

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined herein) may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION
(the “Offering Document”)

January 26, 2026



ERDENE RESOURCE DEVELOPMENT CORPORATION
(the “Corporation” or “Erdene”)

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>The Corporation has agreed to issue, on a “bought deal” private placement basis, 2,809,000 common shares of the Corporation (the “Offered Shares”) for gross proceeds of approximately \$25,000,100 (the “Base Offering”) pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i>, and the exemptions in Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (“LIFE Exemption”).</p> <p>The Offering (as defined below) will be completed pursuant to an underwriting agreement to be entered into among the Corporation and Paradigm Capital Inc. and National Bank Financial Inc., as co-lead underwriters and joint bookrunners, and a syndicate of underwriters including BMO Capital Markets Corp. (collectively, the “Underwriters”).</p> <p>The Corporation has also granted the Underwriters an option (the “Underwriters’ Option”), exercisable in whole or in part, at the Underwriters’ sole discretion, at any time up to forty-eight (48) hours prior to the Closing Date (as defined herein), to purchase (or arrange for substituted purchasers to purchase) up to an additional 421,000 Offered</p>
------------------	--

	<p>Shares at the Offering Price for up to an additional \$3,746,000 in gross proceeds, on the same terms and conditions.</p> <p>Unless the context otherwise requires, all references herein to Offered Shares shall include the Offered Shares issuable on exercise of all or a portion of the Underwriters' Option and the "Offering" shall mean, collectively, the Base Offering and the offering of Offered Shares pursuant to the Underwriters' Option.</p>
Offering Price:	\$8.90 per Offered Share (the " Offering Price ").
Offering Amount:	\$25,000,100, plus up to an additional \$3,746,000 in gross proceeds upon exercise in full of the Underwriters' Option.
Closing Date:	The Offering is expected to close on or about February 5, 2026 or such other date as the Corporation and the Underwriters may determine (the " Closing Date ").
Jurisdictions:	The Offered Shares that may be sold pursuant to the Offering will be offered to purchasers resident in (i) each of the provinces of Canada, except for Quebec, pursuant to the LIFE Exemption, (ii) the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable securities laws of any state of the United States, and (iii) jurisdictions other than Canada and the United States provided the distribution of the Offered Shares in such jurisdiction can be made pursuant to available exemptions from the prospectus, registration or similar requirements of such jurisdiction and otherwise in accordance with all applicable local laws.
Exchange:	The common shares in the capital of the Corporation (" Common Shares ") are listed on the Toronto Stock Exchange (" TSX ") under the stock symbol "ERD" and on the Mongolian Stock Exchange (" MSE ") under the symbol "ERDN", and trade on the OTCQX Best Market in the United States under the symbol "ERDCF".
Last Closing Price:	On January 23, 2026, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSX was \$9.68, on the MSE was MNT21,260, and on the OTCQX Best Market was US\$6.89.

The Corporation is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions. In connection with this Offering, the Corporation represents the following is true:

- **The Corporation has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Corporation has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Corporation is relying on the exemptions in Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$50,000,000.**
- **The Corporation will not close this Offering unless the Corporation reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**

- **The Corporation will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Corporation seeks security holder approval.**

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Offering Document includes certain statements that constitute “forward-looking information” or “forward-looking statements”. Forward-looking information in this Offering Document includes, but is not limited to, information with respect to the Corporation’s strategy, plans or future financial or operating performance, and advancements at the Corporation’s mineral projects in Mongolia; the timing and outcome of the Offering, including completion of the Offering; the anticipated use of proceeds of the Offering and the use of the available funds following completion of the Offering; the amount of funding required to execute the Corporation’s business plans; any expectation with respect to any exploration, development or other work that may be completed on the Corporation’s projects; and other events or conditions that may occur in the future.

