



TURQUOISE HILL

Notice of 2022 Annual Meeting of Shareholders

Meeting Information

Date: May 11, 2022

Time: 9 a.m. (Eastern Time)

Location: *In person*:*

- (1) at the Avenue Duluth room, Fairmount Hotel, The Queen Elizabeth, 900 Rene Levesque Blvd. West, Montreal, Quebec.

Virtual meeting:

- (2) via live audio webcast online at <https://web.lumiagm.com/452044501>

**Subject to public health directives*

Dear Shareholders:

You are invited to attend Turquoise Hill Resources Ltd.'s ("**Turquoise Hill**", the "**Corporation**", "**we**", "**our**" or "**us**") Annual Meeting of Shareholders (the "**Meeting**") for the following purposes:

- to receive the annual report of the Corporation's directors ("**Directors**") to the shareholders of the Corporation ("**Shareholders**");
- to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2021, and the auditors' report thereon;
- to elect eight Directors for the ensuing year;
- to reappoint auditors for the ensuing year and to authorize the Directors to fix the auditors' remuneration;
- to consider and, if deemed appropriate, to adopt an ordinary resolution (the full text of which is reproduced in the accompanying Management Proxy Circular (the "**Management Proxy Circular**" or the "**Circular**") under Section – "Adoption of Say on Pay Resolution") providing for a non-binding advisory vote on the Corporation's approach to executive compensation; and
- to consider such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Corporation's Board of Directors (the "**Board of Directors**" or the "**Board**") has fixed the close of business on March 23, 2022 as the record date for the determination of Shareholders entitled to attend and to receive notice of, and to vote at, the Meeting and at any adjournment or postponement thereof.

Given the continued uncertainty surrounding the COVID-19 pandemic and the importance of the health and safety of our employees, shareholders, communities and other stakeholders, the Meeting will be held in a hybrid format to allow participation electronically or in person (if permitted by government and public health authorities at the time of the Meeting). The Corporation asks that Shareholders follow the instructions and recommendations of federal, provincial and local health authorities when considering whether to attend the Meeting in person. All COVID-19 protocols regulations, directives and guidance in place at the time of the meeting will be applied on site, in order to ensure the safety of Turquoise Hill's employees, shareholders and guests at the Meeting. Shareholders who wish to attend the Meeting physically are invited to visit <https://turquoisehill.com/investors/Shareholder-Information/2022-Annual-and-Special-Shareholder-Meeting/> regularly for updates on the measures that will be in effect during the Meeting.

We will continue to monitor public health and travel safety protocols required or recommended by federal, provincial and local governments. If advisable, Turquoise Hill may change the date, format and/or location of the Meeting and any such changes will be announced in advance through a press release, which will be filed on SEDAR at www.sedar.com and posted on the Corporation's website at www.turquoisehill.com and will provide such other notice as may be required by applicable law.

Shareholders attending the Meeting electronically will be able to vote on all business brought before the Meeting and submit questions for consideration as they would in an in-person meeting. Shareholders that usually vote by proxy ahead of a meeting will be able to do so in the usual way. More details about voting can be found at page 11 of this Circular.

Technical support will be available to Shareholders who wish to attend the Meeting electronically, prior to and during the Meeting by clicking on the support button on the login page. Should any specific queries not be answered, Shareholders can click on the link to the support page where they will have the capacity to chat with representatives from LUMI.

The Circular, the form of proxy ("**Form of Proxy**") or voting instruction form, the audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2021 and a return envelope accompany this notice of Meeting.

Shareholders who wish to attend the Meeting electronically may register and log into the live audio webcast platform from 8:30 a.m (Eastern Time). We would appreciate your early registration so that the Meeting may start promptly at 9:00 a.m (Eastern Time).

A Shareholder who wishes to appoint a person as proxy other than the management nominees identified in the Form of Proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend the Meeting) must carefully follow the instructions set out in the Form of Proxy or voting instruction form, as applicable, and in the Circular. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust Company (Canada), after submitting the Form of Proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a control number to participate in the Meeting and only being able to attend as a guest. Guests will be able to listen to the Meeting but will not be able to vote.

Shareholders who have any questions should contact the Corporation's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-888-370-3955 (toll-free within North America) or 1-416-867-2272 (collect call outside North America) or by e-mail at contactus@kingsdaleadvisors.com.

Dated in Montreal, Quebec this 30th day of March, 2022.

By order of the Board of Directors,

"Dustin Isaacs"

Dustin Isaacs
Chief Legal Officer and
Corporate Secretary