

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

TEXAS PACIFIC LAND CORPORATION

As adopted by the Board of Directors, effective January 11, 2021

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Texas Pacific Land Corporation (the “Company”) is to assist the Board in fulfilling its oversight responsibilities by (i) identifying qualified individuals, consistent with criteria approved by the Board, to stand as nominees for election or re-election at each annual meeting of stockholders of the Company, or special meeting of stockholders of the Company for the purpose of electing one or more directors, or to fill vacancies on the Board, (ii) determining the composition of Board committees, (iii) reviewing corporate governance practices, including as expressed in a set of corporate governance guidelines and (iv) facilitating the annual performance evaluation of the Board and its committees, as further described herein.

The Committee shall be comprised of three or more directors appointed by the Board, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”).

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. Minutes of the Committee’s meetings and actions taken without a meeting shall be kept in accordance with the Company’s bylaws.

In furtherance of its purpose, the Committee shall:

1. Review periodically the size of the Board and make recommendations to the Board regarding any changes.
2. Recommend to the Board for approval, review the effectiveness of, recommend modifications to and review the Company’s disclosures concerning the Company’s policies and procedures for identifying and screening Board candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
3. Identify, recruit, screen and interview potential candidates to serve as Board members, consistent with criteria approved by the Board from time to time, and recommend (i) the director nominees to be selected by the Board to stand for election or re-election at the annual meeting of stockholders of the Company, or special meeting of stockholders of the Company for the purpose of electing one or more directors, and (ii) director candidates to be elected by the Board to fill vacancies and newly created directorships.
4. Review periodically the committee structure of the Board and recommend to the Board any changes to committee structure, the appointment of directors to Board committees and the assignment of committee chairs.
5. Review the Board’s leadership structure and review and approve Company disclosures relating to Board leadership.

6. Recommend to the Board action to be taken with respect to any offer of resignation (i) from a director who did not receive a majority of votes cast at his or her election, (ii) from a director who has experienced a significant change in his or her principal business, professional position, employment or responsibility or (iii) pursuant to the Stockholders' Agreement, dated June 11, 2020, between Texas Pacific Land Trust and certain stockholders.
7. Review and approve any requests from directors and executive officers to stand for election to or serve on any outside for-profit boards of directors.
8. Review annually the Company's Corporate Governance Guidelines and recommend amendments for Board approval.
9. Review annually the Company's Code of Business Conduct and Ethics and recommend amendments for Board approval, taking into consideration recommendations made by the Audit Committee. Review periodically in coordination with the chief compliance officer (who shall be the General Counsel unless another person has been designated by the Board) the Company's compliance and ethics programs, including education and communications regarding compliance and ethics.
10. Determine stock ownership guidelines for the Company's directors and monitor compliance with such guidelines.
11. Provide oversight of an annual self-evaluation of the Board and its committees.
12. Oversee an orientation program for new directors and a continuing education program for all directors.
13. Review procedures for stockholders and other interested parties to communicate with the Board and advise the Board on engagement with stockholders.
14. Review the Company's policies and programs concerning corporate social responsibility, including environmental, social and governance (ESG) matters. Provide guidance to the Board and management with respect to trends and developments regarding environmental, social, environmental and political matters that could significantly impact the Company.
15. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
16. Review and report to the Board periodically on executive officer succession planning and leadership development processes.
17. Report regularly to the Board on the activities of the Committee.
18. Conduct an annual evaluation of the Committee's performance.
19. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

20. Perform such other duties and responsibilities as reasonably determined by the Committee to be consistent with its mandate (under this Charter, the Company's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company) or as further delegated to the Committee by the Board. This includes the authority to conduct or authorize investigations into any matter, including, but not limited to, complaints relating to matters within the scope of duties and responsibilities delegated to the Committee.

The Committee shall have authority to retain such search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expenses related to any external advisors and for the ordinary administrative expenses of the Committee.

The Committee shall have full, unrestricted access to Company books, records and facilities.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

ADDENDUMS

April 29, 2021, Director Candidate Selection Process

Texas Pacific Land Corporation Director Candidate Selection Process

Criteria for new Company Board candidate selection

- The Board will establish the desired characteristics for new Director candidates based upon need, background, experience, diversity, etc. These factors will be determined using a matrix of current Director's qualifications and will be formulated for the Board.
- The selection committee will consist of the Chairman (co-Chairs) of the Board and members of N&G Committee. The Chair of N&G will be responsible for leading the process.
- If necessary, the N&G Committee will interview and select a search firm to conduct a search. The Committee will request and consider nominations from fellow Directors. If a search firm is selected, the N&G Chair will execute a contract with the selected firm in consultation with the General Counsel.
- The selection committee and the search firm will establish the desired time-lines for the search (generally 4-5 months).
- The search firm will provide a list of candidates that meet the Board's desired criteria. The selection committee will consider the potential candidates and provide a rank order list back to the search firm for further vetting.
- Upon completion of an appropriate due diligence, the firm will notify the committee of those candidates who are interested in joining the Company's Board (ideally 2-4 months).
- Committee members will interview prospective candidates as appropriate (in-person or virtually). Once the desired candidate(s) is identified, the remaining Board members will conduct interviews. The search firm or General Counsel will conduct a more thorough background search and evaluate questionnaire responses.
- **The ultimate decision regarding the candidate selection remains the responsibility of the entire Board.** The search firm will be made aware of progress throughout the process.

Chairman, N&G Committee