777 warrants were exercised at a weighted average price of \$0.40 for proceeds of \$1,473,111. The remaining 9,297,075 warrants, with an exercise price of \$0.40, expire in December 2024.

Omnibus equity incentive plan and Legacy Plans

The Corporation adopted an omnibus equity incentive plan (the “Omnibus Plan”) which was approved by the shareholders of the Corporation on June 22, 2023. The Omnibus Plan provides the Corporation with share-related mechanisms, including incentive stock options, deferred share units (“DSUs”), restricted share units (“RSUs”), and performance share units (“PSUs”), to attract, retain and motivate qualified directors, employees and consultants of the Corporation and its subsidiaries. The Omnibus Plan replaced legacy plans including an incentive stock option plan and a deferred stock option plan (the “Legacy Plans”). Awards granted under these legacy plans remain in place under the terms of their initial issuance.

The Omnibus Plan is a variable plan and the aggregate number of common shares that may be issued upon the exercise or settlement of awards granted under the Omnibus Plan, together with awards outstanding under the Legacy Plans, shall not exceed 10% of the Corporation’s total issued and outstanding common shares at any time.

For the nine months ended September 30, 2024, the Corporation charged a total of \$1,487,919 of stock-based compensation expense to the statement of comprehensive loss (income) (2023 – \$1,505,227), reflecting the fair value of options and DSUs granted under the Omnibus Plan and the Legacy Plans. Details on the outstanding awards under the Omnibus Plan and Legacy Plans are included below.

Stock options

The Corporation’s Omnibus Plan and Legacy Plans allow for the grant of options to purchase common shares of the Corporation by directors, officers, employees and consultants of the Corporation. The terms and conditions of each grant of options are determined by the Board of Directors. If there are no terms specified upon grant, options vest immediately on the grant date.

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

7. Share capital and contributed surplus (continued)

Options granted during the nine months ended September 30, 2024 resulted in a charge of \$939,500 to share based compensation included in exploration expenses and corporate and administration expenses (2023 – \$1,078,276). During the nine months ended September 30, 2024, 2,880,000 options were exercised at a weighted average price of \$0.24 for proceeds of \$679,700 and 415,000 options expired (2023 – 100,000 options exercised and 3,080,000 options expired).

Changes in stock options during the nine months ended September 30, 2024 and 2023 were as follows:

	September 30, 2024		September 30, 2023	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at January 1	20,485,000	\$ 0.35	17,555,000	\$ 0.36
Granted	5,680,000	0.30	6,325,000	0.36
Exercised	(2,880,000)	0.24	(100,000)	0.20
Expired	(415,000)	0.40	(3,080,000)	0.40
Outstanding at September 30	22,870,000	\$ 0.35	20,700,000	\$ 0.35
Exercisable at September 30	22,870,000	\$ 0.35	20,700,000	\$ 0.35

Deferred share units

During the nine months ended September 30, 2024, the Corporation granted 1,388,762 DSUs under the Omnibus Plan with an average fair value of \$0.39 per DSU (2023 – 1,312,535 DSUs with fair value of \$0.33 per DSU). The fair value of \$548,419 (2023 – \$426,951) was charged to share based compensation included in exploration expenses and corporate and administration expenses. During the nine months ended September 30, 2024, no shares were issued in satisfaction of DSUs (2023 - 17,614 shares issued with an average value of \$0.37 per DSU).

On the grant date, DSUs vest immediately and plan members are credited with the DSUs granted to them. Upon termination or death of the plan member, the Corporation pays the then market value of the plan member's shares either in cash or in shares, at the sole discretion of the Corporation. Since the type of payout is at the discretion of the Corporation, and the Corporation does not intend to cash settle awards under the plan, the plan is accounted for as an equity settled plan. The provisions of DSUs issued under the Omnibus Plan adopted on June 22, 2023, are consistent with those of the legacy DSU plan.

The following table summarizes the continuity and five-day volume weighted average price at grant date of DSUs for the nine months ended September 30, 2024 and 2023:

	September 30, 2024	September 30, 2023
	Number of DSUs	Number of DSUs
Outstanding at January 1	8,442,250	7,287,272
Granted	1,388,762	1,312,535
Issued	-	(17,614)
Outstanding at September 30	9,831,012	8,582,193

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Five day volume weighted average price at grant date	\$ 0.39	\$ 0.33

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

8. Exploration and evaluation expenses

The following table summarizes exploration and evaluation expenses for the three and nine months ended September 30, 2024 and 2023:

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
		Adjusted (Note 12)		Adjusted (Note 12)
Depreciation & amortization	\$ 1,415	\$ -	\$ 2,783	\$ -
Direct costs	91,962	45,498	390,047	67,779
Employee compensation costs	122,526	21,253	684,690	33,088
Share-based compensation	-	152,919	518,129	664,229
	\$ 215,903	\$ 219,670	\$ 1,595,649	\$ 765,096

9. Corporate and administration expenses

The following table summarizes corporate and administration expenses for the three and nine months ended September 30, 2024 and 2023:

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
Administrative services	\$ 220,326	\$ 188,928	\$ 902,738	\$ 754,267
Depreciation and amortization	6,339	9,193	24,249	27,787
Financing costs	-	-	1,269,124	-
Investor relations and marketing	149,228	79,121	298,312	245,766
Office and sundry	29,839	26,980	68,466	81,045
Professional fees	55,216	100,532	216,882	349,104
Regulatory compliance and board	22,057	43,144	182,631	198,852
Share-based compensation	86,747	142,083	969,790	840,998
Travel and accommodations	12,337	10,614	94,515	74,341
	\$ 582,089	\$ 600,595	\$ 4,026,707	\$ 2,572,160

10. Financial instruments

Credit risk:

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Carrying Amount	
	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 2,542,997	\$ 4,349,599
Receivables	89,647	6,722
	\$ 2,632,644	\$ 4,356,321

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

10. Financial instruments (continued)

The Corporation manages credit risk by holding the majority of its cash and cash equivalents with high quality financial institutions in Canada, where management believes the risk of loss to be low. At September 30, 2024, \$69,506 or 3% of the balance of cash was held in banks outside Canada (2023 - \$35,672 or 1%).

Liquidity risk:

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Corporation's approach to managing liquidity is to ensure, to the extent possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions.

Market risk:

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Corporation invests excess cash in interest bearing savings accounts, which are subject to interest rate risk.

b) Foreign currency risk

The functional currency of the Corporation is the Canadian dollar, and the functional currency of the Corporation's subsidiaries is the Mongolian tugrik. Additionally, the Corporation incurs expenses in US dollars. Consequently, fluctuations of the Canadian dollar in relation to other currencies impacts the fair value of financial assets, liabilities and operating results. Financial assets and liabilities subject to currency translation risk primarily include US dollar denominated cash, accounts payable and accrued liabilities, as well as the Corporation's net investment in its Mongolian subsidiaries. The Corporation maintains US dollar bank accounts in Canada.

The Corporation's exposure to US dollar currency risk was as follows:

	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 495,914	\$ 1,050,778
Trade and other payables	(16,883)	(5,949)
	\$ 479,031	\$ 1,044,829

A 10% change in the US dollar exchange rate would affect net and comprehensive loss (income) and deficit by approximately \$47,900 (December 31, 2023 - \$104,500).

The Corporation's exposure to Mongolian Tugrik currency risk was as follows:

	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 26,380	\$ 876
Trade and other receivables	18,771	2,138
Trade and other payables	(17,079)	(18)
	\$ 28,072	\$ 2,996

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

10. Financial instruments (continued)

A 10% change in the Mongolian Tugrik exchange rate would affect net and comprehensive loss (income) and deficit by approximately \$2,800 (December 31, 2023 - \$300).

c) Price risk

The Corporation's financial instruments are not exposed to direct price risk other than that associated with commodity price fluctuations impacting the mineral exploration and mining industries as the Corporation has no significant revenues.

Fair Value:

Assets and liabilities measured at fair value in the consolidated statements of financial position, or disclosed in the notes to the financial statements, are categorized using a fair value hierarchy that reflects the significance of the inputs used in determining the fair values:

- a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- b) Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of financial assets and liabilities are approximately equal to their carrying values given the short term to maturity of such instruments.

11. Related parties

The Corporation has defined key management personnel as senior executive officers, as well as the Board of Directors. The total remuneration of key management personnel and the Board of Directors was as follows:

	Nine months ended September 30,	
	2024	2023
Directors' fees and other compensation	\$ 84,750	\$ 122,750
Share-based compensation to directors	569,500	466,400
Executive compensation and benefits	1,409,848	1,319,485
Share-based compensation to key management	578,512	483,747
	\$ 2,642,610	\$ 2,392,382

12. Prior Period Adjustment

In preparing the annual consolidated financial statements for the year ended December 31, 2023, it was determined that while the Corporation held 100% of the shares in its subsidiary EM throughout the year ended December 31, 2023, the Corporation lost control of EM on January 10, 2023, the date Erdene executed the Agreements with MMC (see note 4 for further details).

With the loss of control of EM, the Corporation no longer consolidates its investment in EM. However, as significant influence is maintained, the Corporation accounts for its investment in EM using the equity method of accounting. Consequently, certain comparative period financial statement line items have been updated to reflect the change in accounting presentation.

As there was no change in the Corporation's economic ownership of EM throughout 2023, the net impact of this change is limited to the non-cash gain recognized on loss of control, which is not considered material. The following tables summarize the change in presentation of prior year balances as a result of the change in

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

12. Prior Period Adjustment (continued)

disclosure from consolidation to equity accounting for the investment in EM (Note: Rounding in the tables below may cause computational discrepancies):

Condensed Consolidated Interim Statement of Financial Position

As at September 30, 2023	As previously reported	Prior period adjustment	As adjusted
Current assets	\$ 30,142,223	\$ (24,662,312)	\$ 5,479,911
Investment in associate	-	51,811,966	51,811,966
Other non-current assets	64,101,385	(60,964,456)	3,136,929
Current liabilities	45,756,182	(45,470,561)	285,621
Non-current liabilities	-	-	-
Net assets	48,487,426	11,655,759	60,143,185

Condensed Consolidated Interim Statement of Comprehensive Loss (Income)

Nine months ended September 30, 2023	As previously reported	Prior period adjustment	As adjusted
Loss from operating activities	\$ 4,814,747	\$ (1,477,491)	\$ 3,337,256
Net Loss (Income)	4,846,618	(6,544,865)	(1,698,247)
Other comprehensive loss (income)	(184,462)	(5,110,896)	(5,295,358)
Total Comprehensive Loss (Income)	4,662,156	(11,655,759)	(6,993,605)
Basic and diluted loss (income) per share	\$ 0.01	\$ (0.02)	\$ (0.01)

Condensed Consolidated Interim Statement of Changes in Equity

As at September 30, 2023	As previously reported	Prior period adjustment	As adjusted
Share capital	\$ 157,918,219	\$ -	\$ 157,918,219
Contributed surplus	30,214,274	-	30,214,274
Accumulated other comprehensive loss	(5,768,524)	5,110,896	(657,628)
Deficit	(133,876,543)	6,544,863	(127,331,678)
Total equity	\$ 48,487,426	\$ 11,655,759	\$ 60,143,187

ERDENE RESOURCE DEVELOPMENT CORPORATION

Notes to Condensed Consolidated Interim Financial Statements

(Canadian dollars)

(Unaudited)

For the three and nine months ended September 30, 2024 and 2023

12. Prior Period Adjustment (continued)

Condensed Consolidated Interim Statement of Cash Flows

Nine months ended September 30, 2023	As previously reported	Prior period adjustment	As adjusted
Cash used in operating activities	\$ 7,326,909	\$ (9,697,909)	\$ (2,371,000)
Cash flows from (used in) financing activities	33,696,300	(33,700,565)	(4,265)
Cash flows used in investing activities	(20,258,977)	19,202,721	(1,056,256)
Increase (decrease) in cash and cash equivalents	20,862,097	(24,297,981)	(3,435,884)
Cash and cash equivalents, end of period	\$ 28,283,697	\$ (24,297,981)	\$ 3,985,716



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

Three and nine months ended September 30, 2024

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This Management Discussion and Analysis (“MD&A”), dated November 12, 2024, relates to the operating results and financial condition of Erdene Resource Development Corporation (“Erdene” or the “Company” or the “Corporation”) and should be read in conjunction with the Corporation’s unaudited consolidated financial statements for the three and nine months ended September 30, 2024 and 2023, and the audited consolidated financial statements for the years ended December 31, 2023 and 2022, and the notes thereto. The consolidated financial statements of the Corporation have been prepared in Canadian dollars in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS”).

