



EQUITY OWNERSHIP POLICY

1. Purpose of the Policy

The Board of Directors ("Board") of Integra Resources Corp ("Integra" or the "Company") believes that it is in the best interest of Integra and its shareholders to align the financial interests of Integra's executives and non-executive members of the Board with those of the Company's shareholders. In this regard, the Nomination and Corporate Governance Committee (the "Committee") of the Board has recommended and the Board has adopted minimum equity ownership guidelines (the "Guidelines"), which are defined in the equity ownership policy (the "Policy").

2. Effect and Applicability

The Policy applies to any member of the Board who is not an executive of the Company (a "Non-Executive Director"), the Executive Chair, if any, the Chief Executive Officer (the "CEO") and any other Executive Officers of the Company (collectively, the "Participants"). In the event that a director also serves as an executive of the Company, the director will be subject to the executive equity ownership requirements applicable to such executive.

For purposes of this Policy, "Shares" means the common shares of the Company. For greater certainty, "Share ownership" may be satisfied where Shares are acquired, or vested and unvested Shares or unit equivalents, such as restricted share units ("RSUs") or deferred share units ("DSUs"), are awarded. Share ownership does not include stock options (whether vested or not), warrants or any other Integra securities which are not fully paid.

3. Minimum Ownership Requirements

The Executive Officers and the Non-Executive Directors of the Company should own Shares of the Company which have a value (as defined in section 5) equal to the following multiples of the Participant's base salary or, in the case of a Non-Executive Director, the annual base retainer paid to the Non-Executive Director by the Company (including any DSU grants under an election to receive DSUs in lieu of cash retainer):

Executive Chair and CEO	Three times (3x) annual base salary
All other Executive Officers	Two times (2x) annual base salary
Non-Executive Director	Three times (3x) annual base retainer

4. Counting Share Ownership

The following may be used in determining Share ownership:



- Shares owned directly (including through open market purchases or acquired and held upon vesting of Company equity awards);
- Shares owned jointly or separately by the individual's spouse and/or minor children;
- Shares held in trust for the benefit of the Participant, the Participant's spouse and/or minor children;
- RSUs (whether vested or not vested); and
- DSUs (whether vested or not vested).

Unexercised stock options (whether vested or not vested), warrants and any other Integra securities that are not fully paid do not count toward meeting these Guidelines.

5. Valuation Methodology

Ownership levels will be monitored and compliance with this Policy will be assessed by the Committee as at December 31st of each year (the "Assessment Date") based upon the greater of:

- (a) the aggregate fair market value of the Shares held by the Participant on the Assessment Date (determined by reference to the closing price of the Shares), and
- (b) the cost of such Shares. For greater certainty, a Participant is not expected to purchase additional Shares to compensate for or offset subsequent decreases in the market value of Shares.

In the case of DSUs granted to a Participant under an election to receive DSUs in lieu of cash retainer, ownership levels will be based upon the greater of:

- (a) the aggregate fair market value of the DSUs held by the Participant on the Assessment Date (determined by reference to the closing price of the Shares), and
- (b) the value attributed to such DSUs at award date.

6. Retention Ratio

While the Participant is not in compliance with the Guidelines, the Participant must retain an amount equal to 50% of his or her net shares ("Net Shares") received as a result of the exercise of stock options or the vesting of any RSUs granted to the Participant by the Company. Net Shares are those shares which remain after shares are sold to pay any applicable exercise price for stock options and to satisfy any tax obligations arising in connection with the exercise of stock options or the vesting of RSUs, as the case may be.

7. Compliance and Timing

The applicable Guideline level of Company Share ownership is expected to be satisfied by each Participant within five (5) years after first becoming subject to these Guidelines.

Once the Executive Officer's, or Non-Executive Director's level of Share ownership satisfies the applicable Guideline, ownership of the Guideline level is expected to be maintained for as long as the Participant is subject to these Guidelines.



In the event of an increase in a Participant's base salary or base retainer, they will have three (3) years from the time of the increase to acquire any additional Shares required to meet these Guidelines.

The Committee has the discretion to enforce the Guidelines on a case-by-case basis. The Committee will evaluate whether exceptions from the Guidelines should be made in the case of any Participant who, due to his or her unique financial circumstances, would incur a hardship by complying with these Guidelines.

Violations of this Policy may result in the Participant not receiving future grants of long-term incentive plan awards or annual equity retainer.

8. Anti-Hedging

Hedging is viewed as a poor practice as it insulates Participants from stock price movement and reduces alignment with shareholders. This Policy prohibits Participants from using any strategies or products (such as derivative securities or short-selling techniques) to hedge against the potential changes in the value of Shares.

9. Administration

The Committee is responsible for monitoring the application of and compliance with these Guidelines on an annual basis.

10. Amendment

These Guidelines may be waived or amended by the Board from time to time. Changes to this Policy will be communicated to all persons to whom this Policy applies.

11. General

The Executive Officers and the Non-Executive Directors are required to acknowledge that they have read this Policy annually.

If you have questions about the interpretation of this Policy, please contact the Company's Corporate Secretary.

REVISED AND APPROVED by the Board of Directors of **INTEGRA RESOURCES CORP.** on December 13, 2024.



COMPLIANCE CERTIFICATE

I have read and understand the Integra Equity Ownership Policy (the "Policy"). I will adhere in all respects to the standards described in this Policy.

Date: _____

By: _____

Name:

Job Title:

