

NEW PACIFIC METALS CORP.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Adopted by the Board of Directors on October 24, 2025)

PURPOSE

The Corporate Governance and Nominating Committee (the "Committee") is a committee of the board of directors (the "Board") of New Pacific Metals Corp. ("New Pacific"). The mandates of the Committee are to (i) assist the Board in establishing and maintaining a sound system of corporate governance, and (ii) in identifying and nominating qualified candidates for Board membership, through a process of continuing assessment and enhancement.

COMMITTEE STRUCTURE

Membership. The Committee shall consist of a minimum of three directors, including the Chairperson. A quorum for any meeting shall be two members. Nominees for the Committee shall be recommended by the Corporate Governance & Nominating Committee. The invitation to join the Committee shall be extended by the Board of Directors (the "Board") itself, by the Chairman of the Corporate Governance & Nominating Committee or the Executive Chairman of the Board. Members of the Committee may be removed or replaced by the Board. Members may also resign at any time by providing notice in writing to the Corporate Secretary of the Company, such resignation to take effect upon receipt thereof or at any later time specified in the resignation letter. Each Member of the Committee must be a director of the Company and must be "independent" as such term is defined in applicable securities legislations and exchange guidelines. All Members must meet all requirements and guidelines for corporate governance and nominating committee services as specified in applicable securities and corporate laws and the rules of any exchange on which the Company's securities are listed for trading.

Delegation. The Committee may delegate any or all of its functions to any of its members or other persons, from time to time as it sees fit.

Reporting. The Committee shall keep minutes of its meetings which shall be made available for review by the Board. The Committee may, from time to time, appoint any person who need not be a member to act as secretary at any meeting

RESPONSIBILITIES

Corporate Governance Responsibilities:

- To advise the Chairman of the Board and the Board on matters of corporate governance, including adherence to any governance guidelines or rules established by applicable regulatory authorities.
- To advise the Board on issues of conflict of interest for individual directors.
- To examine the effectiveness of the Company's corporate governance practices at least annually and to propose such procedures and policies as the Committee believes are appropriate to ensure that the Board functions independently of management, management is accountable to the Board and procedures are in place to monitor the size, structure, composition and effectiveness of the Board, committees of the Board and individual directors.

- To develop and review, together with the Chairman, CEO and the President of the Board, annual Board goals or improvement priorities.
- To periodically review the mandates of the Board and committees of the Board and determine what additional committees of the Board, if any, are required or appropriate.
- To annually assess and report to the Board upon the effectiveness of the Board and each of its committees, based upon their mandates, and each of the directors, based on the skills and competencies which such a director is expected to possess.
- To develop such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public company obligations.
- To review the disclosure to be made in the statement of corporate governance included in the Management Information Circular.
- Taking such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to applicable stock exchange guidelines or recommendations and other regulatory requirements on corporate governance.
- To review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, and to recommend changes to the Board of Directors for its approval.

Nominating Responsibilities

- To identify individuals qualified to become Board members and recommend to the Board the nominees for election or re-election as directors at the next annual meeting of shareholders, as well as nominees to fill any Board vacancies or newly created Director positions.
- To evaluate whether incumbent Directors should be nominated for re-election upon expiration of their terms; and evaluate each incumbent Director's independence and qualifications under all applicable securities exchange laws and stock exchange rules
- In recommending candidates to the Board, the Committee may take into consideration such factors and criteria as it deems appropriate, including, but not limited to:
 - the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - the competencies and skills that the Board considers each existing director to possess;
 - independence and qualifications under all applicable laws and stock exchange rules;
 - qualifications to serve on any Board committee to which the candidate may be appointed, including financial literacy and, if applicable, audit expertise;
 - potential conflicts of interest;
 - professional experience and expertise.
 - personal character and integrity;
 - Diversity of background, including but not limited to cultural, ethnic, and professional experience;
 - availability and willingness to commit time to Board duties

- To adopt procedures for shareholders of the Company to identify potential nominees for election to the Board, if determined necessary or appropriate, and to evaluate any nominees identified by shareholders of the Company pursuant to such procedures.
- With assistance of management, to organize and provide an orientation program for new directors where appropriate.

Authority to Retain Advisors: The Committee has the authority to engage independent legal, accounting, or other advisors, and to determine appropriate funding for the compensation of such advisors as needed to carry out its duties.