



POSITION DESCRIPTIONS - CHAIR OF THE BOARD

INTRODUCTION

The board of directors (the "**Board**") of Tincorp Metals Inc. (the "**Company**") has ultimate accountability for the management of the Company. Critical to meeting this accountability is the relationship between the Board and management, shareholders, and the individuals on the Board. The Chair, as the presiding Board member, must ensure that these relationships are effective and efficient. In performing this role, the Chair working together with senior management must manage the Board and ensure effective relations with shareholders. The Chair will at all times retain an independent perspective to represent the best interests of the Company.

GENERAL

The Chair must be a director of the Company and must meet the independence standards set out in the Charter of the Board. The Chair will be appointed annually by the Board. The Chair will report to the Board.

WORKING WITH MANAGEMENT

The Chair acts as a resource for the senior management team, including helping to define problems, review strategy, maintain accountability, build relationships and ensure the senior management team, is aware of concerns of the Board and shareholders.

MANAGING THE BOARD

The Chair will:

- a) provide overall leadership to enhance the effectiveness of the Board;
- b) take all reasonable steps to ensure that the responsibilities and duties of the Board, as outlined in the Charter of the Board, are well understood by the directors and executed as effectively as possible;
- c) foster ethical and responsible decision-making by the Board and individual directors;
- d) ensure that at least a majority of the directors are "independent" as such term is defined in applicable Canadian securities laws;
- e) ensure that the Board monitors the Company's business and affairs and that the Board is alert to its obligations;
- f) assist the Board in reviewing and monitoring the strategy, policies and direction of the Company;
- g) communicate with the Board to ensure it has sufficient knowledge to permit it to comfortably and properly make major decisions when such decisions are required;
- h) provide the principal point of contact between management and the Board in order to facilitate effective communication between management and the directors;
- i) monitor the frequency of the Board meetings and review the frequency of Board meetings from time to time;
- j) coordinate the agenda, information packages and related events for Board meetings with the CEO and the Corporate Secretary;
- k) chair Board meetings whenever feasible;
- l) ensure that a record of all Board meetings is kept;
- m) in conjunction with the Corporate Secretary, ensure that minutes of each Board meeting are taken, circulated, adopted, filed and made available for review by the Board;
- n) ensure that the Board meets in separate, regularly scheduled, non-management, in camera sessions and in closed sessions with internal personnel or outside advisors, as needed or appropriate;
- o) in conjunction with the Corporate Governance Committee, recommend the committees of the Board and their composition, review the need for, and the performance and suitability of those committees and make such adjustments as deemed necessary from time to time;
- p) attend committee meetings where appropriate and ensure that Board and committee meetings are conducted in an efficient, effective and focused manner; and
- q) periodically review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with any relevant committees of the Board.



RELATIONS WITH SHAREHOLDERS AND THE PUBLIC

The Chair will chair meetings of shareholders whenever feasible. The Chair will decide, in consultation with the senior management, if it is appropriate that the Board be represented at official functions and meetings with major shareholder groups and financial analysts.

EFFECTIVE DATE

This position description was reviewed by the Corporate Governance Committee and last approved by the board of directors on April 17, 2024.



POSITION DESCRIPTION – CHIEF EXECUTIVE OFFICER

INTRODUCTION

The Chief Executive Officer (the "CEO") provides overall leadership and vision in developing the strategic direction of the Company, in consultation with the board of directors (the "Board") of Tincorp Metals Inc. (the "Company"). The CEO also manages the overall business of the Company to ensure the strategic plan is effectively implemented and the results are monitored and reported to the Board. The CEO reports to the Board.

RESPONSIBILITIES – CEO

The CEO of the Company will:

- a) provide to the Company the services agreed to by the CEO in the CEO's employment agreement with the Company, honestly, in good faith and in the best interests of the Company;
- b) provide overall leadership and vision in developing, in concert with the Board, the Company's strategic direction and the tactics and business plans necessary to realize organizational objectives
- c) manage the Company, including the primary responsibility for supervising and reviewing the performance of other senior management;
- d) create a corporate culture that promotes ethical practices, integrity and a positive work climate;
- e) develop and maintain an effective organizational structure;
- f) develop and maintain an effective exploration program for the Company's activities;
- g) ensure the Company is adequately financed;
- h) manage and oversee the required interaction between the Company and the public;
- i) maintain an appropriate level of regular communication with members of the Board outside Board meetings, to keep the Board properly informed; and
- j) meet regularly and as required with Board members to review material issues and to ensure that Board members are provided in a timely manner with all information and access to management necessary to permit the Board to fulfill its obligations.

CORPORATE GOALS AND OBJECTIVES

The CEO is responsible for meeting the following corporate goals and objectives relevant to the CEO's compensation, which are reviewed and approved by the Compensation Committee:

STRATEGY

Develop and recommend to the Board a strategic plan for the Company and, when approved by the Board, implement such plan.

FINANCIAL REPORTING AND CONTROLS

- a) Ensure, in conjunction with the Chief Financial Officer, that the annual and interim filings of the Company do not contain any misrepresentations and that the annual and interim financial statements fairly present, in all materials respects, the financial condition, results of operations and cash flows of the Company, and provides any related certifications required by applicable legislation or corporate governance rules.

