

Chair of Board Committee Mandate

1. Purpose

The Chair of each of the Board Committees shall be a director who is designated by the entire Committee to act as the leader of the Committee to enhance Committee effectiveness in carrying out the responsibilities delegated to each Committee by 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 effectiveness of the Board Committees at carrying out their duties and responsibilities as outlined in the Committee charters. The Chair of each Committee is responsible for overseeing the duties and responsibilities of the Committee, including reporting and making recommendations to the Board, to aid the Board in carrying out its mandate.

2. Selection

- a) The Chair of each Committee will be selected from the members of the Committee and will have a sufficient level of experience with issues for which the Committee is responsible to ensure adequate leadership and effectiveness of the Committee; and
- b) the Chair of each Committee will be selected annually at the first meeting of the Board following the annual general meeting of shareholders or by unanimous written consent of the Board.

3. Responsibilities

The following are the primary responsibilities of each Committee Chair:

- a) overseeing the Committee's discharge of its duties assigned to it by law, in the constating documents of the Company and in the Committee charter;
- b) chairing all meetings of the Committee in a manner that promotes inclusive and meaningful discussion;
- c) providing leadership to the Committee to enhance the Committee's effectiveness, including:
 - ensuring that the responsibilities of the Committee are well understood by both the Committee and management, and that the boundaries between Committee and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Committee and management;

- ensuring that the Committee works as a cohesive team with open communication;
 - ensuring that the resources available to the Committee (in particular timely and relevant information) are adequate to support its work.
- d) ensure the proper functioning of the Committee, as it relates to:
- preparing the agenda of the Committee meetings and providing adequate advanced notice of meetings;
 - adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - ensuring Committee meetings are appropriate in terms of frequency, length and content;
 - ensuring that the functions of the Committee are carried out and results are reported to the Board.
- e) acting as a liaison between the Committee and management to ensure that relationships between the Committee and management are conducted in a professional and constructive manner. This involves ensuring that the conduct of Committee meetings provides adequate time for serious discussion of relevant issues.
- f) communicating with the Chair of the Board so that they are aware of concerns of the Committee; and
- g) 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 August 11, 2021.

REVIEWED by the Board of Directors of **INTEGRA RESOURCES CORP.** on May 16, 2022.