This discussion includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion, other than statements of historical fact, including statements concerning the timing of production at Bayan Khundii, construction and commissioning timelines and expectations that address reserve potential, exploration drilling, exploitation activities, budgeted financial results, and events or developments that the Corporation expects, are forward-looking statements. Although the Corporation believes the expectations expressed in such forward-looking statements are based on reasonable assumptions (including, but not limited to, assumptions in connection with the continuance of the Corporation and its subsidiaries as a going concern, general economic and market conditions, mineral prices, and the accuracy of mineral resource estimate), such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and evaluation results, continued availability of capital and financing and general economic, market or business conditions.

The risk factors identified above are not intended to represent a complete list of the factors which could affect the Corporation. Additional factors are noted under “Risk Factors” in the Corporation’s latest Annual Information Form, a copy of which is available on the Corporation’s SEDAR+ document page at www.sedarplus.ca.

Any financial outlook or future-oriented financial information in this MD&A, as defined by applicable securities legislation, has been approved by management of the Corporation as of the date of this MD&A. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management’s current expectations and plans relating to the future. Readers are cautioned that such outlook or information should not be used for purposes other than for which it is disclosed in this MD&A.

Company Overview

Erdene Resource Development Corporation is a Canadian based resource company focused on the acquisition, exploration, and development of large, high-grade, near-surface, precious and base metals deposits in under-explored and highly prospective Mongolia. Erdene is listed on the Toronto Stock Exchange (TSX: ERD) and Mongolian Stock Exchange (MSE: ERDN).

The Company holds interests in three mining licenses and an exploration license in southwest Mongolia, where exploration success has led to the discovery of the Khundii Minerals District (“KMD”). The KMD is located within the Trans Altai Terrane of the Central Asian Orogenic Belt (“CAOB”). The CAOB hosts several world class copper and gold deposits, including one of the world’s largest gold deposits, Muruntau, in Uzbekistan, as well as Rio Tinto’s Oyu Tolgoi copper-gold deposit, located approximately 650 kilometres east of the KMD in southeast Mongolia.

The discovery of the KMD is the result of almost 20 years of exploration by Erdene in southwest Mongolia. Over this period, Erdene has defined the Altan Nar (“AN”), Bayan Khundii (“BK”) and Dark Horse Mane (“DH”) epithermal gold deposits, the Ulaan and Greater Dark Horse gold prospects, the Zuun Mod (“ZM”) molybdenum-copper porphyry deposit, and several other prospects. Collectively, these discoveries form the core of the KMD, covering an area approximately 50 by 100 kilometres, elongated northwest.

In January 2023, Erdene entered a Strategic Alliance with Mongolian Mining Corporation (“MMC”), the country’s largest independent miner, to develop the Bayan Khundii Gold Project (“BK” or “Project”). Under the terms of the Strategic Alliance, MMC invested US\$40 million for a 50% interest in Erdene’s Mongolian subsidiary, Erdene Mongol LLC (“EM”), which holds the Khundii and Altan Nar mining licenses and the Ulaan exploration license. Erdene retains a 50% equity interest in EM as well as a 5% Net Smelter Return (“NSR”) royalty on all production from the Khundii, Altan Nar and Ulaan licenses, and any properties acquired within five kilometres of these licenses, after the first 400,000 ounces of gold recovered. Erdene also holds a 100% interest in the Zuun Mod copper-molybdenum project. The Strategic Alliance was formally closed on January 23, 2024 with the issuance of shares in EM to MMC. Following the Strategic Alliance, Erdene no longer consolidates its investment in EM for accounting purposes.

Following the execution of the Strategic Alliance, EM launched the early construction works program for the Bayan Khundii gold project, which was completed in late 2023. In January 2024, Erdene and MMC reached a formal decision to commence construction at BK. This decision was followed by the announcement in February 2024 of the execution of financing documents between MMC and Erdene for an up to US\$80 million senior debt facility, that along with the US\$40 million investment through the Strategic Alliance, is expected to fully fund construction. EM is in discussions with Mongolian and International financiers on a working capital facility that will bridge EM through to commercial production.

At the end of the third quarter, construction of the Bayan Khundii Gold Project was approximately 45% complete, with the process plant, the critical path facility, approximately 55% constructed. All major mechanical equipment is on site, the installation of the sag and ball mills is complete and construction of non-process infrastructure is proceeding well. Total capital expended to the end of Q3 was US\$70 million. During the fourth quarter, EM management will complete a detailed assessment of spending to complete construction; however, management estimates that capital expenditures may increase due to the impact of weather and logistical delays and minor scope changes. It is expected that the senior debt and working capital facilities will fully fund the Project.

While EM is focused on advancing BK to first gold, exploration has continued to assess expansion potential at Bayan Khundii and further define priority targets in the Greater Dark Horse area. Ore control drilling and exploration on the periphery of Bayan Khundii in Q3 returned high-grade mineralization in areas adjacent to the deposit that will be incorporated into an updated mine plan in early 2025.

Concurrently, Erdene is progressing its ZM project, one of Asia’s largest undeveloped molybdenum-copper deposits. Last year the Company completed a 4,100-metre drill program, where multiple drill holes along the current resource boundary expanded mineralization. Additionally, the discovery of resource-grade mineralization in an exploration hole 1.7 kilometres north of the deposit demonstrates the upside of this large porphyry complex, which remains open in all directions. Surface sampling work in mid-2024 identified a new gold prospect on the license, 4.5 kilometres west of the Zuun Mod molybdenum-copper deposit.

Furthermore, Erdene sees the potential to increase resources through the acquisition of licenses in the KMD. The District hosts the full spectrum of arc-related base and precious metal systems, including copper-molybdenum porphyries, intermediate sulphidation/carbonate base-metal gold deposits, and low sulphidation epithermal gold and gold-silver systems. As the longest established Company operating in southwest Mongolia, Erdene is well positioned to expand its license portfolio in Mongolia.

Highlights and Significant Subsequent Events

Bayan Khundii Gold Project

- Reached approximately 45% construction progress at Bayan Khundii at September 30, 2024
 - Approximately US\$70 million of Project expenditures to the end of Q3 2024 – potential cost increases due to logistical and weather delays and scope changes are expected to be within available funding
 - Process plant, the critical path facility, was almost 55% complete at quarter end, with all bulk concrete pours and mechanical installation of the SAG and ball mills complete
 - Construction of non-process infrastructure, including camp, overhead transmission power line, warehouse, workshop and administration building proceeding well
 - Construction expected to be largely complete in Q1 2025 and first gold production in mid-2025
 - Approximately 650 personnel on-site at quarter end achieving ~2,000,000 construction hours without a lost-time or environmental incident
- Advanced community development and local employment stakeholder programs
 - Local Cooperation Agreement for 2024 implemented supporting local development programs
 - Recruitment and training of Bayan Khundii mine workforce continued with seventh cohort of local residents selected for equipment operator training at MMC's UHG mine
 - Company supported installation and improvement of three rural water wells to increase water availability for residents

Khundii Minerals District Exploration

- Conducted 1,500 metre Bayan Khundii ore-control drill program
 - Drilled 89 shallow holes totaling 1,048 metres focused on high-grade domains, within 15 metres of surface, scheduled to be developed in the first 3-4 months of mining and a further 10 holes totaling 456 metres to assist with future mine planning
 - Results confirmed the high-grade domains in the current block model with highlight intersection of 6.61 g/t Au over 12 metres, starting at surface
- Completed 950 metre expansion program on the periphery of the Bayan Khundii planned open pit
 - Drilling intersected gold mineralization in all holes, demonstrating the potential for resource growth and pit extension
 - Results included the highest-grade drilling results to date in Striker West, adjacent to the Bayan Khundii open-pit, including 7.3 g/t gold over 42 metres, with multiple high-grade metre intersections of 15 to 79 g/t gold (BKD-377)

Corporate

- Recorded net loss of \$1,687,580 for the three months ended September 30, 2024, compared to a net loss of \$1,200,099 for three months ended September 30, 2023
 - Exploration and evaluation expenses totaled \$215,903 for the three months ended September 30, 2024, compared to \$219,670 for the same quarter in 2023, as increased activity compared to the prior year and an increase in non-capitalized Mongolian office costs following the close of the Strategic Alliance was more than offset by a reduction in stock-based compensation due to the timing of annual performance stock option grants
 - Corporate and administrative expenses totaled \$582,089 for the three months ended September 30, 2024, compared to \$600,595 for three months ended September 30, 2023, with the decrease from the prior year comparative quarter primarily due to the timing of annual staff performance DSU grants, which were incurred in the Q2 2024 compared to Q3 2023, partially offset by increased marketing spend related to an investor site visit
 - Loss from investment in associate of \$918,649 for the three months ended September 30, 2024, compared to \$445,493 for the three months ended September 30, 2023, with the period over period change primarily due to an increase in non-capitalized interest expenditures by EM following the February 2024 financing partially offset by Erdene's change in ownership following the close of the Strategic Alliance in Q1 2024

Strategy and Outlook

Erdene is focused on the discovery and development of precious and industrial metal deposits in the KMD. Erdene's two near-term strategic priorities are advancing BK to production through its strategic partnership with MMC, and through exploration and acquisition, expanding and subsequently developing other deposits in the KMD.

In January 2024, the Company closed the Strategic Alliance with MMC to develop BK. MMC is the largest private producer and exporter of high-quality washed hard coking coal in Mongolia. MMC owns and operates the Ukhua Khudag and the Baruun Naran open pit coking coal mines, both located in Umnugovi Aimag (South Gobi Province), Mongolia. The shares of MMC are listed on the Hong Kong Stock Exchange (HKEx: 0975), and the company has a market capitalization of over US\$1 billion.

