

POSITION DESCRIPTION FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

1. Purpose

The Chairman of the Board of Directors (the “Board”) shall be a director who is designated by the entire Board to act as the leader of the Board, enhance board effectiveness and protect, with the Nomination and Corporate Governance Committee and the other committees of the Board, the independence of the Board.

The Board has ultimate accountability for supervision of management of the business and affairs of the Company. Critical to meeting this accountability is the relationship between the Board, management, shareholders and other stakeholders. The Chairman is responsible for overseeing these relationships and acting as the presiding member of the Board with a view to ensuring that these relationships are effective, efficient and further the best interests of the Company.

2. Selection

- a) The Chairman will be selected amongst the directors of the Company who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board; and
- b) the Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

3. Responsibilities

The following are the primary responsibilities of the Chairman:

- a) overseeing the Board of Directors’ discharge of its duties assigned to it by law, in the constating documents of the Company and in the Board Mandate;
- b) chairing all meetings of the Board in a manner that promotes meaningful discussion;
- c) providing leadership to the Board to enhance the Board’s effectiveness, including:
 - together with the assistance of the Nomination and Corporate Governance Committee and the Chief Executive Officer, ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate

independent functioning and maintain an effective relationship between the Board and management;

- ensuring that the Board works as a cohesive team with open communication;
- ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
- together with the Nomination and Corporate Governance Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and
- together with the Corporate Governance and Nominating Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and its committees is assessed at least annually.

d) ensure the proper functioning of the Board, as it relates to:

- preparing the agenda of the Board meetings;
- 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 Board 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 Chief Executive Officer when necessary; and
- working with the Nomination and Corporate Governance Committee and the Chief Executive Officer in connection with the recruitment of new directors where necessary, approaching potential candidates once such candidates are identified and exploring their interest in joining the Board.

e) assisting Board committees by:

- working with the committees appointed by the Board, so that they have a proper structure and appropriate assignments;
- overseeing the functions delegated to the committees and monitoring the committees' work to see that these functions are carried out and results are reported to the Board; and
- if appropriate, attending committee meetings;

- f) acting as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Company is building a healthy governance culture.
- g) communicating with the senior management of the Company so that they are aware of concerns of the Board, shareholders and other stakeholders; and
- h) carrying out other duties as requested by the Board, as needs and circumstances arise.

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