



ENVIRONMENT, SOCIAL, GOVERNANCE COMMITTEE CHARTER

1. Mandate

The Environment, Social, Governance Committee (the "Committee") has been established by the Board of Directors (the "Board") of Integra Resources Corp. ("Integra" or the "Company") to provide oversight with respect to environment, social, and governance ("ESG") matters to ensure the Company conducts operations at all mining project sites in an environmentally and socially responsible manner and in compliance with all applicable laws and regulations.

The Committee will assist the Board in fulfilling its responsibilities relating to ESG and human resources issues.

2. Composition and Operation

The Committee shall be composed of not fewer than three Directors, and at least three Directors shall be independent Directors. The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Board shall appoint a chair (the "Chair") from among the Committee members. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting. A majority of members shall constitute a quorum for meetings of the Committee, present in person, by telephone or by any other communication medium that permits all persons participating in the meeting to speak and hear one another.

The Committee will make every effort to meet at least two times each fiscal year, on such dates as may be determined by the Committee and shall conduct additional meetings as required from time to time. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely. Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Committee.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.

3. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

- ensure the Company monitors and evaluates trends and emerging issues in ESG and make recommendations to the Board, as necessary;



- work with management to develop, review and monitor ESG policies and systems, as necessary, to ensure compliance with all legal and regulatory requirements;
- support management in developing goals and policies to ensure that ESG standards are being adhered to and achieved; and
- support management in selecting an appropriate ESG reporting framework and review and approve the annual Sustainability Report; and
- make recommendations, as applicable, to the Board on actions related to climate change, industry associations and charitable contributions that should be considered with respect to the Company's ESG performance.

Environment

To fulfill its responsibilities and duties, the Committee shall:

- provide specific oversight of risks and opportunities in the protection of the environment, material stewardship, long term mine closure liabilities, management of legacy issues, water management and climate change;
- review and make recommendations, as appropriate, in regard to the Company's environmental management program, including corporate environmental policies and procedures, and environmental risk assessments;
- consider changes to applicable environmental laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes;
- provide feedback or recommendations in respect of the Company's sustainability related strategies and policies, including climate change strategy to the Board;
- receive and review reports by management on environment issues and make recommendations to the Board in connection therewith. Review incident reports to:
 - assess whether environmental management procedures were effective in such incidents, make recommendations for improvement, where appropriate, and report to the Board, if necessary; and
 - review the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities;
- direct management to develop and maintain education programs for its employees with respect to potential environmental hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes such hazards; and
- ensure that management promotes and facilitates employee participation in developing environmental standards and practices and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards.

Social

A. Local Stakeholders

To fulfill its responsibilities and duties, the Committee shall:



- recommend actions and review recommendations from management for developing social policies, programs, procedures and activities in communities where the Company conducts its business to ensure that the principles set out in such policies are being adhered to and achieved and to integrate such activities with, and participate in, local communities as good corporate citizens;
- recommend actions and review recommendations from management to ensure meaningful and transparent engagement and communications with all stakeholders and seek to build trust and mutually beneficial relationships with the communities that are impacted by the Company's activities;
- direct management to develop, maintain and update procedures to receive and address potential concerns of stakeholders and affected communities;
- consider changes to applicable social laws and regulations of the regions in which the Company operates that may materially impact the Company and provide oversight with respect to management's response to any such changes; and
- receive reports from management on:
 - the social responsibility programs, including significant sustainable development, community relations and security policies and procedures; and
 - on the Company's ESG performance to assess the effectiveness of its programs and initiatives.

B. Tribal Nations

To fulfill its responsibilities and duties, the Committee shall:

- recommend actions and review recommendations from management to ensure the Company is maintaining open, respectful, and transparent communication with Tribal Nation representatives and communities;
- direct management to co-develop sustainable projects and initiatives, ensuring mutual benefits and cultural preservation;
- direct management to develop, maintain and update procedures to receive and address potential concerns of Tribal Nations;
- provide updates to the Board on activities impacting Tribal Nations and ensure compliance with Indigenous frameworks and relevant regulations; and
- commit to fostering long-term, meaningful relationships based on trust, respect, and mutual benefit.

C. Human Resources

To fulfill its responsibilities and duties, the Committee shall:

- in consultation with the CEO, develop the Company's human resources strategy that supports its business strategy;
- review the human resources organizational structure and report any significant organizational changes to the Board;



- monitor strategic labour and social issues, such as inclusion, diversity, employment opportunity and employment assistance programs;
- ensure that management promotes and facilitates employee participation in developing community standards and practices, and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards;
- proactively monitor Company performance in meeting the standards outlined in the Anti-Corruption Policy and the Anti-Bullying and Anti-Harassment Policy;
- proactively monitor Company performance in meeting the standards outlined in the Diversity and Inclusion Policy. This will include an annual review of any diversity initiatives established by management and the Board, and progress in achieving them; and
- review and monitor the practices for promoting Company culture, values, and ethics, as well as making recommendations to the Board on matters relating to corporate culture, values and ethics.

Governance

The Committee shall support the Nomination and Corporate Governance Committee with respect to corporate governance by:

- reviewing annually, for Board approval, certain of the Company's policies and procedures and recommending to the Board any amendments or additional policies to be considered as necessary;
- recommending to the Board any reports on corporate governance that may be required or considered advisable.

At the request of the Board, the Committee shall undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

4. Authority

The Committee has the authority to:

- form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate;
- communicate directly with officers and employees of the Company, legal counsel and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities;
- engage and direct independent compensation consultants, independent counsel, and other advisors as it determines necessary to carry out its duties; and
- set and pay the compensation for advisors employed by the Committee.

The Committee shall also have such other powers and duties as delegated to it by the Board.



5. Accountability

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting. In addition, the Committee Chair has the responsibility to report to the Board, as requested, on ESG matters relative to the Company.

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