Forward-looking information is based on the Corporation’s current expectations, beliefs, assumptions, estimates and forecasts about the Corporation’s business and industry, and markets in which it operates. Such forward-looking information and statements are based on numerous assumptions, including, among others: completion of the Offering; regulatory and stock exchange approval for the Offering; no material adverse changes in commodity prices; that general business and economic conditions will not change in a material adverse manner; and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Corporation’s planned activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Corporation in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performance and achievements of the Corporation to differ materially from any projections of results, performance and achievements of the Corporation expressed or implied by such forward-looking information or statements. These risks include: inability to obtain all necessary regulatory and stock exchange approval for the Offering and to otherwise complete the Offering as described in this Offering Document or at all; reliance on key management and other personnel; potential downturns in economic conditions; actual results of exploration and development activities being worse than anticipated; competition from others; adverse market factors, including lower demand for and prices realized from the sale of minerals; the Corporation’s expectations in connection with the exploration, development and expansion plans at the projects discussed herein not being met; adverse changes in national and local government legislation, taxation, controls or regulations and/or changes in the administration of laws, policies and practices; fluctuating metal prices; adverse movements in currency exchange rates; higher than expected inflation; general risks of the mining industry; failure of plant, equipment or processes to operate as anticipated; unanticipated results of future studies; seasonality and unanticipated weather changes; longer than planned permitting timelines; environmental risks; unanticipated reclamation expenses; title disputes or claims; as well as those risk factors discussed or referred to in the Corporation’s annual information form and other public disclosure documents filed by the Corporation on SEDAR+. The lists of risk factors set out in this Offering Document or in the Corporation’s other public disclosure documents are not exhaustive of the factors that may affect any forward-looking information of the Corporation.

Actual results could differ materially from those projected in the forward-looking information as a result of the matters set out in this Offering Document generally and certain economic and business factors, some of which may be beyond the control of the Corporation. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. Any forward-looking information speaks only as of the date on which it is made. The Corporation undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

For more information on the Corporation and the risks and challenges of its business, investors should review the Corporation's continuous disclosure documents that are available under the Corporation's SEDAR+ profile at www.sedarplus.ca.

CAUTIONARY NOTE CONCERNING ESTIMATES OF MEASURED, INDICATED AND INFERRED RESOURCES

Information in this Offering Document and disclosure documents of the Corporation that are filed with Canadian securities regulatory authorities concerning mineral properties have been prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of United States securities laws.

While terms used in this Offering Document and other of the Corporation's disclosure documents, including, but not limited to, "measured resources", "indicated resources" and "inferred resources", are defined in and required by Canadian securities laws, the United States Securities and Exchange Commission ("SEC") does not recognize them. Under United States standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves. Further, inferred resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration; however, there is no certainty that these inferred mineral resources will be converted into mineral reserves, once economic considerations are applied. Under Canadian rules, inferred mineral resources must not be included in the economic analysis, production schedules, or estimated mine life in publicly disclosed pre-feasibility or feasibility studies, or in the life-of-mine plans and cash flow models of developed mines. Inferred mineral resources can only be used in economic studies as provided under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. Therefore, investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of contained ounces is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report resources as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in these documents may not be comparable to information made public by United States companies subject to the reporting and disclosure requirements of the SEC.

SCIENTIFIC AND TECHNICAL INFORMATION

Peter Dalton, P.Geo. (Nova Scotia), Senior Geologist for Erdene, is a qualified person as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* and has reviewed and approved the scientific and technical disclosure concerning the Zuun Mod project and the Khuvyn Khar prospect in this Offering Document.

Jon Lyons, FAusIMM, Chief Development Officer for Erdene, is a qualified person as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* and has reviewed and approved the scientific and technical disclosure concerning the Bayan Khundii mine in this Offering Document.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document refer to Canadian dollars. References to US\$ are references to U.S. dollars.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Erdene is a mineral exploration and development company focused on the discovery, acquisition, exploration and development of precious and base metal deposits, with an emphasis on gold projects in Mongolia. The Corporation holds interests in three mining licenses (Khundii, Altan Nar and Khuvyn Khar) covering 13,019 hectares and a mineral exploration license (Ulaan) covering 1,780 hectares. The Corporation's licenses are registered in the names of the following Mongolian operating companies: Erdene Mongol LLC ("EM"), the Corporation's joint venture with Mongolian Mining Corporation, and Leader Exploration LLC, a wholly-owned subsidiary of EM; and Anian Resources LLC, a wholly-owned subsidiary of the Corporation. The Corporation's principal projects are the Bayan Khundii Gold Project (located on the Khundii license) and the Altan Nar Gold-Polymetallic Project (located on the Altan Nar license), held by EM, as well as the Zuun Mod Molybdenum-Copper Project (located on the Khuvyn Khar license), held by Erdene's wholly owned subsidiary Anian Resources LLC, all within the Khundii Minerals District in southwestern Mongolia. The Corporation also holds additional exploration interests in Mongolia that are at various stages of exploration and evaluation.

