



TRIPLEFLAG
PRECIOUS METALS

TRIPLE FLAG PRECIOUS METALS CORP.

Anti-Bribery and Anti-Corruption Compliance Policy

Approved by the Board of Directors on May 7, 2020

TRIPLE FLAG PRECIOUS METALS CORP
ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY
(The “Policy”)

1. OVERVIEW

Triple Flag Precious Metals Corp. (the “**Corporation**”) promotes zero-tolerance against bribery and corruption and entrenches such fundamental principles in its corporate values. The Corporation is committed to fully complying with Canada’s *Corruption of Foreign Public Officials Act* and the United States *Foreign Corrupt Practices Act of 1977* and any local and foreign anti-bribery or anti-corruption laws and regulations that may be applicable.

Personnel who have questions regarding the requirements or application of these laws must seek guidance from the General Counsel. In some instances, the Corporation may be subject to government investigations. While the Corporation has a policy to cooperate fully with such investigations, no Personnel should readily respond on behalf of the Corporation to any regulatory authority or governmental agency unless he or she has had an opportunity to consult with General Counsel and his or her supervisor, and has received appropriate guidance in that respect.

2. IMPROPER PAYMENTS

The Corporation and all employees, directors, officers contractors and agents of the Corporation and its subsidiaries and affiliates (collectively, “**Personnel**”) shall not, directly or indirectly, promise, offer or pay or authorize the promise, payment or making of an offer to pay an Improper Payment.

In particular, the Corporation and Personnel shall not, either directly or indirectly, pay or offer anything of value to a public or governmental official, in order to influence any act within the recipient’s official capacity, or to induce the recipient to violate its, his or her lawful duty, or to induce the recipient to use its, his or her influence with any level of government to affect or influence any act or decision of such government for the purpose of obtaining, retaining or directing business or any undue advantage.

For the purposes of this policy, an “**Improper Payment**” means a Bribe, Kickback or Facilitating Payment.

For the purposes of this policy, a “**Bribe**” means any payment, promise to pay, or authorization of the payment of any money, gift, reward, thing of value, advantage or benefit of any kind, that has been given or offered to a Public Official either directly or through an intermediary, in order to influence the making or not making or implementation of a decision or act by a public or government official, and also means all attempts to make such payments.

For the purposes of this policy, a “**Kickback**” means the payment, promise to pay, or the authorization of the payment of a portion of contract consideration to a public or government official. This includes the improper utilization of sub contracts, purchase orders, consulting

agreements or gifts to channel payments to a public or government official, employees or other representatives of a public or government official or to their relatives or business associates.

For the purposes of this policy, a “**Facilitating Payment**” means any small payment, promise to pay, or authorization of a modest one-off payment made solely to expedite or secure the performance of routine government actions that are part of a public or government official’s duties or functions such as:

- a) obtaining licenses, permits and other official documents to qualify to do business in a foreign country;
- b) processing governmental papers, such as visas and work permits;
- c) providing or obtaining police protection, telephone service, utilities, and mail services; or
- d) actions of a similar nature

For the purposes of this policy, a “**public or government official**” may include, without limitation:

- a person who holds a legislative, administrative or judicial position of a foreign state;
- a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; or
- an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

3. GIFTS, HOSPITALITY AND EXPENSES

The Corporation acknowledges that business gifts and entertainment – such as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services – are designed to build goodwill and constructive relationships among business partners. However, an issue may arise when these courtesies compromise, or appear to compromise, the Corporation’s ability to make fair and objective business decisions or to gain an unfair advantage.

No Personnel should, either directly or indirectly, receive or offer any gift, reimbursement or entertainment to a public or government official that might be perceived to unfairly influence a business relationship or obtain an improper advantage. Any such gift, reimbursement or entertainment must at all times be in line with the Corporation’s Code of Business Conduct and Ethics and any other related policies or guidelines. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift, reimbursement or entertainment should ever be solicited, offered, given, provided, authorized or accepted by any Personnel or their family members unless it is not a cash gift, is consistent with customary business practices, is not excessive in value, cannot be construed as a

bribe or payoff, and does not violate any applicable laws. Personnel should discuss with the General Counsel any gifts, reimbursements or entertainment or any proposed gifts, reimbursements or entertainment about which they have any questions.

Any gift, reimbursement or entertainment in excess of \$150 ultimately provided to a public or governmental official must be reported to the General Counsel so that it can be fully and accurately recorded in the Corporation's accounting records.

4. VIOLATIONS

Any Personnel who becomes aware of or suspects a violation of this Policy must promptly report the matter to the General Counsel.

A determination of whether a particular past or proposed payment or action is in violation of this Policy shall be made by the General Counsel in consultation with the Chief Executive Officer. Retaliation by anyone as a consequence of Personnel making good faith report of a possible violation of law or this Policy is strictly prohibited.

Violation of this Policy and/or applicable anti-bribery and anti-corruption laws can result in severe civil penalties for both the Corporation and the Personnel, and in criminal penalties including fines and imprisonment. A violation may also result in other legal and adverse consequences, including securities commission actions or investigations, shareholder lawsuits, disgorgement of profits and long-term damage to the Corporation's reputation both in Canada and the U.S. and abroad. Violating this Policy will therefore result in the Corporation taking appropriate corrective disciplinary action, including where appropriate dismissal or termination of contract and immediately reporting same to the Corporation's Chief Executive Officer.

5. INVESTIGATION AND REVIEW

The board of directors of the Corporation shall be responsible for monitoring compliance with this Policy and shall initiate and conduct any investigations of reported violations, as appropriate. The board of directors of the Corporation shall review this Policy at least annually or otherwise as it deems appropriate, and, if applicable make such changes as are necessary to ensure the Corporation's commitment to complying with applicable anti-bribery and corruption laws.