MMC's largest beneficial shareholder is MCS Group, one of Mongolia's leading conglomerates. MCS has operated in Mongolia for over 30 years, and has operations in engineering and construction, energy, communications, property, mining, consumer goods, health, and hospitality. MCS employs approximately 13,000 staff in Mongolia and is one of the Country's largest private taxpayers.

Erdene's exploration and pre-development capabilities, MMC's mining and operational expertise and the ability of MCS Group companies to provide complimentary engineering, infrastructure and energy solutions creates the ideal platform to develop Bayan Khundii for the benefit of all stakeholders.

Erdene and MMC reached a formal construction decision for Bayan Khundii in early 2024. An Engineering, Procurement and Construction contract is in place with MCS Properties, and the Project's Power Purchase Agreement has been executed with MCS International, one of Mongolia's leading private energy companies. Construction is progressing well with approximately 650 contractors and staff on site. Construction is progressing largely to schedule, though logistical delays due to border congestion, increased competition for labour and extreme weather events (e.g. heavy rains, higher than normal temperatures) have been encountered. Construction is expected to be complete in Q1 2025 and first gold is scheduled for mid-2025.

Erdene's exploration suggests the greater Khundii-Ulaan alteration zone, including the BK Deposit, Dark Horse prospect and Ulaan, are part of the same, large, gold-bearing hydrothermal system, that shows the potential to host a multimillion-ounce gold deposit. During Q3 2024, a six-hole diamond drilling program, totaling 950 metres, was completed to test the potential for expansion of near-pit resources to the west and north of the planned Bayan Khundii open-pit. All holes intersected gold mineralization including the highest-grade results to date for an area west of the planned Bayan Khundii Open Pit, known as Striker West. Intersections included 7.3 g/t gold over 42 metres, with multiple high-grade intervals of 15 to 79 g/t gold over a metre (hole BKD-377). A second hole, approximately 110 metres north, (BKD-378), also returned excellent results outside the current open-pit resource boundary, including 22 metres of 6.1 g/t gold starting at a depth of 178 metres. A hole at the northern end of the pit (BKD-381) intersected ore grade mineralization continuing north and beginning at a shallower depth than the reserve model, with 4.1 g/t gold over 54 metres, including metre intervals of 16.9, 56.8, 78.1 and 11.1 g/t gold. Additionally, recent exploration at the Greater Dark Horse and Ulaan prospects provided new targets for follow-up.

In 2023, Erdene completed a 4,100-metre drill program at its ZM project, one of Asia's largest undeveloped molybdenum-copper deposits, successfully expanding mineralization. Along with additional exploration, Erdene will complete further market, technical and economic studies as well as permitting work in the coming months to build upon the conceptual assessment completed by RPMGlobal (formally Minarco-Mine Consult). Beyond the ZM Deposit, the broader license hosts several high-potential copper and molybdenum prospects. The northern portion of the ZM porphyry complex hosts a large area of disseminated copper mineralization within several kilometres of phyllic and potassic altered quartz monzonite and granodiorite intrusives. Multiple copper mineralized zones have been intersected in wide-spaced drilling, including 34 metres of 1.3% copper and 9.24 g/t silver from 308 to 342 metres (hole ZMD-121). The large ZM porphyry complex remains largely untested and management sees several potential areas for resource expansion and discovery across the license. Furthermore, surface sampling work in mid-2024 identified a gold prospect on this license, 4.5 kilometres west of the molybdenum-copper deposit.

Erdene continues to evaluate acquisition opportunities throughout the KMD. Over the past decade Erdene has developed the largest proprietary geologic database of Southwest Mongolia's mineralization that has led to the identification of more than 20 high-priority targets for acquisition, and the Company will be an active participant in license tenders in the KMD. Additionally, the Company will selectively evaluate precious and industrial metals opportunities in other parts of the country where the Company's historical work has demonstrated prospectivity.

Bayan Khundii Project Development and Construction Update

EM announced the construction decision for Bayan Khundii in January 2024 following the completion of early works in late 2023. Subsequently, mobilization for full construction began in February 2024. At quarter end, there were 650 staff and contractors on site. In September 2024, the Project reached 2,000,000 person hours without a lost time incident.

Similarly, zero reportable environmental incidents have occurred at the Project to date. Environmental management efforts are focused on mitigating adverse impacts and advancing environmental protection activities, such as targeted dust suppression on access roads and endemic plant vegetation trials at the two-hectare greenhouse facility on site.

Schedule and Budget

At the end of the third quarter, approximately 45% of total construction was complete, including almost 55% of construction of the process plant, the critical path facility for the Bayan Khundii Gold Project. Moderate logistical and weather-related delays continued during the third quarter, with above average precipitation levels nationwide, delaying the anticipated completion date for most facilities into 2025. Process plant commissioning is expected to commence in late Q1 2025, with first gold production scheduled for mid-2025.

Project expenditures to September 30, 2024 were US\$70 million compared to the feasibility study budget of US\$100 million, as Project spend is front loaded due to the procurement of construction materials and mechanical equipment. Management estimates that capital expenditures may increase due to inflation and scope changes, as well as the impact of weather and logistical delays. However, current finances, including a planned working capital facility, are expected to fully fund construction and project commissioning.

Process Plant

Earthworks and excavation for the process plant, including the grinding and crushing circuit, were completed during the early works phase in 2023 and excavation of crushed ore conveyor foundations was started in the first quarter of 2024. Reinforced concrete works for the process plant were 95% complete as of September 30, 2024, including all major footings, columns, and slabs. Concrete for the crushing area, including the ROM wall, and grinding area were also completed during the quarter. In total, 12,000 m³ of concrete has been poured at the Project to the end of Q3.

Structural steel and tank material deliveries began in the first quarter. In March, structural steel installation commenced at the main process plant building and continued during the third quarter. Overall progress of structural steel installation for the main process plant building was 74% at the end of the quarter. Tank installation continued, with 90% completion in the leaching area and over 50% in the water services areas at the end of the third quarter.

Mechanical installation of the SAG and Ball mills were substantially completed and thickener installation reached over 80% this quarter, in line with schedule. Installation began for crushers, and all remaining equipment installation is scheduled to commence during the fourth quarter. Additionally, architectural, piping, and electrical crews were mobilized during the third quarter.

Non-process Infrastructure

Bulk earth works and excavation for key non-process facilities were completed during the first quarter. Concrete works have been completed for the assay laboratory, warehouse, security guard house, and administration office, and structural installation for these facilities reached at least 40% complete at the end of the third quarter. The permanent camp, workshop, chemicals storage, water supply system and utilities reticulation works began in Q2 2024, with bulk earth works and concrete activities underway. Architectural, piping and electrical works commenced on several non-process facilities this quarter. Power supply installation work continued this quarter, with temporary facilities set up, mobilization of supplies and equipment to site, and commencement of civil works. Installation of the substation and overhead lines continued to progress according to schedule, ahead of planned commissioning in Q2 2025.

Engineering and Procurement

Detailed engineering is substantially complete for the project. Design works continue for the process plant vendor data certification, shop fabrication drawings, and construction as-builts. Non-process infrastructure design has been completed, with all major regulatory review completed in the second quarter. Procurement and manufacturing of all mechanical equipment has been completed, with deliveries at 80% by the end of quarter. Similarly, EPC contractor procurement remains largely on schedule, with major equipment and materials secured and critical subcontractors selected.

Mining

To date, approximately 35,000 tonnes of overburden have been removed from the Bayan Khundii pit for construction purposes. No mining activities occurred during the third quarter. Construction material excavation and handling are conducted by the relevant construction contractors.

Works commenced this quarter to establish the Project's integrated mineral waste facility ("IWF"). The IWF will store dry cake tailings (with a final target moisture content of 15%) within lined cells at the core of a waste rock structure. The IWF is being constructed in three stages, with the initial stage of development sized to provide capacity for at least 12 months of tailings production. At the quarter end, all critical materials for the IWF were delivered to site, and bulk earth works had reached 30% completion.

Construction Permitting

All major permits required for the Project have been received, including the statutory feasibility, environmental assessment, land and water permissions. Design and construction permits have been received for all necessary facilities, including the process plant and key non-process infrastructure.

Statutory commissioning of the mine will take place in three stages, covering technical construction completion, mine site operations, and processing and chemicals permitting. Construction commissioning is planned in batches, as facilities reach completion and pass inspection and testing requirements. Project commissioning activities are planned in the first half of 2025 to allow for first gold production in mid-2025.

Human Resources

At the end of the third quarter, 650 people were employed at the project site, including contractors. Approximately 30% of site personnel were residents of Bayankhongor province, a significant portion of whom reside in Shinejinst, the closest settlement to the Bayan Khundii Project. Of the Project's total employees and contractor personnel, approximately 16% are female.

Community Programs

Beyond the Project's employment at site, the company has supported equipment operator training for residents of Bayankhongor Province through a partnership with MMC. To date, 120 people completed the training, and 90 percent of trainees received offers of full-time employment at MMC's Ukhua Hudag mining complex and are expected to be deployed to work at the Bayan Khundii mine when operations commence. At least three additional operator trainings are planned, starting from next quarter.

The Company has executed a Local Cooperation Agreement ("LCA") with the Provincial and Sub-Provincial governments that host the Bayan Khundii project as well as the company's other projects in Bayankhongor. Under this agreement, the Company will provide approximately US\$500,000 of funding in 2024 for local development programs focused on public infrastructure, education and health.

Additionally, EM is conducting community development programs focused on small and medium-sized entities through local procurement, supporting public health services, funding education for youth, and support for agricultural communities, including installation and improvement of three community-designated rural water wells in the sub-province to increase water availability for local residents.

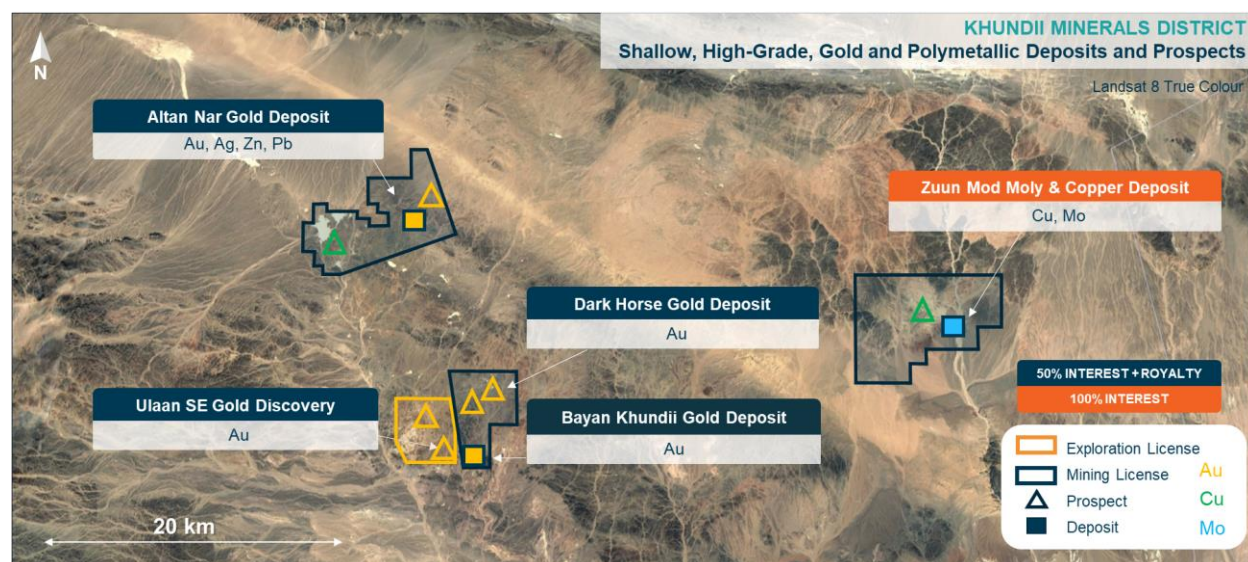
Development and Exploration Projects

NI 43-101 Technical Reports – Resources and Reserves

On September 15, 2018, the Company announced a resource estimate for the Bayan Khundii and Altan Nar deposits. Since this date, the Company has commissioned progressive technical reports, prepared to the standards defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") for its Bayan Khundii Gold Project. Most recently, on September 25, 2023, the Company filed the Technical Report entitled "Bayan Khundii Gold Project, Feasibility Study Update, NI 43-101 Technical Report" with an effective date of August 15, 2023.

