

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Integra Resources Corp.		98-1431670	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Investor Relations	+1 (604) 416-0576	info@integresources.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
1050 - 400 Burrard Street		Vancouver, British Columbia, V6C 3A6, Canada	
8 Date of action		9 Classification and description	
November 8, 2024		Common Shares	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
45826T	N/A	TSXV: ITR; NYSE Ame.: ITRG	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See Attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Attachment.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See Attachment.

18 Can any resulting loss be recognized? ► See Attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attachment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature ► /s/ Andree St-Germain

Date ► December 17, 2024

Print your name ► Andree St-Germain

Title ► Chief Financial Officer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Kendall R. Fisher

Preparer's signature

Date

12/17/2024

Check ☐ if
self-employed

PTIN

P01980923

Firm's name ► Dorsey & Whitney LLP

Firm's EIN ► 41-0223337

Firm's address ► Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104

Phone no. (206) 903-8793

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Integra Resources Corp.

Attachment to Form 8937-Part II

Report of Organizational Actions Affecting Basis of Securities (The Arrangement)

Consult your own tax advisor: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Arrangement (as defined below) on the tax basis of shares in Integra Resources Corp., a corporation formed under the laws of the Province of British Columbia, Canada (“**Integra**”), in the hands of holders of shares of Integra stock who are U.S. taxpayers and who received such shares of Integra stock pursuant to the Arrangement (as defined below) by reason of previously being holders of shares of stock of Florida Canyon Gold Inc., a corporation formed under the federal laws of Canada (“**FCGI**”) (“**U.S. Shareholders**”).

This Form 8937 and the analysis contained herein also does not address the U.S. federal, state, local or non-U.S. tax consequences of the Arrangement applicable to holders of options, restricted share units, deferred share units or other convertible securities of FCGI. Holders of such options, restricted share units, deferred share units or other convertible securities are urged to consult their own tax advisors regarding the tax consequences of the Arrangement to them in light of their own personal circumstances.

This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither Integra nor FCGI provides tax advice to its shareholders. You should consult your own tax advisors regarding the particular consequences of the Arrangement to you, including the applicability and effect of all U.S. federal, state and local tax laws as well as non-U.S. tax laws.

For additional information, please read the Management Information Circular of FCGI dated as of September 19, 2024 (the “**Circular**”), which is available at www.sedarplus.ca.

Part II Item 14. (Description of organizational action)

On November 8, 2024, pursuant to an arrangement agreement by and between the parties, Integra acquired all of the issued and outstanding shares of FCGI (the “**FCGI Shares**”), after which FCGI became a wholly-owned subsidiary of Integra (the “**Arrangement**”). Pursuant to the Arrangement, each shareholder of FCGI received 0.467 of a common share of Integra (the “**Integra Shares**”) in exchange for each FCGI Share exchanged therefor pursuant to the Arrangement. No fractional Integra Shares were issued pursuant to the Arrangement, and no cash was paid in lieu of any fractional Integra Share, with any fractional Integra Share rounded down to the nearest whole number.

U.S. Shareholders should review the Circular and consult with their own tax advisors regarding the tax consequences of the Arrangement to them in light of their particular circumstances.

Part II Item 15. (Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer)

Integra intends that the Arrangement qualify as a tax-deferred reorganization within the meaning of Code Section 368(a), but provides no assurances in this regard. Provided the Arrangement qualifies as a tax-deferred reorganization under Code Section 368(a), each U.S. Shareholder should have a tax basis in the Integra Shares received pursuant to the Arrangement equal to such U.S. Shareholder's adjusted tax basis in his, her, or its FCGI Shares surrendered in exchange therefor pursuant to the Arrangement.

If a U.S. Shareholder held different blocks of FCGI Shares (i.e., FCGI Shares acquired at different times or different prices) at the time of the Arrangement, such shareholder should consult its own tax advisor with respect to the determination of the tax bases of particular FCGI Shares received in the Arrangement.

Certain former U.S. Shareholders that fail to file a timely gain recognition agreement with the IRS may recognize gain under Code Section 367.

If FCGI was a passive foreign investment Company ("PFIC"), as defined under Code Section 1297, for any tax year during which a U.S. Shareholder held its FCGI Shares, certain special PFIC rules may apply to the Arrangement subject to certain proposed Treasury Regulations that, if finalized in their current form, would apply to transactions on or after April 1, 1992 and that have not been adopted in final form (or withdrawn). The Circular provides that based on current business plans, financial expectations and the completion of the Arrangement, Integra believes that it may not be classified as a PFIC for its current tax year, but provides no assurances in such regard. U.S. Shareholders should review the Circular and consult with their own tax advisors regarding the potential application of the PFIC rules including the potential application of the proposed PFIC Treasury Regulations.

Part II Item 16. (Description of the calculation of the change in basis)

In the event the Arrangement is taxable for U.S. federal income tax purposes, for purposes of calculating fair market value, the fair market value of an Integra Share on November 8, 2024 is estimated at U.S.\$1.02, which was the closing price of an Integra Share on the NYSE American Exchange on November 8, 2024.

Each U.S. Shareholder should consult with his, her or its own tax advisors to determine whether they are required to recognize gain in connection with the Arrangement and what measure of fair market value is appropriate.

Part II Item 17. (List of applicable Code sections)

Provided the Arrangement qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a), the U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 354, 358, 367, 368 and 1223.

In addition, if FCGI was a PFIC at any time during the period that a U.S. Shareholder held FCGI Shares, then Code Sections 1291–1297 would be applicable.

Part II Item 18. (Recognition of loss)

Provided the Arrangement qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a), each U.S. Shareholder which received Integra Shares pursuant to the Arrangement should not recognize any loss.

Part II Item 19. (Other information)

The Arrangement was effective on November 8, 2024. For a U.S. Shareholder which participated in the Arrangement whose taxable year is a calendar year, the reportable tax year is 2024.