NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Mandate

The main purpose of the Nomination and Corporate Governance Committee (the "Committee") is to provide a focus on governance that will enhance Integra Resources Corp.'s ("Integra" or the "Company") performance, to assess and make recommendations regarding the effectiveness of the Board of Directors (the "Board") and to establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors.

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 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. Board and Directors

Subject to the powers and duties of the Board, the Committee will:

a) recommend to the Board nominees for election to the Board including individuals to fill any vacancies on the Board that may occur between annual meetings of shareholders;

b) oversee the annual review of the Board, its committees' and individual directors' performances to ensure the effective functioning of the Board;

c) annually review the Board's relationship with management to ensure the Board is able to, and in fact does, function independently of management;

d) develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration, among other matters, the following:

    i. the independence of each director;

    ii. the competencies and skills the Board, as a whole, should possess;

    iii. the current strengths, skills, and experience represented by each director, as they affect Board dynamics;

    iv. retirement dates;

    v. the appropriate size of the Board, with a view to facilitating effective decision-making; and

    vi. the diversity of the Board and its committees;

e) assess the competencies, skills and other qualities that the Committee considers each existing member of the Board to possess, and the competencies, skills and other qualities each new nominee would bring to the Board;

f) develop recommendations regarding the essential and desired experience and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans;

g) develop and implement a process to handle any nominees for director who are recommended by security holders;

h) in conjunction with the Board Chair and the Chief Executive Officer ("CEO"), identify, screen, and recommend to the Board nominees for election to the Board at each annual shareholders' meeting, considering what competencies and skills each nominee will bring to the Board, their past business experience, their integrity, their industry knowledge, their ability to contribute to the success of the Company, any past experience of directors or management with potential candidates, their expected contribution to achieving an overall Board which can function as a high performance team with sound judgment and proven leadership, as well as whether or not they can devote sufficient time and resources to his or her duties as a Board member, the diversity of the Board, and any other factors as may be considered appropriate;

i) in conjunction with the Board Chair and the CEO, assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required;

j) in conjunction with the Board Chair and the CEO, recommend committee members and committee chair appointments to the Board for approval and review the need for and the performance and suitability of those committees and make recommendations as required;

k) when required, recommend a candidate for appointment as Board Chair to the Board for approval;

l) when required, recommend a candidate for appointment as Lead Director to the Board for approval, who will be an independent director;

m) review, monitor, and make recommendations to the Board regarding the orientation and education of directors;

n) review and monitor attendance at Board and committee meetings and ensure such attendance is disclosed in disclosure materials of the Company, and where a director fails to satisfy attendance criteria, ensure a fulsome explanatory note is provided;

o) under the authority of the Board, the Committee shall, with respect to boards of directors of unrelated corporations which operate for profit and which compensate members of their Boards and/or significant commitments with respect to non-profit organizations:

    i. review a limit on the number of such Boards on which individual members of executive management may participate; and

    ii. receive notice of proposed membership by a member of executive management and, upon consultation with the CEO, have a right to object to such membership;

p) review the Board's needs for formal Board, committee and individual director evaluation processes; and develop and implement appropriate processes;

q) review and approve the request of an individual director to engage independent counsel in appropriate circumstances, at the Company's expense;

r) annually review the Company's directors' and officers' third-party liability insurance to ensure adequacy of coverage; and

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

3.2. Corporate Governance

Subject to the powers and duties of the Board, the Committee will:

a) review annually, for Board approval, the Company's charters, mandates and roles, as the case may be, for the Board, the Board Chair, the CEO, the committee chairs and committees of the Board;

b) review annually, for Board approval, certain of the Company's policies and procedures and recommend to the Board any amendments or additional policies to be considered as necessary;

c) annually compare the Company's corporate governance practices against those recommended or required by any applicable regulator or stock exchange. Ensure the Company meets all requirements, and where the Company's practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Company;

d) recommend to the Board any reports on corporate governance that may be required or considered advisable; and

e) at the request of the Board, 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:

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 and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities; and

c) when it considers it necessary or advisable, retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

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 governance and board effectiveness 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.