



TRIPLE FLAG PRECIOUS METALS CORP.

Position Descriptions

Approved by the Board of Directors on May 3, 2021

Chair of the Board – Position Description

The Chair of the Board (the “**Chair**”), along with the Lead Director (if the Chair is not an independent director), of Triple Flag Precious Metals Corp. (the “**Company**”), is responsible for the management, development and effective performance of the Board of Directors (the “**Board**”), and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of the Company.

The Chair shall play a key role in promoting, fostering and supporting a spirit of respect, trust and collegiality among directors, and between the Board and management, high performance and commitment by all directors, and integrity and honesty in the actions of the Board and management.

The roles and responsibilities of the Chair include, among other things, to:

- (a) lead, manage and organize the Board in accordance with the Board Mandate and work with the Lead Director (if any) so he or she can fulfill the duties and responsibilities assigned to him or her in such role;
- (b) ensure that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- (c) together with the Board members, establish the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and that appropriate executive officers (as defined below) are available to present or address various issues, as may be necessary;
- (d) chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating full participation and discussion by Board members and ensuring that decisions of the Board are accurately recorded, communicated to management and tracked to ensure proper follow up;
- (e) maintain an effective relationship between the Board and the Chief Executive Officer, Chief Financial Officer, Vice Presidents and Managing Directors (collectively, the “**executive officers**”);
- (f) acting as a liaison between the Board and the Chief Executive Officer, and providing advice, counsel and mentorship to the Chief Executive Officer;
- (g) determine the information the Board requires to discharge its responsibilities effectively and confirm that the executive officers are keeping the Board fully-appraised at all times of all matters which are material to the Board’s responsibilities;
- (h) providing advice, guidance and mentoring to individual directors to assist them to improve performance or conduct;
- (i) supporting the continuing education of directors;

- (j) ensure that the Board meets as frequently as is necessary;
- (k) confirm that Board functions are delegated to appropriate committees, that functions are carried out and that the results are reported to the Board;
- (l) chair meetings of shareholders, be available for questions and participate in other activities to engage shareholders and other stakeholders as may be necessary or appropriate;
- (m) in conjunction with the Compensation & ESG Committee, ensure that the Board is comprised of capable, experienced individuals, approach candidates for Board membership and ensure that an appropriate Board succession plan is in place;
- (n) ensure that appropriate governance policies for the Company and the Board, including those regarding the conduct of Board and committee meetings, including *in camera* sessions, managing and reporting information and other policies relating to the Board's business, are established and monitored for compliance; and
- (o) take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and the executive officers and that the boundaries between Board and management responsibilities are understood and respected.

This position description is subject to and shall be interpreted in a manner consistent with the *Canada Business Corporations Act*, the articles and by-laws of the Company, any other applicable legislation (including applicable securities laws) and the rules and regulations of the Toronto Stock Exchange and any other stock exchange on which the Company's securities are listed, all as may be amended from time to time.

Lead Director – Position Description

Where the Chair of the Board of Directors (the “**Board**”) is not an independent director, the Lead Director shall be selected by the Board of Triple Flag Precious Metals Corp. (the “**Company**”) from among its independent directors.

The Lead Director, along with the Chair of the Board (the “**Chair**”), is responsible for the management, development and effective performance of the Board and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of the Company.

The roles and responsibilities of the Lead Director include, among other things, to:

- (a) together with the Chair, ensure that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- (b) provide input to the Chair for the establishment of the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and input on the quantity, quality and timeliness of information provided to the Board;
- (c) together with the Chair, determine the information the Board requires to discharge its responsibilities effectively and confirm that the Chief Executive Officer, Chief Financial Officer, Vice Presidents and Managing Directors (collectively, the “**executive officers**”) are keeping the Board fully-apprised at all times of all matters which are material to the Board’s responsibilities;
- (d) preside, in the absence of the Chair, at Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating full participation and discussion by Board members and ensuring that decisions of the Board are accurately recorded, communicated to management and tracked to ensure proper follow up;
- (e) preside, in the absence of the Chair, at shareholder meetings, be available for questions and participate in other activities to engage shareholders and other stakeholders as may be necessary or appropriate;
- (f) preside over all *in camera* meetings of the Board’s independent directors and ensure that matters raised during these meetings are reviewed with the Chair and acted upon in a timely fashion;
- (g) recommend the calling of, and preside over, special meetings of the independent directors, when necessary, including establishing meeting agendas;
- (h) together with the Chair and in conjunction with the Compensation & ESG Committee, ensure that the Board is comprised of capable, experienced individuals,

approach candidates for Board membership and ensure that an appropriate Board succession plan is in place;

- (i) together with the Chair and in conjunction with the Compensation & ESG Committee, ensure that appropriate governance policies for the Company and the Board, including those regarding the conduct of Board and committee meetings, including *in camera* sessions, managing and reporting information and other policies relating to the Board's business, are established and monitored for compliance;
- (j) together with the Chair and in conjunction with the Compensation & ESG Committee, take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and the executive officers and that the boundaries between Board and management responsibilities are understood and respected; and
- (k) together with the Chair and in conjunction with the Compensation & ESG Committee, ensure that the Board is provided with the resources, including external advisors and consultants, as deemed appropriate in the conduct of their responsibilities and duties.

