



**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
MP MATERIALS CORP.
(the “Company”)**

As adopted by the Board of Directors, effective November 17, 2020

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) identify, evaluate and recommend individuals qualified to become members of the Board and on committees of the Board, consistent with criteria approved by the Board, (ii) recommend that the Board select the director nominees to stand for election at each annual meeting of stockholders of the Company or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and (iv) oversee the annual performance evaluation of the Board and its committees and management.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”) and the Company’s corporate governance guidelines. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. The Board shall designate one member of the Committee to serve as its Chairperson.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but not less frequently than once annually. The chairperson will preside, when present, at all meetings of the Committee and is responsible for setting the

agendas for Committee meetings. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when it deems appropriate.

Authority

The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense and at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisors in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

In connection with the performance of its duties under this Charter, the Committee shall also have full access to any of the Company's management and employees it deems appropriate and shall have access to any necessary Company books and records. Any meeting or contact that the Committee wishes to initiate with any employee or access to company books or records must be arranged through the CEO or General Counsel of the Company.

Duties and Responsibilities

A. **Board Composition**. In furtherance of its purpose, the Committee shall:

1. Review periodically the size of the Board and make recommendations to the Board regarding any appropriate changes.

2. Recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and screening Board nominee candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence.
3. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
4. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
5. Assess annually the composition of the Board in light of the Company's operating requirements and other considerations the Committee deems appropriate, as approved by the Board, and recommend any appropriate changes to the Board.
6. Review changes in a director's status that may impact his or her service on the Board or any of its committees of the Board, and make recommendations to the Board regarding appropriate actions, if any, to be taken.
7. Review director independence and the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee in light of applicable requirements, and make recommendations to the Board relating to such matters.
8. Review director independence of Compensation Committee members and nominees who may be asked to serve on the Compensation Committee in light of applicable requirements, and make recommendations to the Board relating to such matters.
9. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
10. 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.
11. Review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.

B. Corporate Governance. In furtherance of its purpose, the Committee shall:

1. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with such guidelines.
2. Develop and recommend to the Board a code of business conduct and ethics applicable to the Company and monitor compliance with such code, including review of conflicts of interest or waivers.
3. Make recommendations in connection with directors' and officers' indemnification matters.
4. Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board and management.
5. Provide oversight of an annual self-evaluation process to determine whether the Board and its committees and individual directors are functioning effectively and report the results of the self-evaluation process to the Board.
6. Develop and oversee an orientation program for new directors and a continuing education program for all directors and approve reimbursements to directors for individual director continuing education.
7. Oversee the Company's governance efforts and progress.
8. Develop procedures for shareholders and other interested parties to communicate with the Board, and advise the Board on appropriate engagement with shareholders.
9. Oversee the Company's policies and practices regarding political expenditures, including an annual review of the Company's political contributions policy and corporate political contributions, lobbying activities and trade association dues and payments.
10. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
11. Review periodically CEO succession and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive officer positions.
12. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
13. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

14. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.

C. **Other Duties and Responsibilities.** In furtherance of its purpose, the Committee shall:

1. Oversee the Company's environmental, sustainability and governance ("ESG") efforts and progress, including the review of any ESG-related disclosures.
2. Report regularly to the Board on the activities of the Committee.
3. Perform such other duties and responsibilities, consistent with 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, as may be delegated to the Committee by the Board from time to time.