

## **POSITION DESCRIPTION FOR THE CHIEF EXECUTIVE OFFICER**

### **1. Purpose**

The Chief Executive Officer's (the "CEO") primary role is to manage Integra Resources Corp. (the "Company") in an effective, efficient and forward-looking way and to fulfill the priorities, goals and objectives determined by the Board of Directors (the "Board") in the context of the Company's strategic plans, budgets and responsibilities set out below, with a view to increasing shareholder value and maximizing the Company's long-term success.

The CEO will report directly to the Board and shall respect the Board's independence and discuss all major corporate commitments and strategies with the Board before they are undertaken. In carrying out its duties, the CEO is required to seek Board approval for the transactions as specified by Board resolutions from time to time.

In fulfilling its responsibilities, the CEO shall foster a corporate culture that promotes and encourages high ethical and moral standards, individual integrity and compliance with applicable laws and regulations and policies implemented by the Board that further such objectives.

### **2. Responsibilities**

Without limitation to the foregoing, the Chief Executive Officer is responsible for the following:

- a) overseeing that the day-to-day business affairs of the Company are appropriately managed and taking steps to maintain and enhance an effective senior management team reporting to the CEO;
- b) maintaining and developing the Company's role as a leading mining company;
- c) formulating, and presenting to the Board for approval, long-term business plans, strategies and policies having the objective of maximizing the Company's long-term success and the creation of shareholder value;
- d) developing and recommending to the Board annual business plans and budgets that support the Company's long term business plans and strategies;
- e) providing high-level policy options, orientations and discussions for consideration by the Board;
- f) identifying and managing business risks faced by the Company, including overseeing the design and implementation of appropriate systems and procedures to effectively monitor, manage and mitigate such risks;

- g) maintaining existing, and developing new, strategic alliances and considering possible merger or acquisition transactions with other mining companies which will be constructive for the Company's business and will help enhance shareholder value;
- h) providing quality leadership to the Company's employees and ensuring that the Company's human resources are managed properly;
- i) complying at all times with laws and the Company's Code of Business Conduct and Ethics and ensuring a culture of high ethics exists throughout the organization;
- j) maintaining a positive work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels;
- k) providing support, co-ordination and guidance to executive officers and senior management of the Company;
- l) evaluating the performance of senior management of the Company and making recommendations with respect to their compensation;
- m) serving as the Company's principal spokesperson and ensuring that information communicated to the public fairly portrays the position of the Company and that timely and continuous disclosure obligations of the Company are met, in accordance with applicable securities laws;
- n) representing the Company in a such a way so as to enhance and maintain the Company's reputation and to promote positive relationships with shareholders, suppliers, strategic partners, creditors, financial institutions, local communities, the media and government;
- o) acting as an entrepreneur and innovator within the strategic goals of the Company;
- p) providing timely strategic, operational and reporting information to the Board and implementing its decisions in accordance with good governance, with the Company's policies and procedures, and within budget;
- q) ensuring appropriate governance skills development and resources are made available to the Board;
- r) in consultation with the Chair of the Board:
  - preparing the agenda of Board meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
  - adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
  - ensuring meetings are appropriate in terms of frequency, length and content;
  - ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
  - ensuring that a succession planning process is in place to appoint the succeeding Chief Executive Officer, when necessary;

- working with the Chair of the Board and the Nomination and Corporate Governance Committee to approach potential candidates once potential candidates are identified and to explore their interest in joining the Board; and
  - otherwise assisting the Chair of the Board to coordinate management of the Board;
- s) ensuring that the relationships between the Board and management are conducted in a professional and constructive manner; and
- t) fulfilling all other responsibilities as assigned by the Board, in the manner expected by the Board.

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

REVIEWED by the Board of Directors of **INTEGRA RESOURCES CORP.** on June 30, 2020.