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Chief Executive Officer – Position Description

The Chief Executive Officer (the “**CEO**”) is primarily responsible for the overall management of the business and affairs of Triple Flag Precious Metals Corp. (the “**Company**”). In this capacity, it is the CEO’s duty to establish the strategic and operational priorities of the Company and to provide leadership for the effective overall management of the Company. The CEO is directly responsible to the Board of Directors of the Company (the “**Board**”) for all activities of the Company.

The roles and responsibilities of the CEO include, among other things, to:

- (a) develop and monitor the Company’s strategic direction plan and recommend such plan to the Board for consideration;
- (b) direct the overall business operations of the Company;
- (c) ensure that the Board is kept appropriately informed of the overall business operations and major issues facing the Company;
- (d) be ultimately accountable for the execution of strategy and policies of the Company as well as overall leadership, management, direction and performance of the Company;
- (e) develop and execute an annual corporate plan which includes an operations plan and a financial budget with performance targets, all of which must be accomplished within the strategic framework of the Company;
- (f) develop leadership, assess the performance and recommend the compensation of the Chief Financial Officer, Vice Presidents and Managing Directors (together with the CEO, the “**executive officers**”);
- (g) ensure, in cooperation with the Board, that the Company has high-performing executive officers and an effective succession plan for all areas of business;
- (h) represent the Company to its shareholders as well as investment and financial communities, governments, customers and the public;
- (i) monitor compliance by the Company with all applicable laws, rules and regulations, as well as the Company’s Code of Business Conduct and Ethics and any other policies that are in effect from time to time, and serve as a member of the Company’s Disclosure Committee;
- (j) establish and monitor systems to identify and manage the principal risks to the Company’s business;
- (k) work with the Chair of the Board and Lead Director (if any) to bring material decisions to the Board for review and approval, including the following:

- (i) acquisitions or disposition of assets;
- (ii) issuance or sale of shares of the Company and/or rights, options or warrants to acquire shares of the Company; and
- (iii) any other material transaction, contract, agreement, undertaking, commitment or arrangement;

other than, in each case, as may be within the authority of the CEO delegated by the Board;

- (l) build a corporate and governance culture that promotes ethical practices and encourages individual integrity; and
- (m) perform such other duties as may be delegated by the Board from time to time.
- (n) Without limiting the generality of the foregoing, the CEO, working with the Company's other executive officers, including the Company's Chief Financial Officer, shall be responsible for: (i) providing the Board with information and advice relating to the operation of the Company's business, acquisitions, dispositions, developments and financings; (ii) implementing the annual corporate plan and monitoring the financial performance of the Company relative to such plan; (iii) conducting and supervising the due diligence required in connection with proposed new business arrangements or transactions, as approved by the Board; (iv) maintaining, or causing to be maintained, the books and financial records of the Company; (v) determining and preparing, or causing to be determined and prepared, designations, elections and determinations to be made in connection with the income and capital gains of the Company for tax and accounting purposes, as approved by the Board; (vi) preparing, or causing to be prepared, reports and other information required to be sent to the Company's shareholders and other disclosure documents, as approved by the Board or in accordance with the Company's Disclosure Policy; and (vii) communicating with the Company's shareholders and other persons, including investment dealers, lenders, investors, and professionals, in accordance with the Company's Disclosure Policy.

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Committee Chair – Position Description

The Mandate of the Board of Directors (the “**Board**”) of Triple Flag Precious Metals Corp. provides that the Board will carry out its responsibilities directly and through an Audit Committee, a Compensation & ESG Committee (“**C&ESG Committee**”) and such other committees as the Board may establish from time to time.

The Chair of each committee is appointed by the Board on the recommendation of the C&ESG Committee.

A committee Chair is principally responsible for determining the agenda, frequency and conduct of committee meetings.

Specific Role and Responsibilities

The committee Chair will:

- (a) ensure that the committee is properly organized, functions effectively and meets its obligations and responsibilities;
- (b) establish the frequency of committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (c) chair committee meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for the discussion of issues, facilitating consensus, encouraging full participation by individual committee members and ensuring that clarity regarding decisions is reached and duly recorded;
- (d) in consultation with the other members of the committee, the Chair of the Board, Lead Director (if any), Chief Executive Officer and, in the case of the Audit Committee, the Chief Financial Officer, establish the agenda for meetings of the committee;
- (e) liaise and communicate with the Chair of the Board and Lead Director (if any) to coordinate input from the committee for Board meetings;
- (f) report to the Board on matters discussed and approved in committee meetings;
- (g) assist the C&ESG Committee in its annual review of: (i) mandates and charters of the Board and committees of the Board; and (ii) the effectiveness of the committee in fulfilling its responsibilities and duties;
- (h) in conjunction with the committee, retain and oversee independent advisors to assist the committee when appropriate; and
- (i) ensure that the committee members meet *in camera* following each meeting of the committee.

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