Apart from Altan Nar, Dark Horse and Zuun Mod, the Company's other targets are early stage and do not contain any mineral resource estimates as defined by NI 43-101. Except for those deposits already delineated, potential quantities and grades disclosed in this MD&A are conceptual in nature, and there has been insufficient exploration to define a mineral resource estimate for other targets disclosed herein. It is uncertain if further exploration will result in these targets being delineated as a mineral resource. Additional information about our projects is also summarized in our AIF and the respective NI 43-101 Technical Reports and can be viewed under the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

Khundii Minerals District



The Khundii Minerals District includes EM's high-grade, near-surface Bayan Khundii, Dark Horse Mane and Altan Nar deposits, Ulaan SE and Greater Dark Horse prospects and Erdene's Zuun Mod Molybdenum-Copper resource.

The Bayan Khundii Gold Project is located on the 2,309-hectare Khundii mining license held by EM. The Khundii mining license includes the Bayan Khundii and Dark Horse mineral resources and reserves reported in "Bayan Khundii Gold Project, Feasibility Study Update, NI 43-101 Technical Report".

Bayan Khundii Gold Project

On August 15, 2023, Erdene announced the results of an updated independent Bankable Feasibility Study for the Bayan Khundii Gold Project. The report, titled "Bayan Khundii Gold Project Feasibility Study Update, NI 43-101 Technical Report", dated September 25, 2023, and with an effective date of August 15, 2023, was prepared by international and Mongolian firms with significant experience operating in Mongolia. The study incorporates detailed mine design and scheduling, front-end engineering and design for the processing plant and site infrastructure, a hydrogeological assessment, mineral waste facility design, comprehensive capital and operating cost estimation, and an updated economic model.

The 2023 FS envisions a high-grade, open pit mine beginning at surface in the southern portion of the BK deposit (Striker and Gold Hill), expanding northward into adjacent zones at Midfield and North Midfield. The Dark Horse deposit will commence mining concurrently with BK from the third year of operations. The Project incorporates conventional crushing and grinding, leach and a Carbon in Pulp plant with processing capacity of 1,950 tonnes per day. The 2023 FS includes 4.0 million mineable tonnes from the BK resource at an average diluted head grade of 4.0 g/t gold, all of which are Proven and Probable Reserves. The 2023 FS is based on an open-pit mining operation targeting 650,000 tonnes per year of feed material for the processing plant. The total mineable mineralized plant feed is 4.0 million tonnes at an average diluted head grade of 4.0 g/t gold and average strip ratio of 10.9:1 (waste tonne : plant feed tonne). Mineralization starts at surface, with the majority of the deposit contained within the top 100 metres. The deposit structure, grades and depth suggest selective open cut mining will be utilized. Mining will use hydraulic excavators in backhoe configuration. Drilled and blasted material will be loaded into haul trucks, with waste rock deposited in an engineered Integrated Waste Facility ("IWF") adjacent to the pit, and ore hauled to a crusher or run-of-mine ("ROM") pad adjacent to the processing plant.

As part of the 2023 FS, an updated BK Gold Deposit Mineral Resource Estimate ("BK Mineral Resource") was prepared in accordance with NI 43-101 and CIM standards by AGP Mining Consultants Inc. ("AGP") with an effective date of April 20, 2023. The BK Mineral Resource was prepared by Paul Daigle, P.Geo., who is a qualified person ("QP") as defined by NI 43-101.

The Mineral Resource has been constrained to a conceptual pit shell and is reported at a cut-off grade of 0.40 g/t gold. The assumptions and parameters utilized to establish the cut-off grade and pit shell are reported below in notes to the resource table.

BK Gold Deposit – Mineral Resource Estimate Summary, April 2023

Resource Classification	Quantity (Mt)	Gold Grade (Au g/t)	Ounces Gold (Koz)	Silver Grade (Ag g/t)	Ounces Silver (Koz)
Measured	4.0	3.03	394	1.44	187
Indicated	3.3	2.04	219	1.22	131
M&I	7.4	2.58	613	1.34	319
Inferred	0.2	1.08	6	1.32	8

Notes:

1. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
2. Summation errors may occur due to rounding.
3. The effective date of the Mineral Resources is April 20, 2023.
4. Open pit mineral resources are reported within an optimized constraining shell.
5. Open pit cut-off grade is 0.4 g/t Au based on the following parameters:
 - Gold Price of US\$2,000/oz Au
 - Gold recovery of 95%
 - Mining Costs of US\$3.00/t
 - Milling Costs and G&A of US\$22.00/t
 - Capping of gold grades was 200 g/t Au and 50 g/t Ag on 1m composite values.
 - The density varies between 2.58 g/cm³ and 2.66 g/cm³ depending on lithology.

Dark Horse Mane Mineral Resource Estimate

As part of the 2023 FS, the Company reported the maiden mineral resource estimate for the Dark Horse Mane Gold Deposit (“Dark Horse Mineral Resource”) discovered in 2021 and located just two kilometres north of the BK Gold Deposit. The Dark Horse Mineral Resource was prepared in accordance with NI 43-101 and CIM standards by RPM Global (“RPM”) with an effective date of November 1, 2022.

The Dark Horse Mineral Resource is reported above a gold cut-off grade of 0.35 g/t gold for oxide and transition mineralization and 1.02 g/t gold for fresh mineralization. The Mineral Resource has been constrained to a conceptual pit shell. The assumptions and parameters utilized to establish the cut-off grade and pit shell are reported below in notes to the resource table.

Dark Horse Gold Deposit – Mineral Resource Estimate Summary, November 2022

Type	Indicated Mineral Resource			Inferred Mineral Resource		
	Tonnes (Kt)	Gold Grade g/t Au	Ounces Gold (K oz)	Tonnes (Kt)	Gold Grade g/t Au	Ounces Gold (K oz)
Oxide	578	3.0	56.2	75	1.1	2.7
Transitional	99	1.5	4.8	109	1.2	4.1
Fresh	5	4.9	0.7	-	-	-
Total	682	2.8	61.7	184	1.2	6.8

Notes:

1. The Statement of Estimates of Mineral Resources has been compiled under the supervision of Mr. Oyunbat Bat-Ochir who is a full-time employee of RPM and a Member of the Australian Institute of Geoscientists. Mr. Bat-Ochir has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity that he has undertaken to qualify as a Qualified Person as defined in the CIM Standards of Disclosure.
2. All Mineral Resources figures reported in the table above represent estimates at November 1, 2022. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the occurrence and on the available sampling results. The totals contained in the above table have been rounded to reflect the relative uncertainty of the estimate. Rounding may cause some computational discrepancies.
3. Mineral Resources are reported on a dry in-situ basis.
4. The Mineral Resource is reported using a 0.35 g/t Au cut-off grade in oxide and transition mineralisation and 1.02 g/t Au cut-off in fresh mineralisation and is constrained above conceptual optimised pit shell. Cut-off parameters were selected based on an RPM internal cut-off calculator, assuming an open cut mining method with 5% ore loss and 10% dilution, a gold price of US \$1,723 per ounce, a mining cost of US \$3 per tonne and a processing cost of US\$16 per tonne milled and processing recovery of 90% for oxide, 87% for transitional and 30% for fresh Au mineralisation. The conceptual optimised pit shell was constructed using a gold price of US\$ 2,000 per ounce, which is 1.4 times the long-term consensus forecast price.
5. Mineral Resources referred to above, have not been subject to detailed economic analysis and therefore, have not been demonstrated to have actual economic viability.

BK and DH Reserve Estimate

The Bayan Khundii and Dark Horse Mineral Reserves reported in the 2023 FS have been estimated by Mr. Julien Lawrence, Director, O2 Mining Limited, a Qualified Person as defined by NI 43-101. The total Mineral Reserves for the Bayan Khundii and Dark Horse Mine deposits are shown in the tables below. Mineral Reserves are based on the BK Mineral Resource and Dark Horse Mineral Resource, reported above. Mineral Reserves estimated for the BK and DH deposits are based on Measured and Indicated Resources and have an effective date of August 1, 2023. Reserves were calculated by O2 Mining using FS level engineering designs for the pit and associated process plant operating parameters.

The cut-off grade for mineral reserve calculations is 0.63 g/t gold for the BK Gold Deposit and 0.68 g/t gold for Dark Horse Gold Deposit, based on a gold price of US\$1,816/oz. The reserves, as defined by the regularized block model, contain modelled mineral losses of 2.5% and average internal dilution of 10%, within the ultimate pit.

A summary of the Mineral Reserves estimated for the BK and Dark Horse deposits with an effective date of August 1, 2023 are as follows.

BK Gold Deposit – Mineral Reserve Summary

Classification	Tonnage (Mt)	Grade (g/t Au)	Contained Gold (Koz)	Grade (g/t Ag)	Contained Silver (Koz)
Proven	2.7	4.1	360.2	1.8	159.4
Probable	1.1	3.0	104.7	1.7	61.1
Total	3.8	3.8	464.9	1.8	220.5

Dark Horse Gold Deposit – Mineral Reserve Summary

Classification	Tonnage (Mt)	Grade (g/t Au)	Contained Gold (Koz)
Proven	-	-	-
Probable	0.2	7.0	48.8
Total	0.2	7.0	48.8

Notes:

1. The effective date of the Mineral Reserve estimate is August 1, 2023. The QP for the estimate is Mr. Julien Lawrence of O2 Mining Limited;
2. The Mineral Reserve estimates were prepared with reference to the 2014 Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards (2014 CIM Definition Standards) and the 2003 CIM Best Practice Guidelines;
3. Reserves estimated assuming open-pit mining method;
4. Waste to ore cut-offs were determined using a NSR for each block in the model. NSR is calculated using prices and process recoveries for each metal accounting for all off-site losses, transportation, smelting and refining charges;
5. Reserves are based on a gold price of US\$1,816/oz; and
6. Mineral Reserves were calculated from a diluted "mining" block model which included average dilution of 10% and losses of 2.5%.