- b) Supervise the design of, implement, maintain and periodically evaluate, in conjunction with the Chief Financial Officer, the effectiveness of (i) internal controls to provide reasonable assurances that the financial statements of the Company are fairly presented in accordance with generally accepted accounting principles and (ii) disclosure controls and procedures to provide reasonable assurances that material information relating to the Company is made known to the CEO by others within the Company. Report any deficiencies in such controls and procedures to the Audit Committee.

EFFECTIVE DATE

This position description was reviewed by the Corporate Governance Committee and last approved by the board of directors on April 17, 2024.



POSITION DESCRIPTION - DIRECTOR

OBJECTIVES

As a member of the board of directors (the "**Board**") of Tincorp Metals Inc. (the "**Company**"), each Director will:

- a) act honestly and in good faith with a view to the best interests of the Company;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- c) act in accordance with the obligations contained in the corporate and securities legislation of each province and territory of Canada in which the Company is incorporated or is a reporting issuer, and with other relevant legislation and regulations, and the Company's constituting documents.

DUTIES AND RESPONSIBILITIES

As a member of the Board, each Director will:

- a) exercise good judgment and act with integrity;
- b) use his or her abilities, experience and influence constructively;
- c) be an available resource to management and the Board;
- d) respect confidentiality;
- e) advise the CEO and/or the Chair, in advance whenever feasible, when introducing significant and/ or previously unknown information or material at a Board meeting;
- f) understand the difference between governing and managing, and not encroach on management's area of responsibility;
- g) ensure that potential conflict areas, real or perceived, are appropriately identified and reviewed;
- h) when appropriate, communicate with the Chair or CEO between meetings;
- i) demonstrate a willingness and availability for one on one consultation with the Chair and CEO; and
- j) have the authority, in appropriate circumstances, to engage outside advisers at the Company's expense, after approval from the Corporate Governance Committee.

To enhance the effectiveness of Board and committee meetings, each Director will:

- a) prepare for Board and committee meetings by reading reports and background materials prepared for each meeting; and
- b) attend as many Board and committee meetings as feasible.

Communication is fundamental to Board effectiveness and therefore each Director will:

- a) participate fully and frankly in the deliberations and discussions of the Board;
- b) encourage free and open discussion of the affairs of the Company by the Board and its members; and
- c) act independently.

In order to assist Board Committees in being effective and productive each Director will:

- a) participate on Committees, as required, and become knowledgeable with the charter of the Committees of which the Director is a member; and

- b) understand the process of Committee work, and the role of management and staff supporting the Committee.

Recognizing that decisions can only be made by well informed Board members, each Director will:

- a) become generally knowledgeable of the Company's business and industry;
- b) maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- c) become acquainted with the officers of the Company; and
- d) remain knowledgeable about the Company's facilities and properties and visit them when appropriate.

EFFECTIVE DATE

This position description was reviewed by the Corporate Governance Committee and last approved by the board of directors on April 17, 2024.



POSITION DESCRIPTION - COMMITTEE CHAIR

INTRODUCTION

Committee Chairs are selected by the board of directors (the "**Board**") of Tincorp Metals Inc. (the "**Company**") on the recommendation of the Chair of the Board. The Chair of a committee presides at meetings and is responsible to ensure the work of the committee is well organized and proceeds in a timely fashion. In performing this role, the Chair must work with the Chief Executive Officer and management as well as the members of the committee.

COMMITTEE MEETINGS AND AGENDAS

The Committee Chair, in consultation with his or her Committee, will determine the agenda, frequency, and length of the meetings. In addition, the Committee's Charter may stipulate a minimum number of meetings per year.

MANAGING THE COMMITTEE

The Committee Chair will:

- a) coordinating the affairs of the Committee;
- b) providing overall leadership to enhance the effectiveness of the Committee;
- c) fostering ethical and responsible decision-making by the Committee and its members;
- d) ensure that the Committee meets the independence requirements set out in applicable Canadian securities laws;
- e) ensure that the committee is alert to its obligations;
- f) assist the committee in reviewing and monitoring its Committee Charter;
- g) communicate with the Board to ensure the Board has sufficient knowledge to permit it to comfortably and properly make decisions relevant to the committee;
- h) communicating with management and the Company's external auditors and advisors, as necessary or appropriate;
- i) chair committee meetings and ensure that committee meetings are conducted in an efficient, effective and focused manner; and
- j) ensure that a record of all Committee meetings is kept;
- k) ensure that minutes of each Committee meeting are taken, circulated, adopted, filed and made available for review by the Committee;
- l) ensure that the Committee meets in separate, regularly scheduled, non-management, in camera sessions and in closed sessions with internal personnel or outside advisors, as needed or appropriate;
- m) report to the Board on the activities, findings and recommendations of the Committee and at such other times and in such manner as the Board may require or as the Committee considers advisable;
- n) ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently;
- o) coordinate with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities; and
- p) organize the committee's process to review and assess director attendance and performance on the committee and to prepare the Committee Annual Report.

EFFECTIVE DATE

This position description was reviewed by the Corporate Governance Committee and last approved by the board of directors on April 17, 2024.