

## **TECHNICAL, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE CHARTER**

### **1. Mandate**

The Technical, Safety, Environment and Sustainability Committee (the “Committee”) has been established by the Board of Directors (the “Board”) of Integra Resources Corp. (“Integra” or the “Company”) to provide oversight with respect to:

1. technical matters relating to exploration, development, permitting, construction and operation of the Company’s mining activities;
2. the protection of the health and safety of the Company’s employees and contractors at its mining project sites;
3. training of the Company’s employees and contractors at its mining development project sites relating to the practice of safe mining techniques and the avoidance of environmental hazards while performing employment activities;
4. the conduct of operations at all mining project sites in an environmentally and socially responsible manner through the application of prudent design and operating practices and the education and training of employees and contractors who work for the Company.

The Committee will assist the Board in fulfilling its responsibilities relating to technical, safety, environment and sustainability issues.

### **2. Composition and Operation**

The Committee shall be composed of not fewer than three Directors, and at least three Directors shall be independent Directors.

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Board shall appoint a chair (the “Chair”) from among the Committee members. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

A majority of members shall constitute a quorum for meetings of the Committee, present in person or via telephone or via other telecommunication device that permits all persons participating in the meeting to speak and hear one another.

The Committee will make every effort to meet at least two times each fiscal year, on such dates as may be determined by the Committee, and shall conduct additional meetings as required from time to time.

The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.

Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Committee.

### **3. Responsibilities and Duties**

#### ***Technical***

To fulfill its responsibilities and duties, the Committee shall:

- review the technical aspects of the Company's exploration, development, permitting, construction and mining programs and, in the Committee's discretion, make recommendations to the Board for consideration;
- review all resource and reserve estimates for the Companies' mineral resource properties, management's procedures for the disclosure of resource and reserve information and the compliance of such disclosure with regulatory and listing requirements; and
- review technical reports and development studies.

#### ***Health and Safety***

To fulfill its responsibilities and duties, the Committee shall:

- review and make recommendations, as appropriate, in regard to the Company's safety and health program, including corporate occupational health and safety policies and procedures;
- direct management to develop, maintain and update first aid and emergency response plans for each project;
- direct management to develop, maintain and update procedures for the efficient and effective reporting of on-site accidents;
- review the Company's safety and health performance to:

- assess the effectiveness of safety and health program and to make recommendations for improvement, where appropriate; and
- determine if any safety and health issues that may be identified as a result of such review are of significance to report to the Board.
- consider changes to applicable safety and health laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- direct management to develop and maintain education programs for its employees with respect to potential health and safety hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes such hazards; and
- ensure that management promotes and facilitates employee participation in developing health and safety standards and practices, and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards.

### ***Environment***

To fulfill its responsibilities and duties, the Committee shall:

- review and make recommendations, as appropriate, in regard to the Company's environmental management program, including corporate environmental policies and procedures;
- consider changes to applicable environmental laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- receive and review reports by management on environment issues and make recommendations to the Board in connection therewith. Review incident reports to:
  - assess whether environmental management procedures were effective in such incidents, and to make recommendations for improvement, where appropriate;
  - determine if such incidents are of significance to report to the Board; and
  - review the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities.
- direct management to develop and maintain education programs for its employees with respect to potential environmental hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes such hazards; and

- ensure that management promotes and facilitates employee participation in developing environmental standards and practices, and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards.

### ***Sustainability and Communities***

To fulfill its responsibilities and duties, the Committee shall:

- recommend actions for developing social policies, programs, procedures and activities in communities where the Company conducts its business to ensure that the principles set out in such policies are being adhered to and achieved and to integrate such activities with, and participate in, local communities as good corporate citizens;
- recommend actions to ensure meaningful and transparent engagement and communications with all stakeholders and seek to build trust and mutually beneficial relationships with the communities that are impacted by the Company's activities;
- direct management to develop, maintain and update procedures to receive and address potential concerns of stakeholders and affected communities relating to the health and safety or environment;
- consider changes to applicable social laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- receive reports from management on
  - the social responsibility programs, including significant sustainable development, community relations and security policies and procedures; and
  - on the Company's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.
- ensure that management promotes and facilitates employee participation in developing community standards and practices, and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards.

#### **4. Authority**

The Committee has the authority to:

- Form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate;
- Communicate directly with officers and employees of the Company, legal counsel and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities;
- Engage and direct independent compensation consultants, independent counsel and other advisors as it determines necessary to carry out its duties; and
- Set and pay the compensation for advisors employed by the Committee.

The Committee shall also have such other powers and duties as delegated to it by the Board.

#### **5. Accountability**

The Committee Chair has the responsibility to report to the Board, as requested, on technical, safety, environment and sustainability matters relative to the Company.

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

APPROVED by the Technical, Safety, Environment and Sustainability Committee of **INTEGRA RESOURCES CORP.** on June 27, 2019.

APPROVED AND ADOPTED by the Board of Directors of **INTEGRA RESOURCES CORP.** on June 27, 2019.