The 2023 FS assumes processing of ROM material via a conventional crush and grind circuit and a carbon in pulp plant. Plant design by 360-Global has been based on testing at Blue Coast Research which has established optimal processing parameters, including grind size of 80% passing 60 microns; design inputs for comminution circuit, low cyanide concentration in leach circuit (0.5 g/litre sodium cyanide), 36-hour retention time, carbon adsorption parameters and detoxification reagent dosages. The process circuit has been designed to maximize water recovery with the most efficient dewatering process to achieve the targeted 15% moisture in tailings, minimize chemical and reagent usage and minimize environmental impact.

The ore-processing plant will be located adjacent to the Bayan Khundii open pit and throughput will target 650,000 ore-tonnes per year, nominally 1,935 tonnes per day. Total mineralized material from BK processed in the plant over the course of the mine life is 4.0 million tonnes at an average diluted head grade of 4.0 g/t gold. Using an estimated mill recovery of 92.7%, total recovered gold over the life of the Bayan Khundii deposit is 476,001 ounces.

Operating costs are based on the mining and processing scenarios outlined above and assume owner mining. Power for operations will be generated through an on-site hybrid diesel and solar generation solution, provided under a power purchase agreement for the duration of the Project. All other activities are assumed to be owner operated. The AISC for Bayan Khundii is estimated at US\$869/oz.

Operating Costs

	LOM (US\$ millions)	US\$/oz	US\$/tonne
Mine Operating Cost	165	347	41
Processing Cost	166	349	41
G&A	20	43	5
Total Site Operating Costs	352	739	88
Royalty and Charges	51	108	13
Sustaining Capital & Closure Costs	10	22	3
All-In Sustaining Cost	414	869	103

Note: Rounding may cause computational discrepancies

Capital Costs

Construction costs, primarily comprising the process plant and supporting infrastructure, accommodation village, and associated engineering and indirect costs are estimated at US\$88 million. Pre-production costs, including first fills and mobile site equipment total US\$2 million. Additionally, a 12% contingency, or US\$10 million, has been provided in arriving at the total estimated capital cost. Sustaining capital of US\$4 million has been included in the mine plan and net mine closure costs are estimated at US\$5 million, accounting for salvage values. Total life of mine capital expenditures for the Bayan Khundii Gold Project are estimated at US\$109 million. Approximately US\$70 million has been incurred as at September 30, 2024. EM management is in the process of updating its forecast to complete and sees the potential for increased capital costs. However, current finances, including a planned working capital facility, are expected to fully fund construction and project commissioning.

Item	US\$ millions
Process Plant	47
Non-Process Infrastructure	14
Construction Indirects	27
Construction Costs	88
Pre-Production Costs	2
Contingency	10
Subtotal Plant and Infrastructure	100
Sustaining Capital	4
Reclamation and Mine Closure	7
Salvage	(2)
Total	109

Note: Rounding may cause computational discrepancies

Detailed Bayan Khundii mine planning is underway in advance of initial mining, scheduled in early 2025. During third quarter 2,500 metres of drilling program were completed, comprised of 1,050 metres of near-surface drilling to confirm high-grade ore scheduled to be mined within the first few months, approximately 450 metres of deeper drilling within the resource model, and 950 metres of drilling to test the potential for expansion of near-pit resources to the west and north of the planned Bayan Khundii open-pit.

The near surface drilling program focused on the high-grade domains in the Midfield Southeast, Striker and South Striker zones, within 15 metres of surface, scheduled to be developed in the first 3-4 months of mining. Results confirmed the high-grade domains in the current block model, including the following highlight interceptions:

- 30370: 6 metres of 9.52 g/t gold, beginning 4 metres downhole, including a metre of 50.70 g/t gold
- 31474: 5 metres of 21.87 g/t gold, beginning 1 metre downhole, including 2 metres of 49.35 g/t gold
- 31695: 3 metres of 70.61 g/t gold, beginning 3 metres downhole, including 2 metres of 105.85 g/t gold
- 23046: 12 metres of 6.61 g/t gold, beginning at surface, including 6 metres of 11.21 g/t gold
- 23266: 13 metres of 3.68 g/t gold, beginning 1 metre downhole, including 2 metres of 14.90 g/t gold

The 950-metre program consisted of six holes to test the potential for expansion of near-pit resources to the west and north of the planned Bayan Khundii open-pit. All holes intersected gold mineralization, demonstrating the potential for resource growth and pit extension. Highlight intersections from this work include the following:

- BKD-377: 42 metres of 7.3 g/t gold, beginning 106 metres downhole, including 4 metres of 35.8 g/t gold
- BKD-378: 22 metres of 6.1 g/t gold, beginning 178 metres downhole, including a metre of 106.8 g/t gold
- BKD-376: 2 metres of 12.3 g/t gold within 50 metres of 0.85 g/t gold, beginning 95 metres downhole
- BKD-381: 54 metres of 4.1 g/t gold, beginning 56 metres downhole, including metre intervals of 16.9, 56.8, 78.1, and 11.1 g/t gold

Results from third quarter exploration, as well as those from a 13,500-metre reverse circulation (“RC”) drill program scheduled to be completed in Q4 will be incorporated into an updated Bayan Khundii mine plan over the coming months. The updated plan will also consider the impact of higher gold prices. The current economic pit has been defined using a US\$1,800-ounce gold price and a US\$2,000-ounce pit constraining factor. At current gold prices of approximately US\$2,700 ounce there's an opportunity to capture additional near-pit resources.

Khundii Minerals District Exploration

Erdene has been the leader in exploration in southwest Mongolia over the past two decades and is responsible for the discovery of the KMD, comprised of multiple high-grade gold and base metal prospects. In addition to the Bayan Khundii Project, the Company has identified several other prospects, particularly within the Khundii-Ulaan Trend, that show the potential to hold gold-copper deposits of scale.

The Khundii mining license and adjoining Ulaan exploration license cover nearly 4,000 hectares of the Khundii-Ulaan hydrothermal alteration zone, which extends from Ulaan over 10 kilometres to the northeast. This northeast trending alteration area, which incorporates the Ulaan, Bayan Khundii, Dark Horse and other mineralized targets in the area, is associated with a regional structural dilational jog and associated major volcano-plutonic centre, along a northeast trending transform fault. The various styles of alteration and mineralization within the Khundii-Ulaan target area are consistent with a fertile magmatic island arc, with evidence for possible arc migration, and overlapping or telescoped mineralization along major structures.

Exploration results to date suggest the greater Khundii-Ulaan alteration zone and known gold occurrences are part of the same, large, gold-bearing hydrothermal system which remains largely under-explored. Gold mineralization identified to date is hosted within an expansive, white mica and silica altered tuffaceous sequence exposed around the periphery of the Khundii-Ulaan hydrothermal alteration system. Quartz vein textures and clay alteration compositions indicate a large-scale epithermal type gold mineralizing environment existed within the Khundii-Ulaan system with the tuffaceous lithologies acting as preferred hosts for gold mineralization. Exploration planning is currently underway to test multiple high-priority geological, geochemical and geophysical targets across the Khundii-Ulaan target area.

Regional drilling has been restricted to shallow targets with average drill depths of about 100 metres with approximately 70% of regional drill holes having intersected anomalous gold mineralization (defined as >0.1 g/t gold). Success has been driven by the abundance of untested, near surface geochemical and geophysical targets in a region that has had no previous modern exploration. Recent exploration successes testing shallow targets, and the definition of three deposits, exposed at surface, are testament to the discovery potential of this new district.

Greater Dark Horse Prospect

The Greater Dark Horse prospect area (approximately 20 square kilometres) is located in the northern portion of the Khundii mining and Ulaan exploration licenses and is characterized by elevated gold in soil anomalism with multiple surface rock-chip, trench and drill core samples assaying greater than 1 g/t gold. Trace element anomalism, geophysical anomalies related to alteration and mineralization, structures interpreted to represent conduits for mineralizing fluids, and alteration signatures supporting an epithermal mineralization model characterize the Greater Dark Horse prospect area. To date, the Company has completed 25,132 metres of drilling in 236 holes ranging in vertical depths from 8 to 318 metres within the Greater Dark Horse prospect.

Most of the drilling has been focused on the Dark Horse Mane area, discovered in early 2021. Erdene discovered Dark Horse Mane, two kilometres north of the Bayan Khundii deposit, when initial drilling returned 6.0 g/t gold over 45 metres, beginning 10 metres downhole, including 8 metres of 27.1 g/t gold (AAD-58). Drilling has since defined a 1.5-kilometre trend of alteration and gold mineralization within the Dark Horse Mane that remains open along strike to the north and south, and at depth. Highlight interceptions at Dark Horse Mane since the initial discovery include:

- AAD-126: 30 metres of 5.6 g/t gold, beginning 10 metres downhole, including 24.1 g/t over six metres, starting 26 metres downhole
- AAD-137: 24.5 metres of 9.4 g/t gold beginning 1.5 metres downhole, including 13.5 metres of 16.1 g/t gold
- AAD-138: 25 metres of 6.1 g/t gold beginning 18 metres downhole, including 8 metres of 17.1 g/t gold
- AAD-177: 23 metres of 11.4 g/t gold beginning 1 metre downhole, including 4 metres of 59.8 g/t gold within 8 metres of 32.2 g/t gold
- AAD-178: 15 metres of 42.8 g/t gold beginning 11 metres downhole, including 3 metres of 160.4 g/t gold within 5 metres of 123.5 g/t gold
- AAD-218: 12 metres of 20.2 g/t gold beginning at surface, including 6 metres 39.6 g/t gold

The Dark Horse Mane deposit is associated with a north-south trending, linear structural corridor which intersects deep seated northeast trending transform faults, believed to be a conduit for primary mineralizing fluids. The N-S structure has been traced over five kilometres, from the southern portion of the Bayan Khundii deposit to the northern extension of Dark Horse Mane. Gold mineralization is hosted within strongly altered tuffaceous and volcanoclastic rocks, crosscut by quartz and quartz-hematite veins and stockwork zones. The Dark Horse Mane shallow oxide zone begins at surface, hosting supergene enriched gold zones with values up to 195 g/t over 1 metre and ranging in thickness from 20 to 60 metres vertical depth with locally deeper oxidation along fractures. The high-grade oxide body exhibits strong continuity along a north-south strike. Mineralization remains open along strike and at depth; however, the core of the near-surface mineralization forms the basis of the Dark Horse Mane Reserve estimate that forms part of the BK Project.

