



ADVANCE VOTING POLICY

STATEMENT OF PURPOSE

The purpose of the Advance Voting Policy (the “Policy”) of Ivanhoe Electric Inc. (the “Company”) is to assist the Board of Directors (the “Board”) and the Company’s Compensation and Nominating Committee (the “Committee”) in discharging their respective responsibilities relating to (i) the election of directors at a meeting of stockholders pursuant to Section 3.5(b) of the Company’s Bylaws and (ii) the resignation of any Director not supported by a majority of votes cast at a meeting of stockholders (each, a “Non-Supported Director”) in respect of his or her election to the Board. This Policy was developed pursuant to the Committee’s Charter and should be read in conjunction with the Company’s Bylaws.

SCOPE AND ADHERENCE TO THIS POLICY

This Policy only applies to uncontested elections, meaning elections where the number of nominees for election as Directors is equal to the number of Directors to be elected as set out in the Company’s proxy materials for a particular meeting of stockholders.

Each individual who is nominated for election to the Board after the date that this Policy is adopted will be required to accept that they will be bound by this Policy, and to act in accordance with it, including to submit to the Board a letter of resignation should a majority of votes cast be against their candidacy.

CONSEQUENCE OF A FAILED ELECTION OF DIRECTOR

If, upon the tabulation of the voting results at a meeting of stockholders, it is determined that a Director nominee is a Non-Supported Director, such Non-Supported Director will submit his or her resignation to the Board immediately, failing which he or she will be deemed to have submitted his or her resignation to the Board.

The Board will meet to consider the resignation and absent exceptional circumstances, the Board will accept the resignation of the Non-Supported Director. In determining whether exceptional circumstances exist the Board may consider: (a) whether the Company would cease to be in compliance with corporate or securities law requirements if the Board accepts the resignation of the Non-Supported Director; (b) whether the Company would be breaching the terms of any commercial agreement if the Board accepts the resignation of the Non-Supported Director; (c) whether the Non-Supported Director is a key member of an established and active special committee and whether accepting the resignation of the Non-Supported Director would jeopardize the achievement of the special committee’s mandate; and (d) whether majority voting was used for a purpose inconsistent with the policy objectives set forth by any stock exchange on which the Company’s shares are listed for trading (each, a “Stock Exchange”). For greater certainty,

Information which is generally available to stockholders at the time of the election does not constitute exceptional circumstances, including: (a) the Non-Supported Director’s length of service; (b) the Non-Supported Director’s qualifications and experience; (c) the Non-Supported Director’s attendance at meetings; and (d) the Non-Supported Director’s contributions to the Company. For greater certainty, an exceptional circumstance can also not be a recurring event.

Within sixty (60) days of the date of the meeting of stockholders at which the election of Directors took place: (a) the Board will meet to consider if there are exceptional circumstances, failing which the Board will accept the Non-Supported Director’s resignation not later than such 60th day, and (b) the Company will issue a press release announcing the accepted resignation of the Non-Supported Director or explaining the reasons justifying the Board’s decision not to accept the resignation, a copy of which will be delivered to any Stock Exchange.

If the Board determines that exceptional circumstances do exist and the Board does not accept the resignation of the Non-Supported Director, the Company will take the necessary steps to resolve the exceptional circumstance prior to the next stockholder meeting at which directors are elected.

Subject to applicable law, the Board may take any appropriate action it deems necessary, including decreasing the number of directors or filling such vacancy, following the acceptance of a Non-Supported Director's resignation.

RECUSAL OF NON-SUPPORTED DIRECTOR

During the period of time the Board is considering a Non-Supported Director's resignation, such Non-Supported Director may not attend or participate in any meetings or deliberations of the Board respecting whether or not to accept his or her resignation, unless attendance is strictly required for quorum purposes, and in such event his or her attendance is required for quorum purposes, such Non-Supported Director shall otherwise not speak or participate in such Board meetings or deliberations.

Ratified by the Board of Directors on August 7, 2024

