HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

1. Mandate

The Human Resources and Compensation Committee (the "Committee") has been established by the Board of Directors (the "Board") of Integra Resources Corp. ("Integra" or the "Company") to carry out the responsibilities delegated by the Board relating to human resources and compensation matters. The Committee is responsible for the review and determination of a compensation program for executive officers and other members of senior management, as designated by the Committee, (collectively "Executive Management") that is market competitive and attracts, retains, and incentivizes the performance of Executive Management of a quality and nature that will enhance the sustainable profitability and growth of the Company. The Committee will also assist the Board in fulfilling its responsibilities relating to other compensation matters, including administration of the Company's equity incentive plan, and will oversee the Company's human resources strategies, policies and practices.

2. Composition and Operation

a) *Number, Appointment and Removal*

The Committee shall be composed of not fewer than three directors as determined by the Board. The Committee members shall be appointed by the Board annually following the shareholders' meeting 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.

b) *Independence*

All members of the Committee shall be "independent" as required by the applicable rules of the Company's regulators, including pursuant to National Instrument 52-110 - *Audit Committees,* as amended from time to time, pursuant to Sections 803A and 805(c) of the NYSE American LLC Company Guide, the rules of any other stock exchanges on which the Company is listed and any other applicable laws and regulations as the same may be amended from time to time.

c) *Chair*

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 chair at the meeting.

d) *Meetings*

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.

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 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 shall hold in-camera sessions at each meeting, during which the members of the Committee shall meet in the absence of management.

The Committee may invite such directors, senior executive officers and other employees of the Company and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.

e) *Manner of Acting*

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

3.1. Compensation of Chief Executive Officer ("CEO") and CEO Succession Planning

a) Review and recommend to the Board for approval any agreement between the Company and the CEO that addresses terms of employment, responsibilities, compensation, retirement, termination or other special conditions.

b) Review and recommend to the Board for approval any agreements providing for the payment of benefits following a change of control of the Company or severance to the CEO following a termination of employment.

c) Annually review and approve corporate goals and individual objectives relevant to the CEO, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board for approval the compensation level for the CEO based on this evaluation and relevant market data. In evaluating the CEO's compensation, the Committee shall consider the results of any recent shareholder advisory vote on executive compensation ("Say on Pay Vote").

d) Recommend CEO compensation to the Board for approval and report the results of the process to the Board. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

d) At least once annually, review and approve or determine, a succession plan for the CEO.

3.2. Compensation of Company's Executive Management and Directors and Compensation Philosophy

To fulfill its responsibilities and duties, the Committee shall:

a) consider annually the compensation philosophy and guidelines for the Company. This shall include:

   - reviewing and recommending to the Board for approval the compensation philosophy and structure, including the Company's short-term and long-term incentive plans and benefits, for Executive Management;
   - evaluating the results of any recent Say on Pay Vote in making recommendations to the Board for approval regarding Executive Management compensation;
   - establishing the appropriate methodology to determine compensation and the compensation amounts being cash, non-cash and/or equity-related for the Company's Executive Management;
   - establishing peer groups of comparable companies and target competitive positioning for the Company's compensation programs; and
   - considering the implications of the potential risks associated with the Company's compensation policies and programs and ensuring these implications are adequately mitigated;

b) in consultation with the CEO, review the CEO's assessment of non-CEO Executive Management and fix the compensation of each member of Executive Management for recommendation to the Board for approval;

c) in consultation with the CEO, review and make recommendations to the Board for its approval of:

   - all matters concerning incentive awards, compensation performance targets, perquisites and other remuneration matters with respect to non-CEO Executive Management;
   - benefit plans applicable to non-CEO Executive Management including levels and types of benefits;

d) review and recommend to the Board for approval any perquisites and supplemental benefits to be granted to Executive Management, as applicable;

e) review and approve any agreements between the Company and non-CEO Executive Management, that address terms of employment, responsibilities, compensation, retirement, termination or other special conditions;

f) review and recommend to the Board for approval any agreements providing for the payment of benefits following a change of control of the Company or severance of Executive Management following a termination of employment;

g) annually review the directors' compensation program and make any recommendations to the Board for approval;

h) at least once annually, together with the CEO, review and approve or determine succession plans for non-CEO Executive Management, including specific plans and career planning for potential successors;

i) review and recommend to the Board for approval any proposed appointment of any person as an officer of the Company, and to the extent necessary, collaborate with the Nomination and Corporate Governance Committee of the Board in the confirmation of the corporate and executive officers of the Company annually; and

j) perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

3.3. Equity Incentive Plans

a) In consultation with the CEO, review and make recommendations to the Board for its approval of any stock option plan, restricted share plan, performance share plan or other similar equity-based plan (the "Equity Incentive Plans") and any amendments to such Equity Incentive Plans.

b) In consultation with the CEO, review and make recommendations to the Board for its approval of the granting/awarding of any amounts under the Equity Incentive Plans to eligible persons.

c) Make recommendations to the Board for approval as to the exercise price, vesting terms, limitations, restrictions, and other conditions of equity-based awards to eligible persons.

d) Make any other determinations deemed necessary for the administration of the Equity Incentive Plans and make such recommendations to the Board for approval.

3.4. Human Resources

a) In consultation with the CEO, develop the Company's human resources strategy that supports its business strategy.

b) Monitor strategic labour and social issues, such as inclusion, diversity, employment opportunity and employment assistance programs.

c) 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.

d) Proactively monitor Company performance in meeting the standards outlined in the Workplace Bullying, Harassment and Violence Policy.

e) 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.

f) 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.

g) At least annually, receive and review a report from the Company's 401(k) Plan Committee summarizing plan governance, investment performance, and any material issues arising from the plan committee's review during the year.

3.5. Disclosure Obligations

a) Review executive compensation disclosure before the Company publicly discloses such information.

b) Report annually to the Company’s shareholders, through the Company’s management information circular, or as required by the applicable rules of the Company’s regulators, on the Company’s approach to compensation.

4. Authority

The Committee has the authority to:

a) form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate;

b) communicate directly with officers and employees of the Company, legal counsel as to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities; and

c) in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser at the expense of the Company.

  - The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel, or other adviser retained by the Committee.
  - The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel, or any other adviser retained by the Committee.
  - The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel, or other adviser to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
  - In selecting a compensation consultant, legal counsel or other adviser, the Committee must take into consideration all relevant factors, including any conflict of interest in accordance with Section 805(c)(4) of the NYSE American LLC Company Guide.

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

5. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and stock exchange requirements, as well as in the context of the Company's Articles, it is not intended to establish any legally binding obligations.

6. Accountability

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

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

REVISED AND APPROVED by the Board of Directors of **INTEGRA RESOURCES CORP.** on July 7, 2026.