The near surface oxide gold zones discovered at Dark Horse Mane are the result of oxidation of sulfide bearing epithermal veins and hydrothermal breccias within white mica altered host lithologies. Limited deeper drilling has gold bearing epithermal veins and associated white mica and sulfide alteration zones to a depth of up to 230 metres vertically, that remains open at depth. The gold mineralization near surface at Dark Horse Mane is related to broader areas of structurally controlled alteration and mineralization believed to be connected to feeder structures distributing gold bearing fluids over a wide area as these fluids approached the paleo surface. Evidence for these feeder structures includes a series of exposed residual quartz lithocaps, associated locally with increasing copper anomalism at depth interpreted to predate the gold mineralization. These lithocaps are distributed along dominant NE trending structures believed to represent transform faults and potentially feeder conduits from a magmatic porphyry source at depth. The highest-grade gold bearing oxide zones at the southern end of the Dark Horse Mane are located proximal to the residual quartz lithocaps and hosted within tuffaceous to porphyritic volcanoclastic units.

During Q2 2024, Erdene conducted geological and geochemical evaluations over a 4-kilometre by 3-kilometre portion of the Greater Dark Horse area. This area is characterized by an expansive gold-in-soil geochemical anomaly which contains both the high-grade Dark Horse Mane supergene gold deposit and numerous early-stage gold prospects. Exploration focused on parallel structures to the north-south trending Dark Horse Mane feature and the northeast trending Altan Arrow fault, identified as two of the main gold-bearing features in the prospect area. A total of 163 rock chip samples were collected, resulting in the identification of several new high-grade gold mineralized zones. Results from the Altan Arrow fault, a 1.8-kilometre northeast trending structural feature, included a sample returning 37.7 g/t gold, as well as twelve samples with silver grades exceeding 50.0 g/t Ag including two samples greater than 100 g/t Ag, in addition to samples with anomalous lead, molybdenum and antimony, indicator elements in gold prospects in the district.

Follow-up work will include trenching and drilling within the Greater Dark Horse area focusing on expansion of Dark Horse Mane deposit, continued definition of the Altan Arrow fault and identification of parallel structures east of Dark Horse Mane.

Ulaan Southeast

In June 2021, the Company completed the maiden gold exploration program in the southern portion of the Ulaan license, reporting a significant new gold discovery just 300 metres west of the Bayan Khundii Deposit. Results to date, including follow-up drilling in 2022, have confirmed a significant gold discovery at Ulaan SE. Multiple drill holes have returned hundreds of metres (up to 354 metres) of gold mineralization, often ending in mineralization, over an area 200 metres by 250 metres. Gold mineralization begins approximately 80 metres from surface with anomalous gold intersected as shallow as 4 metres depth (UDH-18) and remains open along strike to the west/northwest and at depth. Gold grades up to 156 g/t are related to intense quartz \pm hematite veins and stockwork zones enveloped by the same gold bearing silicified, white mica altered lapilli tuff sequence which hosts Erdene's Bayan Khundii epithermal gold deposit, located just east on the Khundii mining license. Structural controls are also similar with northwest striking, southwest dipping veins hosting the gold and intensifying adjacent to bounding structures and/or feeder conduits

typically oriented northeast or north. Gold mineralization, particularly the low-grade envelope, also appears to be partially controlled by lithology with low permeability silicified ash tuffs focusing fluid flow and coarser lapilli tuffs acting as a preferred host to mineralization, stratigraphically dipping to the northwest.

Highlight interceptions at Ulaan SE since the initial discovery include:

- UDH-14: 217 metres of 1.1 g/t gold beginning 188 metres downhole, including 3.5 g/t gold over 53 metres
- UDH-21: 335 metres of 1.1 g/t gold beginning 115 metres downhole, including 8.7 g/t gold over 27 metres within 77 metres of 3.2 g/t gold
- UDH-22: 152 metres of 1.7 g/t gold beginning 85 metres downhole, including 3.1 g/t gold over 65 metres
- UDH-35: 23 metres of 13.7 g/t gold within 41 metres of 8.1 g/t gold, beginning 187 metres downhole
- UDH-36: 179 metres of 1.2 g/t gold, beginning 72 metres downhole, including several one-metre intervals, ranging from 10 to 33 g/t gold, and ending in mineralization at 350 metres
- UDH-53: 2 metres of 24.9 g/t gold within 27 metres of 3.5 g/t gold, beginning 248 metres downhole

Together with the Bayan Khundii deposit and Dark Horse prospect, results from drilling at Ulaan Southeast demonstrate the potential scale of mineralization within the nearly 4,000-hectare Khundii-Ulaan Hydrothermal system, which extends from Ulaan over 10 kilometres to the northeast onto the Khundii license.

Furthermore, the central and northern portion of the Ulaan license hosts a porphyry copper prospect primarily based on a broad (5km by 4km) zone of phyllic (quartz-sericite-pyrite) alteration at surface, with characteristics thought to be related to a porphyry intrusion at depth. Rock chip and stream sediment geochemical sampling identified anomalous concentrations of gold, copper and molybdenum in the surrounding area, and geophysical surveys have produced a number of follow-up targets for deeper drilling.

Altan Nar

The Altan Nar deposits are located on EM's 4,669-hectare Altan Nar mining license, 16 kilometres northwest of Bayan Khundii. The AN mining license was received on March 5, 2020 and is valid for an initial 30-year term with provision to renew the license for two additional 20-year terms. The license hosts 18 mineralized (gold, silver, lead, zinc) target areas within a 5.6 by 1.5-kilometre mineralized corridor. Two of the early discoveries, Discovery Zone ("DZ") and Union North ("UN"), host wide zones of high-grade, near-surface mineralization, and are the focus of a Resource Estimate released in Q2 2018.

Altan Nar is an intermediate sulphidation, carbonate base-metal gold ("CBMG") deposit with similarities to prolific gold deposits such as Barrick Gold's Porgera mine (Papua New Guinea), Rio Tinto's formerly producing Kelian mine (Indonesia), Lundin Gold's Fruta Del Norte deposit (Ecuador), and Continental Gold's Buritica project (Colombia). CBMG deposits generally occur above porphyry intrusions in arc settings and may extend for more than 500 metres vertically.

Altan Nar received limited exploration over the past few years as the Company's resources were focused on the Bayan Khundii discovery. In late Q4 2019, the Company drilled five holes totaling 667 metres in DZ. Four holes tested the high-grade core area of the Discovery Zone, over a 130-metre strike length, 70 metres of which remains untested by drilling ("Gap Zone"). The fifth hole tested the southern extension of the deposit. Results from the 2019 program, including the intersection of 45.7 g/t gold, 93.4 g/t silver, 1.54% lead and 3.40% zinc over 7 metres beginning at approximately 70 metres vertical depth, within 23 metres grading 17 g/t gold, are amongst the strongest to date. Many of the 2019 high-grade intersections are locally outside or in areas of previously low-grade resource blocks and therefore expand the DZ high-grade core indicating consistency in high-grade mineralization within the identified ore horizon. These results are expected to positively impact the resource at Altan Nar and open the way for further expansion along strike and elsewhere in the district. The program also demonstrated continuity of anomalous gold and base metals along the structural corridor to the south of the DZ, which will be tested further in upcoming programs.

To date, Indicated Mineral Resources have been established for the Discovery Zone and Union North prospects. The remaining 16 targets at Altan Nar appear very prospective and the Company intends to complete further drilling on the license to increase its understanding of the system. RPMGlobal calculated the mineral resource estimate for Altan Nar in May 2018 at a number of gold cut-offs, however, RPM recommends reporting the Altan Nar mineral resource at cut-off of 0.7 g/t AuEq2 (see definition for AuEq2 in note 8 below) above a pit and 1.4 g/t AuEq2 below the same pit shell. For further details on the Altan Nar mineral resource estimate, please see the Company's Altan Nar Gold-Polymetallic Project NI 43-101 Technical Report dated March 29, 2021.

Cut-off AuEq2 g/t	Resource Classi- fication	Quantity (Mt)	Grade					Contained Metal				
			Au g/t	Ag g/t	Zn g/t	Pb g/t	AuEq2 g/t	Au Koz	Ag Koz	Zn Kt	Pb Kt	AuEq2 Koz
0.7	Indicated	5.0	2.0	14.8	0.6	0.6	2.8	318	2,350	31.6	29.0	453
	Inferred	3.4	1.7	7.9	0.7	0.7	2.5	186	866	23.7	22.3	277

Notes:

- (1) The Mineral Resources have been constrained by topography and a cut-off of 0.7 g/t AuEq2 above a pit and 1.4 g/t AuEq2 below the same pit shell.
- (2) The Mineral Resource Estimate Summary was compiled under the supervision of Mr. Jeremy Clark who is a full-time employee of RPM and a Member of the Australian Institute of Geoscientists. Mr. Clark has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity that he has undertaken to qualify as a Qualified Person as defined in the CIM Standards of Disclosure.
- (3) All Mineral Resource figures reported in the table above represent estimates as at May 7, 2018. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the occurrence and on the available sampling results. The totals contained in the above table have been rounded to reflect the relative uncertainty of the estimate. Rounding may cause some computational discrepancies.
- (4) Mineral Resource grades are reported in accordance with the CIM Standards.
- (5) Mineral Resources reported on a dry in-situ basis.
- (6) No dilution or ore loss factors have been applied to the reported Resource Estimate.
- (7) No allowances have been made for recovery losses that may occur should mining eventually result.
- (8) For the AN resource estimate Gold Equivalent ("AuEq2") calculations assume metal prices of US \$1,310 per ounce gold, US \$18 per ounce silver, and US \$2,400 per tonne lead and US \$3,100 per tonne zinc.

Further details on Altan Nar can be found in "Altan Nar Gold-Polymetallic Project, Bayankhongor Aimag, Southwest Mongolia, National Instrument 43-101 Technical Report" dated March 29, 2021, filed on SEDAR+.

Zuun Mod Molybdenum-Copper Project

The Zuun Mod Molybdenum-Copper Project is a porphyry molybdenum-copper deposit located in southwest Mongolia on the Company's Khuvyn Khar license. This project is approximately 950 kilometres southwest of Ulaanbaatar and 215 kilometres from railhead on the Mongolia-China border at Ceke. The property consists of a mining license totaling 6,041 hectares. The mining license is registered in the name of Anian Resources LLC ("AN"), a wholly owned subsidiary of the Corporation, and has an initial term of 30 years that can be extended for up to 70 years. This project was acquired from Gallant Minerals Limited in 2005 and is subject to a net smelter returns royalty ("NSR Royalty") of 1.5% held by Sandbox Royalties, subject to a buy-down provision.

In 2011, the Corporation released a NI 43-101 resource estimate for Zuun Mod containing a Measured and Indicated Resource of 218 million tonnes ("Mt") at an average grade of 0.057% molybdenum, and 0.069% copper at a cut-off grade ("COG") of 0.04% molybdenum. This equates to 273.5 million pounds ("Mlbs") of contained molybdenum and 330.7 Mlbs of contained copper. In addition, there is a 168 Mt Inferred Resource at an average grade of 0.052% molybdenum and 0.065% copper, equating to a further 191.8 M lbs of contained molybdenum and 240.5 Mlbs of contained copper.

In 2023, Erdene completed a twelve hole, approximately 4,100 metre drill program at Zuun Mod. Five holes, totaling 2,476 metres, were drilled to confirm continuity of higher-grade mineralization in the central part of the deposit (ZMD-131) and to expand continuity of Indicated Resources at the periphery of the deposit (ZMD-132 to 135). A further seven holes, totaling 1,619 metres (ZMD-136 to 142) tested targets across the greater Zuun Mod porphyry complex.

