

Dorchester Minerals, Management GP LLC

Compensation Committee Charter

Adopted: October 8, 2025

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Managers (the “*Board*”) of Dorchester Minerals Management GP LLC (the “*Company*”), the general partner of Dorchester Minerals Management LP (“*Dorchester Minerals Management*”), the general partner of Dorchester Minerals, L.P. (the “*Partnership*”), is to assist the Board in its oversight responsibilities relating to any compensation or benefits paid by the Company, Dorchester Minerals Management, the Partnership, Dorchester Minerals Operating GP LLC or Dorchester Minerals Operating LP to any executive officer of any such companies and to produce an annual report relating to the CD&A (as defined below) for inclusion in the Partnership’s Annual Report on Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission (the “*SEC*”).

II. Committee Membership

The Committee shall consist of not less than three members. Each member of the Committee shall be appointed by the Board and (a) shall satisfy the independence requirements for members of the Committee of the Company under the listing standards of The NASDAQ Stock Market (“*NASDAQ*”) and (b) qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. The members of the Committee may be removed by a majority vote of the Board.

III. Committee Structure and Operations

The Committee will meet as often as necessary to carry out its responsibilities. Reports of meetings of the Committee shall be made to the Board of Managers at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Managers approved by the Committee.

The Board shall select a chair who will preside at each meeting of the Committee (the “*Chairman*”) and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. A majority of the members of the Committee present in person or by means of a

conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Chairman shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee in advance of the meeting. The Chairman, subject to the approval of a majority of the members of the Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.

The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

IV. Committee Authority and Responsibilities

The Committee's primary responsibility is to assure that the senior executives of the Partnership and its subsidiaries are compensated effectively in a manner consistent with the stated compensation strategy of the Partnership, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies.

The Committee shall also communicate to unitholders the Partnership's compensation policies and the reasoning behind such policies as required by the SEC.

More specifically, the Committee shall have the following responsibilities and authority:

1. To review from time to time and approve the Partnership's stated compensation strategy to ensure that management is rewarded appropriately for its contributions to Partnership growth and profitability and that the Partnership's executive compensation strategy supports organization objectives and unitholder interests.

2. To meet with management to review and discuss the Compensation Discussion and Analysis (the "**CD&A**") required by the SEC's rules and regulations. The Committee will recommend to the Board whether the CD&A should be included in the Partnership's proxy statement or other applicable SEC filings. The Committee will prepare a Compensation Committee Report for inclusion in the Partnership's applicable filings with the SEC. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Partnership's proxy statement or other applicable SEC filings.

3. To review annually and determine the individual elements of total compensation for the chief executive officer of the Company (the "**CEO**") and the chief financial officer of the Company (the "**CFO**") consistent with the Partnership's compensation strategy and objectives, and communicate in the annual Compensation Committee Report to unitholders the factors and criteria on which the compensation of the CEO and the CFO for the last year was based, including the relationship of the Partnership's performance to the CEO's compensation. The CEO shall not be present during voting or deliberations during the Committee's determination of his or her compensation.

4. To review and approve the individual elements of total compensation for the senior management of the Company other than the CEO and CFO and communicate in the annual Compensation Committee Report to unitholders the specific relationship of partnership performance to executive compensation.

5. To assure that the Partnership's annual and long-term bonus and incentive compensation plans are administered in a manner consistent with the Partnership's compensation strategy as to participation, target annual incentive awards, partnership financial goals, actual awards paid to senior management, and total funds reserved for payment under the compensation plans.

6. To make recommendations to the Board with respect to incentive compensation plans and equity-based plans and approve, subject, where appropriate, to submission to unitholders, all new equity-related incentive plans for senior management.

7. To review and approve all grants of equity awards.

8. To review prerequisites or other personal benefits to senior management, executive officers and directors and recommend any changes to the Board.

9. To review and approve any employment agreements, severance or termination arrangements or change of control arrangements to be made with any executive officer or director.

10. To recommend to the Board annual retainer amounts for members of the Board.

11. To perform such other duties and responsibilities consistent with (i) the Committee's charter, (ii) the Partnership's partnership agreement, as it may be further amended, (iii) the Second Amended and Restated Limited Liability Company Agreement of the Company, dated as of October 15, 2024, as it may be further amended, (iv) as designated in the plan documents of any Partnership plan and (v) applicable governing laws, the rules and regulations of the NASDAQ and such other requirements applicable as the Committee or the Board deem necessary or appropriate.

V. Compensation Consultants, Legal Counsel and Other Advisors

In accordance with the listing standards of NASDAQ, the Committee shall also have the following specific responsibilities and authority:

1. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.

2. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.

3. The Partnership must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

4. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (a) the provision of other services to the Partnership by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Partnership 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;
- (c) 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;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any common units representing limited partnership interests of the Partnership owned by the compensation consultant, legal counsel or other adviser; and
- (f) 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.

Nothing in this charter shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee is required to conduct the independence assessment outlined in paragraph 4 with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. However, nothing in this charter requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser it prefers, including a compensation adviser that is not independent, after considering the six independence factors outlined in paragraph 4.

The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-

based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Partnership, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

VI. Investigations and Studies

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.

VII. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this charter. In conducting this review, the Committee shall evaluate whether this charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.