Recent developments

The following is a brief summary of key recent developments involving or affecting the Corporation:

- On October 2, 2025, the Corporation announced an updated mineral resource estimate for its 100% owned Zuun Mod molybdenum-copper porphyry project located in the Khundii Minerals District. The updated estimate reflected increases to both molybdenum and copper resources, including: (i) a 22% increase in Measured and Indicated molybdenum resources to 333 million pounds, comprising 57.7 million pounds Measured grading 0.057% Mo and 275.9 million pounds Indicated grading 0.056% Mo, and a 95% increase in Inferred molybdenum resources to 300 million pounds grading 0.051% Mo; and (ii) a 16% increase in Measured and Indicated copper resources to 384 million pounds, comprising 62.2 million pounds Measured grading 0.062% Cu and 322 million pounds Indicated grading 0.065% Cu, and a 75% increase in Inferred copper resources to 350 million pounds grading 0.059% Cu. Refer to the Corporation's press release dated October 2, 2025 for more information. On November 13, 2025, the Corporation filed a technical report entitled "Zuun Mod Molybdenum-Copper Project, Mongolia, NI 43-101 Technical Report" with an effective date of September 1, 2025, which is available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.
- On November 5, 2025, the Corporation announced its Q3 operating and financial results and provided an update on the Bayan Khundii Gold Mine. The Corporation reported that during the quarter, EM sold 342 ounces of gold and 96 ounces of silver at weighted average prices of US\$3,805/oz (gold) and US\$44/oz (silver), respectively, and that construction, commissioning and permitting for Bayan Khundii Gold Mine were completed during the quarter, including completion of dry and wet commissioning of the processing plant in September in advance of first gold pour. The Corporation stated that to the end of September, EM had mined 2.1 million tonnes, including 1.8 million tonnes of overburden and 133 thousand tonnes of ore, and that at September 30, 2025, there was 111 thousand tonnes of ore on the run of mine pad at an estimated average grade of 2.30 g/t Au and 1.27 g/t Ag. The Corporation further reported development of an exploration drill program to expand and extend near mine resources, including 9,300 metres of drilling underway across the Bayan Khundii Gold Mine, Dark Horse and Altan Arrow projects. Additionally, the Corporation reported that EM executed an updated local cooperation agreement with provincial and sub provincial authorities subsequent to quarter end and stated that approximately 35% of site personnel are residents of Bayankhongor province. Refer to the Corporation's press release dated November 5, 2025 for more information.
- On January 14, 2026, the Corporation announced results from drilling at its wholly owned Khuvyn Khar copper-silver prospect, located approximately three kilometres northwest of the Zuun Mod deposit and 35 kilometres east of the Bayan Khundii Gold Mine. The Corporation reported an intersection of 65 metres averaging 0.63% copper and 2.9 g/t silver, including 30 metres averaging 1.25% copper and 6.1 g/t silver, with the mineralized zone extending from 238 metres downhole and ended in mineralization at 450 metres.

The Corporation stated that further exploration is planned in 2026, with assay results for the broader program pending. Refer to the Corporation's press release dated January 14, 2026 for more information.

- On January 20, 2026, the Corporation provided an update on the Bayan Khundii Gold Mine and reported that during Q4 2025, EM sold 7,434 ounces of gold and 2,634 ounces of silver at average prices of US\$4,153 and US\$53, respectively, for US\$31 million in gross project revenues. The Corporation stated that Bayan Khundii Gold Mine averaged 77% of the 1,950 tonne per day design capacity during the quarter, reached nameplate mill throughput for much of December, and processed 144,845 tonnes of ore averaging 2.0 g/t gold. The Corporation also reported completing 5,433 metres of drilling at the Dark Horse and Altan Arrow gold prospects near Bayan Khundii, with results expected in Q1 2026.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Corporation in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Corporation intends to use the available funds to conduct exploration activities on the Khuvyn Khar and Tereg Uul prospects, advance exploration and development of the Corporation's Zuun Mod project, pursue new and related growth opportunities, and support ongoing business operations, including working capital and general corporate purposes. Specifically, the Corporation intends to apply the available funds over the period of 12 to 24 months from the Closing Date to progress exploration and drilling programs at the Khuvyn Khar prospect, to advance engineering, infrastructure and related technical studies for the Zuun Mod Project, and to continue exploration drilling and related field work at the Tereg Uul prospect, as well as early stage target generation and reconnaissance exploration activities, as set out in the table below. In addition, the Corporation expects to evaluate and advance new opportunities, including related exploration work. The balance of the available funds will be used for working capital and general corporate purposes.

