

Non-Executive Chairman of the Board Guidelines
Adopted by the Board of Directors on October 29, 2008
Last Revised: August 3, 2021

The Board of Directors (the “Board”) of PHX Minerals Inc. annually elects a Non-Executive Chairman of the Board (“Chairman of the Board”) to serve in a leadership capacity. Although annually elected, the Chairman of the Board is generally expected to serve for more than one year. The Chairman of the Board coordinates the activities of the other Directors and performs such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Chairman of the Board are as follows:

Preside at Meetings of the Board

- Preside at all meetings of the Board including executive sessions of the independent Directors.

Call Meetings of Independent Directors

- Has the authority to call meetings of the independent Directors.

Function as Liaison with the Chief Executive Officer

- Serve as principal liaison on Board-wide issues between the independent Directors and the Chief Executive Officer.

Participate in flow of information to the Board such as board meeting agendas and schedules

- Approve the quality, quantity and timeliness of information sent to the Board as well as approving meeting agenda items.
- Approve meeting schedules to assure that there is sufficient time for discussion of all agenda items.

Recommend Outside Advisors and Consultants

- Recommend to the Chief Executive Officer the retention of outside advisors and consultants who report directly to the Board of Directors on board-wide issues.