Hole ZMD-131 intersected a very wide zone of mineralization, returning 374 metres averaging 0.053% Mo and 0.072% Cu, with multiple zones (28 to 74 metres wide) averaging greater than 0.080% Mo, including a 28-metre interval (252 to 280 metres) averaging 0.140% Mo and 0.121% Cu. All four holes on the periphery of Zuun Mod's Indicated Resources (ZMD-132 to 135), intersected resource-grade mineralization (>0.04% Mo) ranging in thickness from 40 to 187 metres. Several of the exploration holes (ZMD-140 to 142) within the northern Zuun Mod porphyry complex returned anomalous copper mineralization (greater than 0.05% Cu). Approximately one kilometre west of the main deposit area, three holes (ZMD-136 to 138) in a 600-metre east-west target area, returned anomalous molybdenum, copper and silver. In addition, an exploration hole, ZMD-139, located 1.7 kilometres north of the main molybdenum orebody (currently defined by ZMD-135), intersected a significant interval of molybdenum mineralization, (12 metres of 0.067% Mo) hosted by porphyritic granodiorite, typical of the Zuun Mod porphyry complex. No drilling has been carried out between the Zuun Mod deposit and hole ZMD-139, opening up a large area of potential expansion.

In addition to the molybdenum-copper porphyry deposit, the license hosts a large copper-silver prospect, approximately 2.2 kilometres north of the Zuun Mod deposit. Exploration work at the copper-silver prospect

has included geological mapping, vein density mapping, geochemical sampling, geophysical surveys, and wide spaced drilling. Previous drilling intersected 34 metres of 1.3% copper and 9.24 g/t silver from 308 to 342 metres (ZMD-121). The prospect has a very large copper mineralized zone trending over 900 metres with multiple zones in three drill holes returning assays in excess of 0.2% copper over significant widths (12 to 42 metres).

During Q2 2024, a new gold prospect was discovered 4.5 kilometres west of the Zuun Mod molybdenum-copper deposit on the license. Surface sampling returned gold mineralization up to 3.2 g/t gold, contained within a series of steeply dipping, east-west trending sheeted quartz veins, and iron oxide stockworks. Mineralized quartz veins reaching thicknesses of 20 centimetres have been mapped up to 500 metres along strike. The new gold prospect area is currently focused within an approximate 500-metre x 500-metre area, but expansion is likely as the sheeted vein targets remain open in all directions. A total of 31 samples were collected in the second quarter, with 20 samples returning anomalous gold.

This new gold prospect hosts the highest gold concentrations discovered to date on the Zuun Mod mining license and may indicate a geochemical shift from the Mo/Cu porphyry defined in the east to a more gold-rich environment in the west. Follow-up work planned for later this year includes detailed mapping, geophysical surveys and trenching. Additionally, a 10,000-metre drill program has been designed to further expand the known Zuun Mod deposit, with the timing of this program to be confirmed later in 2024.

Further details on the Zuun Mod resource can be found in the "Technical Report Zuun Mod Porphyry Molybdenum-Copper Project, South-Western Mongolia, National Instrument 43-101 Independent Technical Report" dated June 2011, filed on SEDAR+.

Acquisitions

Mongolia's Ministry of Mining and Heavy Industry periodically issues areas for exploration. Erdene has established the largest proprietary geologic database of Southwest Mongolia with a priority list of acquisition targets. The Company will participate in the tendering process as its priority targets are opened for tender. The Company has also been evaluating privately held licenses for acquisition. Additionally, as the longest tenured foreign explorer operating in Mongolia, the Company will selectively evaluate precious and industrial metal opportunities across the Country.

Discussion of Operations

Three months ended September 30, 2024 and 2023

The following table summarizes exploration and evaluation expenses for the three months ended September 30, 2024 and 2023.

	For the three months ended September 30,		
	2024	2023	Change
Depreciation & amortization	\$ 1,415	\$ -	\$ 1,415
Direct costs	91,962	45,498	46,464
Employee compensation costs	122,526	21,253	101,273
Share-based compensation	-	152,919	(152,919)
	\$ 215,903	\$ 219,670	\$ (3,767)

Exploration and evaluation expenses totaled \$215,903 for the three months ended September 30, 2024, compared to \$219,670 for three months ended September 30, 2023.

Direct costs for the three months ended September 30, 2024 were \$46,464 greater than those in the same period in the prior year due to increased technical salaries and consultant costs, as well as associated travel due to increased exploration activity, as well as higher non-capitalized Mongolian office costs as these expenditures were historically allocated to the Bayan Khundii Gold Project.

Employee compensation costs for the three months ended September 30, 2024 exceeded those of the comparative prior year period due to an increase in direct staffing, following the close of the strategic alliance with MMC, as exploration support costs were historically allocated to the Bayan Khundii Gold Project.

Non-cash share-based compensation for the three months ended September 30, 2024 were \$152,919 less than the comparative prior year quarter as annual performance DSU grants were awarded in the second quarter of the current year, compared to the third quarter of the prior year.

The following table summarizes corporate and administration expenses for the three months ended September 30, 2024 and 2023.

	For the three months ended September 30,		
	2024	2023	Change
Administrative services	\$ 220,326	\$ 188,928	\$ 31,398
Depreciation and amortization	6,339	9,193	(2,854)
Investor relations and marketing	149,228	79,121	70,107
Office and sundry	29,839	26,980	2,859
Professional fees	55,216	100,532	(45,316)
Regulatory compliance and board	22,057	43,144	(21,087)
Share-based compensation	86,747	142,083	(55,336)
Travel and accommodations	12,337	10,614	1,723
	\$ 582,089	\$ 600,595	\$ (18,506)

Corporate and administrative expenses totaled \$582,089 for the three months ended September 30, 2024, compared to \$600,595 for three months ended September 30, 2023.

Administrative services expenditures for the three months ended September 30, 2024, were \$31,398 greater than those in the prior year quarter due to the accrual of first gold bonuses for senior staff in the current year.

Investor relations and marketing expenditures for the three months ended September 30, 2024, were \$70,107 greater than in the previous year quarter as expenditures for an investor site visit more than offset a reduction in social media marketing activities in the current year.

Professional fees for the three months ended September 30, 2024 were \$45,316 less than in three months ended September 30, 2023, due to a reduction in capital markets support compared to the prior year quarter.

Regulatory and board for the three months ended September 30, 2024 were \$21,087 less than in three months ended September 30, 2023, due to a reduction in expenses related to the Company's annual general meeting due to the movement to electronic delivery of materials.

Non-cash share-based compensation for the three months ended September 30, 2024 was \$55,336 less than the previous year quarter as annual performance DSU grants were awarded in the second quarter of the current year, compared to the third quarter of the prior year.

Depreciation and amortization, Office and sundry and Travel and accommodations costs for the three months ended September 30, 2024, were not materially different from those incurred in the prior year comparative period.

Nine months ended September 30, 2024 and 2023

The following table summarizes exploration and evaluation expenses for the nine months ended September 30, 2024 and 2023.

	For the nine months ended September 30,		
	2024	2023	Change
Depreciation & amortization	\$ 2,783	\$ -	\$ 2,783
Direct costs	390,047	67,779	322,268
Employee compensation costs	684,690	33,088	651,602
Share-based compensation	518,129	664,229	(146,100)
	\$ 1,595,649	\$ 765,096	\$ 830,553

The following table summarizes corporate and administration expenses for the nine months ended September 30, 2024 and 2023.

	For the nine months September 30,		
	2024	2023	Change
Administrative services	\$ 902,738	\$ 754,267	\$ 148,471
Depreciation and amortization	24,249	27,787	(3,538)
Financing costs	1,269,124	-	1,269,124
Investor relations and marketing	298,312	245,766	52,546
Office and sundry	68,466	81,045	(12,579)
Professional fees	216,882	349,104	(132,222)
Regulatory compliance and board	182,631	198,852	(16,221)
Share-based compensation	969,790	840,998	128,792
Travel and accommodations	94,515	74,341	20,174
	\$ 4,026,707	\$ 2,572,160	\$ 1,454,547

Summary of Quarterly Results

Expressed in thousands of Canadian dollars except per share amounts

	Fiscal 2024				Fiscal 2023			
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
	Sep	June	Mar	Dec	Sep	Jun	Mar	Dec
Net loss (income)	\$1,688	\$1,869	\$2,678	\$1,176	\$1,200	\$2,508	(\$5,406)	\$5,986
Basic loss (income) per share	\$0.00	\$0.01	\$0.01	\$0.00	\$0.01	\$0.01	(\$0.02)	\$0.00
Total assets	\$56,318	\$57,189	\$57,820	\$59,063	\$60,663	\$62,478	\$64,162	\$52,533

For the three months ended September 30, 2024, the Corporation recognized a net loss of \$1,687,580 compared to net loss of \$1,200,099 for the same period in 2023, with the period over period change primarily due to an increase in the Loss from investment in associate in the current year.

The Corporation's expenditures vary from quarter to quarter, largely due to the timing of its Mongolian exploration and evaluation programs. The Corporation is not aware of any other specific trends which account for fluctuations in financial results from period to period.

Liquidity and Capital Resources

At the date of this MD&A, the Corporation had approximately \$3.7 million of cash and working capital of \$3.3 million, calculated as current assets less current liabilities.

Funds raised have been used to advance the Corporation's projects in Mongolia and to meet administrative costs in support of those programs (see Development and Exploration Projects and Discussion of Operations). The ability of the Corporation to continue with its development and exploration programs is contingent upon securing additional funds through the issuance of equity, the formation of alliances, such as the MMC Strategic Alliance, debt financing, asset sales and option and/or joint venture agreements.

The Corporation has minimal sources of income. It is therefore difficult to identify any meaningful trends or develop an analysis from the Corporation's cash flows. The Corporation is dependent primarily on the issuance of share capital and debt to finance its development and exploration programs.

Other than as discussed herein, the Corporation is not aware of any trends, demands, commitments, events or uncertainties that may result in the Corporation's liquidity or capital resources materially increasing or decreasing at present or in the foreseeable future other than planned expenditures.

Outstanding Share Data

Authorized

An unlimited number of common shares with no par value.

Issued and Outstanding Share Capital

	November 12, 2024	December 31, 2023
Common shares issued and outstanding	352,639,883	344,888,176
Options outstanding	22,645,000	20,485,000
Warrants outstanding	9,297,075	25,264,122
DSU's outstanding	9,831,012	8,442,250
Total instruments outstanding	394,412,970	399,079,548

Contractual Obligations

The following table summarizes the maturity of the Corporation's contractual obligations at September 30, 2024:

	Total	Less than one year
Accounts payable and accrued liabilities	\$ 440,089	\$ 440,089
	\$ 440,089	\$ 440,089

Other Financing Arrangements and Commitments

MMC Strategic Alliance

In January 2023, Erdene entered a Strategic Alliance with MMC where MMC agreed to invest a total of US\$40 million for a 50% interest in Erdene's Mongolian subsidiary, Erdene Mongol LLC. This investment was structured as a series of promissory notes that were converted into an equity interest in EM on January 23, 2024. Erdene retains a 50% equity interest in EM and a 5.0% Net Smelter Return royalty on production from the Khundii, Altan Nar and Ulaan licenses, as well as any properties acquired within five kilometres of these licenses, beyond the first 400,000 ounces gold recovered.