Business Objective/Milestone	Time Frame	Estimated Cost ^{1,2}
Exploration and drilling at Khuvyn Khar prospect	Over the next 12 months	\$5,000,000
Engineering, infrastructure and related technical studies relating to Zuun Mod Project	Over the next 12 months	\$3,500,000
Exploration drilling and related field work for Tereg Uul prospect	Over the next 24 months	\$3,500,000
Target generation and reconnaissance exploration activities	Over the next 24 months	\$2,500,000
Evaluation and advancement of new opportunities, including related exploration work	Over the next 24 months	\$7,500,000

Notes:

- See "Use of Available Funds – How will we use the available funds?" below for additional information in respect of the anticipated use of available funds in respect of these business objectives and other anticipated uses of available funds.
- Assuming the Underwriters' Option is not exercised.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

Based on the Corporation's existing working capital as at December 31, 2025, the following table sets out the Corporation's expected available funds following closing of the Offering.

	<u>Assuming 100% of Base Offering</u>	<u>Assuming 100% of Base Offering and full exercise of Underwriters' Option</u>
A Amount to be raised by this Offering:	\$25,000,100	\$28,747,000
B Selling commissions and fees:	\$1,375,006	\$1,581,085
C Estimated Offering costs: (e.g., legal, accounting, audit)	\$250,000	\$260,000
D Net proceeds of Offering: ($D = A - (B + C)$)	\$23,375,094	\$26,905,915
E Working capital as at most recent month end (deficiency):	\$3,700,000	\$3,700,000
F Additional sources of funding	-	-
G Total available funds: ($G = D + E + F$)	<u>\$27,075,094</u>	<u>\$30,605,915</u>

How will we use the available funds?

The Corporation plans to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of Base Offering	Assuming 100% of Base Offering and full exercise of Underwriters' Option ¹
Exploration and drilling at Khuvyn Khar prospect	\$5,000,000	\$6,000,000
Engineering, infrastructure and related technical studies relating to Zuun Mod Project	\$3,500,000	\$4,000,000
Exploration drilling and related field work for Tereg Uul prospect	\$3,500,000	\$4,000,000
Target generation and reconnaissance exploration activities	\$2,500,000	\$3,500,000
Evaluation and advancement of new opportunities, including related exploration work	\$7,500,000	\$8,000,000
Working capital and general corporate purposes ¹	\$5,075,094	\$5,105,915
Total	<u>\$27,075,094</u>	<u>\$30,605,915</u>

Notes:

- Working capital and general corporate purposes, include expected salaries, professional fees, and general and administrative expenditures required for the continuation and advancement of the Corporation's business activities for the 24 months following the Closing Date.

How have we used the other funds we have raised in the past 12 months?

The Corporation has not raised funds in the past 12 months.

FEES AND COMMISSIONS**Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?**

Underwriters:	Paradigm Capital Inc. and National Bank Financial Inc., as co-lead underwriters and joint bookrunners, on behalf of a syndicate of underwriters including BMO Capital Markets Corp.
Cash Commission:	At the closing of the Offering, the Underwriters will receive a cash commission equal to 5.5% of the gross proceeds of the Offering, which will be withheld from the gross proceeds of the Offering.

Do any of the Underwriters have a conflict of interest?

To the knowledge of the Corporation, the Corporation is not a “related issuer” or “connected issuer” of or to any of the Underwriters, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS’ RIGHTS**Rights of Action in the Event of a Misrepresentation**

If there is a misrepresentation in this Offering Document, you have a right:

- (a) to rescind your purchase of these securities with the Corporation, or**
- (b) to damages against the Corporation and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION**Where can you find more information about us?**

The Corporation’s continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Corporation’s profile on SEDAR+ at www.sedarplus.ca.

For further information regarding the Corporation, visit our website at www.erdene.com.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Offered Shares.

CERTIFICATE

Dated: January 26, 2026

This Offering Document, together with any document filed under Canadian securities legislation on or after January 26, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

ERDENE RESOURCE DEVELOPMENT CORPORATION

/s/ Peter Akerley

Peter Akerley
Chief Executive Officer
& Director

/s/ Robert Jenkins

Robert Jenkins
Chief Financial Officer