

NEW PACIFIC METALS CORP.

COMPENSATION COMMITTEE CHARTER

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

PURPOSE

The purpose of the Compensation Committee is to assist the Board in discharging its duties relating to compensation of the executive officers of the Company, with goals, among others, of enabling the Company to attract, retain and motivate the most qualified talent who will contribute to the long term success of the Company by aligning compensation with the Company's business objectives and performance, and aligning incentives with the interests of shareholders to maximize shareholders' value.

MEMBERSHIP

The Compensation Committee of the Board of Directors shall consist of at least three Directors, each of whom shall be independent as defined in accordance with all applicable securities laws and regulations and all applicable stock exchange rules.

The members of the Committee should have experience or demonstrate an understanding of compensation practices, including policy development, plan design, governance standards, and relevant industry trends.

The members of the Compensation Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Compensation Committee at any time with or without cause. The Board shall fill Compensation Committee member vacancies by appointing a member from the Board. If a vacancy on the Compensation Committee exists, the remaining members shall exercise all of the Compensation Committee's powers so long as a quorum exists.

COMMITTEE STRUCTURE AND OPERATIONS

Chair. The Board shall appoint a chair of the Compensation Committee from the Compensation Committee members.

Quorum. A quorum for decisions of the Compensation Committee shall be a majority of Compensation Committee members.

Meetings. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board. The Committee meets at least annually, or more frequently as required.

Reporting. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. 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.

Committee Annual Evaluation. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to engage and compensate any outside advisor, including compensation consultants, independent legal counsel and other compensation advisors, that it determines to be necessary to permit it to carry out its duties. The Company shall provide funding, as determined by the Committee, for the reasonable compensation of any consultant, legal counsel, or other advisor retained by the Committee.

RESPONSIBILITIES

The Committee's responsibilities are:

- To recommend to the Board for determination, the corporate goals and objectives relevant to the Chief Executive Officer of the Company's compensation, evaluating the Chief Executive Officer's performance in light of those corporate goals and objectives and determining the compensation of the Chief Executive Officer, who, notwithstanding any provisions contained herein to the contrary, shall not be permitted to attend the Committee's deliberations and voting relating to his or her compensation.
- To recommend to the Board for determination, the compensation of senior management and executive officers of the Company other than the Chief Executive Officer.
- To review the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation reflects the responsibilities and risks involved in being a director.
- To review and make recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive stock options for all employees, consultants, directors and officers.
- To review the disclosure to be made of director and executive remuneration in the Management Information Circular.
- To ensure there are appropriate training, development and benefit programs in place for management and staff.
- To review and make recommendations to the Board for its approval on any special compensation and benefit arrangements.
- To review its compensation practices by comparing them to surveys of relevant competitors and to set objective compensation based on this review.
- To perform such other functions as the Board may from time to time assign to the Committee.
- To review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and to recommend changes to the Board for its approval.

- To engage any outside advisor or expert, including compensation consultants, independent legal counsel, and other compensation advisors as it deems necessary to permit it to carry out its duties. The Committee shall be solely and directly responsible for the appointment, compensation, and oversight of the work of any such advisor. Prior to engaging or obtaining advice from any advisor, the Committee shall assess the independence of the advisor, taking into consideration all relevant factors as required by all applicable regulations, including:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

ANNUAL REVIEW OF CEO COMPENSATION

The Committee shall annually review and assess the competitiveness and appropriateness of the compensation package of the CEO. In conducting such review, the Committee shall consider:

- (a) the compensation package of the CEO for the prior year;
- (b) the Committee's evaluation of the performance of the CEO;
- (c) the Company's performance and relative shareholder return, as well as other key measures of performance;
- (d) whether the compensation package reflects an appropriate balance between salary and incentive compensation, as well as the mix between short and longer-term incentives to improve performance of the Company;
- (e) the competitiveness of the compensation package, including the value of similar incentive awards and benefits such as pensions and supplementary executive retirement plans, paid to equivalent officers and positions at comparable companies;
- (f) the impact of the level and form of awards on the Company and its shareholders from a tax, accounting, cash flow and dilution perspective; and
- (g) the awards given to the CEO.

The CEO shall not be present during any deliberations or voting by the Committee related to the CEO's compensation.

COMPENSATION OF NON-CEO OFFICERS

With respect to compensation of non CEO-officers, the Committee is responsible for:

- (a) recommending the process and criteria to be used to evaluate the performance of non-CEO officers;
- (b) reviewing and approving the performance evaluations of the Company's non-CEO officers; and
- (c) approving the individual compensation packages provided to non-CEO officers.

The Committee should consider all forms of remuneration when determining the level of compensation paid to non-CEO officers, including long-term incentives and benefits. The Committee should also consider information regarding other companies, the nature of the Company's business, the need to obtain qualified individuals, short-term and long-term performance goals and actual performance and shareholder returns and evaluations and compensation in previous years.

COMPENSATION OF DIRECTORS

The Committee will, on an annual basis:

- (a) review the adequacy, amount and form of the compensation to be paid to each director;
- (b) consider whether that compensation realistically reflects the time commitment, responsibilities and risks of the directors; and
- (c) make recommendations to the Board based on this review and analysis.

The Committee may also make recommendations to the Board on minimum share ownership requirements for directors of the Company.

INCENTIVE-COMPENSATION PLANS

With respect to incentive-compensation plans, the Committee is responsible for:

- (a) making recommendations to the Board with respect to the adoption and amendment of executive incentive-compensation plans; and
- (b) approving all CEO and non-CEO officer incentive bonus plans and all awards under such plans.

EQUITY-BASED PLANS

With respect to equity-based plans, the Committee is responsible for periodically reviewing and making recommendations to the Board regarding equity-based compensation plans that the Company establishes for, or makes available to, its employees and/or consultants, including the designation of those who may participate in such plans, share and option availability under such plans and the administration of share purchases thereunder. To the extent delegated by the Board, the Committee shall approve all awards under equity-based compensation plans, including stock option plans, established by the Company.

In addition, the Committee will review periodically the extent to which these forms of compensation are meeting their intended objectives, and will make recommendations to the Board regarding modifications to more accurately relate such compensation to employee performance.