On February 8, 2024, Erdene executed financing documents with MMC to develop the Bayan Khundii Gold Project. The financing has been structured as a shareholder loan from MMC to EM, the entity co-owned by Erdene and MMC that holds the Bayan Khundii mining license, as well as the Altan Nar mining license and highly prospective Ulaan exploration license.

The shareholder loan is for US\$50 million providing the funding for construction of the Bayan Khundii gold mine and processing complex. The loan may be drawn in up to five tranches, in multiples of at least US\$5 million. The loan will mature five years from the date of first draw, and accrue interest at a rate of 13.8%, paid quarterly in arrears. EM has the option to capitalize the first four interest payments. The loan will be repayable in full upon maturity. A further US\$30 million, under the same terms, is available at MMC's discretion. EM is also in discussions with Mongolian commercial banks on financing for up to \$40 million. As at September 30, 2024, EM has drawn US\$49 million of the shareholder loan.

This loan is secured by a 50% guarantee by Erdene and Erdene's interests in the Project, including its shares of EM and NSR interest, as well as preferential rights over the Khundii, Altan Nar and Ulaan licenses. For so long as the loan is outstanding, MMC will be granted priority voting rights under the Strategic Alliance agreement between the parties and a right of first refusal over Erdene's Zuun Mod project. Additionally,

Erdene has the right to purchase 50% of the loan and participate as a lending shareholder on the same terms as MMC.

Sandstorm Gold Ltd. Royalty Agreement

Sandstorm Gold Ltd. ("Sandstorm") holds a 1% net smelter returns royalty ("NSR Royalty") on EM's Altan Nar, Khundii and Ulaan licenses, guaranteed by Erdene. Sandstorm has been given a right of first refusal on future stream or royalty financings related to these licenses.

Other

Versamet Royalties Corp. holds a 1.5% NSR Royalty on Erdene's Zuun Mod license. Erdene has the option to buy down a portion of the royalty if certain production milestones are achieved.

Off-Balance Sheet Arrangements

As at September 30, 2024, the Corporation had no off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risks to the Corporation, other than those related to the MMC Strategic Alliance, as detailed above.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires Erdene to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities, revenues and expenses. Some of these estimates require judgments about matters that are inherently uncertain.

A detailed summary of the Corporation's significant accounting policies and the key sources of estimation uncertainty that have a risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next twelve months are included in Note 2 to the consolidated financial statements for the year ended December 31, 2023. While all of the key sources are important to the Corporation's consolidated financial statements, the following key sources have been identified as being critical:

- Determination of significant influence over investment in associate; and
- Share-based compensation.

Determination of significant influence

Judgment is needed to assess whether the Corporation has control over its investees as a result of its right to direct relevant activities or, when control is not retained, its interest meets the definition of significant influence and therefore would be accounted for under the equity method. Management makes this determination based on its legal ownership interest and through an analysis of the Corporation's participation in entities' decision-making processes. Immediately after the Corporation lost control of EM, its Mongolian subsidiary, on January 10, 2023, management determined it was able to exert significant influence over EM and accounted for this investment as an associate under the equity method.

Following the issuance of shares representing 50% of the outstanding equity of EM to MMC on January 23, 2024, in connection with the close of the Strategic Alliance, Management updated its analysis and confirmed that the Corporation retained significant influence over EM and therefore continues to account for this investment as an associate under the equity method.

Share-based payments

Equity-settled share-based payments issued to employees and directors are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. Fair value is measured using the Black-Scholes pricing model and requires the exercise of judgment in relation to variables such as expected volatilities and expected lives based on information available at the time the fair value is measured. The Corporation charged a total of \$1,487,919 of non-cash share-based compensation to the statement of comprehensive loss for the three months ended September 30, 2024 (2023 – \$1,505,227).

Adoption of New Accounting Standards

Erdene has adopted the following amendments, effective January 1, 2024. These changes were made in accordance with applicable transitional provisions.

IAS 1 – Presentation of Financial Statements

In October 2022, the IASB finalized issuance of Classification of Liabilities as Current or Non-Current, which made amendments to IAS 1 Presentation of Financial Statements, providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or noncurrent depends on the rights existing at the end of the reporting period as opposed to the expectations of exercising the right for settlement of the liability. The amendments further clarify that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. The application of the amendment has been made on a prospective basis and did not have an impact on the Corporation.

Financial Instruments and Other Risks

Financial Instruments

The fair values of the Corporation's financial instruments are considered to approximate the carrying amounts. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes levels to classify the inputs to valuation techniques used to measure fair value.

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: Inputs are unobservable (supported by little or no market activity).

Fair Value

During the three months ended September 30, 2024 and the three months ended September 30, 2023, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities. The fair value of financial assets and liabilities are approximately equal to their carrying values given the short term to maturity of such instruments.

Credit Risk

The Corporation manages credit risk by holding the majority of its cash and cash equivalents with high quality financial institutions in Canada, where management believes the risk of loss to be low. At September 30, 2024, \$69,506 or 3% of the balance of cash was held in banks outside Canada (2023 - \$35,672 or 1%).

Liquidity Risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Corporation's approach to managing liquidity is to ensure, to the extent possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. All of the Corporation's financial liabilities are expected to be settled within the next twelve months.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

The Corporation invests excess cash in interest bearing savings accounts, which are subject to interest rate risk.

Foreign Currency Risk

The functional currency of the Corporation is the Canadian dollar, and the functional currency of the Corporation's subsidiaries is the Mongolian tugrik. Additionally, the Corporation incurs expenses in US dollars. Consequently, fluctuations of the Canadian dollar in relation to other currencies impacts the fair value of financial assets, liabilities and operating results. Financial assets and liabilities subject to currency translation risk primarily include US dollar denominated cash, accounts payable and accrued liabilities, as

well as the Corporation's net investment in its Mongolian subsidiaries. The Corporation maintains US dollar bank accounts in Canada.

The Corporation's exposure to US dollar currency risk was \$479,031 as at September 30, 2024 (December 31, 2023 - \$1,044,829). A 10% change in the US dollar exchange rate would affect net loss and comprehensive loss and deficit by approximately \$47,900 (December 31, 2023 – \$104,500).

The Corporation's exposure to Mongolian Tugrik currency risk was \$28,072 as at September 30, 2024 (December 31, 2023 - \$2,996). A 10% change in the Mongolian Tugrik would affect net loss and comprehensive loss and deficit by approximately \$2,800 (December 31, 2023 – \$300).

Price Risk

The Corporation's financial instruments are not exposed to direct price risk other than that associated with commodity price fluctuations impacting the mineral exploration and mining industries as the Corporation has no significant revenues.

Other Risks

In conducting its business, the principal risks and uncertainties faced by the Corporation relate primarily to construction, exploration, permitting, financing and, to a lesser extent, metal and commodity prices. Exploration for minerals and development of mining operations involve many risks, many of which are outside the Corporation's control. In addition to the normal and usual risks of exploration and mining, the Corporation works in remote locations that lack the benefit of infrastructure and easy access. More information on risks is available in the Corporation's Annual Information Form available on SEDAR+ at www.sedarplus.ca.

Disclosure Controls and Internal Controls over Financial Reporting

Erdene has established and maintains disclosure controls and procedures over financial reporting, as defined under the rules adopted by the Canadian Securities Regulators in instrument 52-109. The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have evaluated the design and effectiveness of Erdene's disclosure controls and procedures as of September 30, 2024 and have concluded that such procedures are adequate and effective to provide reasonable assurance that material information relating to Erdene and its consolidated subsidiaries would be made known to them by others within those entities to allow for accurate and complete disclosures in its filings.

The Management of Erdene, with the participation of the CEO and CFO (collectively "Management"), is responsible for establishing and maintaining adequate internal controls over financial reporting. Erdene's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements in accordance with IFRS.

Management evaluated the design and effectiveness of Erdene's internal controls over financial reporting as of September 30, 2024, including the material change in controls noted above. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in its report "Internal Control – Integrated Framework (2013)". This evaluation included reviewing controls in key risk areas, assessing the design of these controls, testing these controls to determine their effectiveness, reviewing the results and then developing an overall conclusion.

Based on management's evaluation, the CEO and the CFO have concluded that as of September 30, 2024, Erdene's internal controls over financial reporting were effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

However, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Person

Peter Dalton, P.Geo. (Nova Scotia) is a qualified person under NI 43-101 and supervises all of the Corporation's exploration programs. Samples are assayed at SGS Laboratory in Ulaanbaatar, Mongolia or Tianjin China, Central Geological Laboratory in Ulaanbaatar, Blue Coast Research Ltd in Parksville British Columbia, Canada, or ALS Chemex in Vancouver, Canada. In addition to internal checks by SGS Laboratory, Central Geological Laboratory and ALS Chemex, the Corporation incorporates a QA/QC sample protocol utilizing prepared standards, field and laboratory splits, and blanks.

The disclosure in this MD&A of scientific or technical information about mineral projects on Erdene's properties has been reviewed and approved by Peter Dalton, P. Geo, who is not independent of the Corporation.

The information in this MD&A that relates to the financial models for the Bayan Khundii Feasibility Study Update is based on information compiled and reviewed by Mark Reynolds, engaged through O2 Mining Limited. The information in this MD&A that relates to the capital and operating cost estimation for the Bayan Khundii Feasibility Study is based on information compiled and reviewed by Julien Lawrence, who is a FAusIMM and the Director of O2 Mining Ltd. The information in this MD&A that relates to the process design and recovery methods for the Bayan Khundii Feasibility Study is based on information compiled and reviewed by Jeffrey Jardine, who is a FAusIMM. and is engaged through O2 Mining Ltd. The information in this MD&A that relates to the BK Resource Estimate is based on information compiled and reviewed by Paul Daigle, who is a P.Geo, and is an employee of AGP Mining Consultants Inc. The information in this MD&A that relates to the Dark Horse Resource Estimate is based on information compiled and reviewed by Oyunbat Bat-Ochir who is a full-time employee of RPM Global and a Member of the Australian Institute of Geoscientists. The information in this MD&A that relates to the Bayan Khundii reserve estimate is based on information compiled and reviewed by Julien Lawrence. Each of Mr. Reynolds, Mr. Lawrence, Mr. Jardine, Mr. Daigle and Mr. Bat-Ochir has sufficient experience, which is relevant to the style of mineralization and type of deposit under consideration and to the activity which they have undertaken to qualify as a Qualified Person, as that term is defined by National Instrument 43-101. Each of Mr. Reynolds, Mr. Lawrence, Mr. Jardine, Mr. Daigle and Mr. Bat-Ochir is not aware of any potential for a conflict of interest in relation to this work with Erdene.

Other Information

Additional information regarding the Corporation, including the Corporation's Annual Information Form, is available on SEDAR+ at www.sedarplus.ca and on the Corporation's website at www.erdene.com.