

POSITION DESCRIPTION FOR THE LEAD DIRECTOR OF THE BOARD OF DIRECTORS

1. Purpose

The Lead Director of the Board of Directors (the “Board”) of Integra Resources Corp. (the “Company”) shall be a director who is designated by the independent directors of the Board in circumstances in which the Chair of the Board is not considered independent under applicable securities laws, in order to provide independent leadership to the Board.

The Lead Director is primarily responsible for supporting the Chair of the Board in the management and effective performance of the Board and for protecting the independence of the Board.

2. Selection

- a) The Lead Director must be an independent director under applicable securities laws;
- b) The Lead Director shall have sufficient knowledge and experience of the Board, the Company and the business to serve effectively;
- c) The Lead Director shall have the ability to achieve consensus and alignment among independent directors and consensus between independent directors and the Chair of the Board and Chief Executive Officer; and
- d) the Chair will be selected annually by the independent members of the Board at the first meeting of the Board following the annual general meeting of shareholders.

3. Responsibilities

The following are the primary responsibilities of the Lead Director:

- a) presiding over regular meetings of the independent directors and, if the Chair of the Board is absent, the Board in a manner that promotes inclusive and meaningful discussion;
- b) consulting with the Chair of the Board to set the agenda of meetings and incorporate input from the independent directors and senior management;
- c) together with the Chair of the Board, 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;
- d) together with the Chair of the Board, 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 Nomination and Corporate Governance 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.
- e) together with the Chair of the Board, 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.
- f) together with the Chair of the Board, 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;

- g) acting as a liaison between the independent directors of 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.
- h) communicating with the senior management of the Company so that they are aware of concerns of the independent directors of the Board, shareholders and other stakeholders; and
- i) carrying out other duties as requested by the independent directors of the Board, as needs and circumstances arise.

APPROVED AND ADOPTED by the Board of Directors of **INTEGRA RESOURCES CORP.** on May 11, 2023.