



TRIPLE FLAG PRECIOUS METALS CORP.

Majority Voting Policy

Approved by the Board of Directors on May 3, 2021

TRIPLE FLAG PRECIOUS METALS CORP

MAJORITY VOTING POLICY

(the “Policy”)

1. INTRODUCTION

The board of directors (the “**Board**”) of Triple Flag Precious Metals Corp. (the “**Company**”) believes that each of its members should have the confidence and support of the Company’s shareholders (“**Shareholders**”). To this end, the Board has unanimously adopted this majority voting policy (the “**Policy**”). Future nominees for election to the Board will be asked to subscribe to this Policy before their names are put forward.

Forms of proxy for the vote at a Shareholders’ meeting where directors of the Company are to be elected will enable the Shareholder to vote in favor of, or to withhold from voting, separately for each nominee. At each Shareholders’ meeting, the chair of the meeting will call for a vote and instruct the scrutineers to record, with respect to each nominee, the number of common shares of the Company (“**Shares**”) voted in his or her favor and the number of Shares withheld from voting.

2. MAJORITY VOTING IN DIRECTOR ELECTIONS

In an uncontested election of directors, any nominee for director who does not receive a greater number of vote “for” his or her election than votes “withheld” from such election (a “**Majority Withheld Vote**”) shall promptly tender his or her resignation to the chair of the Board (the “**Chair**”) following the meeting or, if the affected director is the Chair, to each member of the Company’s Compensation & ESG Committee (the “**Committee**”). Any resignation received by the Chair shall be promptly referred to the Committee for consideration. In this policy, an “uncontested election” means an election where the number of nominees for director shall be equal to the number of directors to be elected.

The Committee shall, promptly following the resignation but in any event within thirty (30) days of the applicable Shareholders’ meeting, consider the resignation offer and shall recommend to the Board whether or not to accept it. The Committee shall recommend that the Board accept the resignation absent exceptional circumstances that would warrant the applicable director to continue to serve on the Board.

The Board shall act on the Committee’s recommendation promptly following its receipt thereof and, in any event, shall make and announce its decision in a press release within ninety (90) days of the applicable Shareholders’ meeting. The Board shall accept the Committee’s recommendation absent exceptional circumstances. If a resignation is accepted, the Board may, subject to applicable law, the Company’s articles and the Investor Rights Agreement (if applicable): (i) appoint a new director to fill any vacancy created by the resignation, (ii) reduce the size of the Board, (iii) leave the vacancy unfilled, or (iv) call a meeting of Shareholders to appoint a replacement. A resignation will be effective upon its acceptance by the Board.

Any director who offers his or her resignation pursuant to this policy shall not participate in the meeting of the Committee, if he or she is a member of the Committee, to consider the decision to

recommend to the Board whether his or her resignation shall be accepted. If, however, (i) each member of the Committee receives a Majority Withheld Vote in the same election, or (ii) a sufficient number of Committee members receives a Majority Withheld Vote in the same election such that the Committee no longer has a quorum, then all directors who are determined by the Board to be “independent” within the meaning of National Instrument 58-101 — *Disclosure of Corporate Governance Practices* and any other applicable securities laws and the rules of any stock exchange on which the Company’s securities are listed, as replaced or amended from time to time (including any successor rule or policy thereto), who did not receive a Majority Withheld Vote shall consider the resignation offers and determine whether to accept them (applying the same procedures and consideration as apply to the Committee under this policy *mutatis mutandis*). Moreover, any director who offers his or her resignation pursuant to this Policy shall not participate in the meeting of the Committee, or the meeting of the Board to consider the recommendation of the Committee, as to whether his or her resignation should be accepted.

The Company shall promptly issue a news release with the Board’s decision, a copy of which must be provided to the Toronto Stock Exchange and any other stock exchange that so requires. If the Board determines not to accept a resignation, the news release shall fully state the reasons for that decision.

In the event that any director who receives a Majority Withheld Vote does not offer his or her resignation in accordance with this Policy, he or she will not be re-nominated by either the Committee or the Board.

The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

This Policy does not apply in circumstances involving contested director elections (i.e., a meeting at which the number of directors nominated for election is greater than the number of directors to be elected).

This Policy shall be posted on the Company’s website.