

**EAGLEROCK LAND, LLC
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of May 13, 2026)**

The Board of Directors (the “Board”) of EagleRock Land, LLC (the “Company”) has established the Audit Committee of the Board (the “Committee”) with authority, responsibility and specific duties as described in this Audit Committee Charter (this “Charter”).

I. Purposes

The purposes of the Committee are to:

- A. Exercise oversight of the accounting and financial reporting processes of the Company and audits of the Company’s financial statements;
- B. Assist the Board in fulfilling its oversight responsibilities regarding the:
 - Integrity of the Company’s financial statements;
 - Company’s compliance with legal and regulatory requirements;
 - Qualifications, independence and performance of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the “independent auditor”); and
 - Effectiveness and performance of the Company’s internal audit function;
- C. Annually, prepare an Audit Committee Report and publish the report in the Company’s proxy statement for its annual meetings of stockholders, in accordance with applicable rules and regulations; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

Subject to applicable transition periods, (i) the Committee will consist of not less than three members of the Board and (ii) all members of the Committee must be “independent” as defined in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules of the Securities and Exchange Commission (the “SEC”) and the listing requirements of the New York Stock Exchange (the “NYSE”). Each member of the Committee must meet the experience requirements of the NYSE, and at least one member of the Committee must be an “audit committee financial expert” (as determined by the Board in accordance with the applicable rules of the SEC). No Committee member may simultaneously serve on the audit committees of more than two other public companies unless the Board determines in advance that such

simultaneous service does not impair the member's ability to effectively serve on the Committee. Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chair will be selected by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled, and any member of the Committee may be removed, by the Board. If the Board does not designate a Chair or if the Chair is not present at a meeting, the Committee may designate a Chair.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee has the authority to:

1. Conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters, within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to require any officer, employee or advisor of the Company to meet with the Committee or any advisors that the Committee has engaged.
2. Retain and determine funding for legal counsel, accounting experts and other advisors, including the sole authority to appoint or replace the independent auditor, as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company's regular outside legal counsel or other advisors to the Company. The Company must provide for appropriate funding, as the Committee determines, for payment of (a) compensation to the independent auditor; (b) compensation to any advisors engaged by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. Delegate to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances and consistent with applicable law. Each subcommittee will keep minutes and regularly report to the Committee.

B. Responsibilities

The Committee's responsibilities are limited to oversight.

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. The Committee and the independent auditor will discuss the firm's responsibilities and the responsibilities of management in the audit process. The independent auditor will report directly to the Committee and the Committee will routinely review such firm's performance. In addition, the Committee will oversee the resolution of any disagreements between the Company's management and the independent auditor regarding financial reporting.
2. *Pre-Approval of Services.* Before the independent auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee must pre-approve the engagement. The Committee may establish pre-approval policies and procedures for the approval of audit and permitted non-audit services, and pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to such pre-approval policies and procedures. The Chair of the Committee has the authority to grant pre-approvals, provided such approvals are within the pre-approval policy and presented to the Committee at a subsequent meeting.
3. *Independence of Registered Public Accounting Firm.* The Committee will, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review, the Committee will:
 - a) Obtain and review a report prepared by the independent auditor describing (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to address and respond to any such issues.
 - b) Discuss with representatives of the independent auditor all relationships between the firm and the Company (to assess the firm's independence), and obtain and review a written statement prepared by the independent auditor describing all relationships between the independent auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditor's communications with the Committee concerning independence, and consider the impact that any relationships,

including any relationships between the independent auditor and members of the Company's management, or services may have on the objectivity and independence of the independent auditor.

- c) If applicable, consider whether the provision by the independent auditor of any permitted information technology ("IT") services or other non-audit services to the Company is compatible with maintaining the independence of the independent auditor.
- d) Confirm with the independent auditor that the firm is in compliance with the partner rotation requirements established by the SEC.
- e) Consider whether, in order to assure continuing independence of the independent auditor, it is appropriate to adopt a policy of rotating the independent auditor on a regular basis.
- f) Review and evaluate the lead partner of the independent auditor.

Financial Statements and Annual Audit

1. *Meetings with Management, the Independent Auditor and the Internal Auditor.*

The Committee will:

- a) Meet with management, the independent auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, overview of the overall audit strategy and timing of the audit, the procedures to be followed and the staffing of the audit and any observations arising from the audit that are significant to the financial reporting process.
- b) Review and discuss with management and the independent auditor:
 - (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (ii) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative treatments of financial information within United States generally accepted accounting principles ("GAAP") on the Company's financial statements; and
 - (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

- c) Review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. *Separate Meetings with the Independent Auditor.*

The Committee will:

- a) Review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent auditor are: (i) any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee will obtain from the independent auditor assurances that Section 10A(b) of the Exchange Act has not been implicated. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal audit function.
- b) Discuss with the independent auditor the report that such firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent auditor identifies as critical; (ii) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting, the independent auditor's engagement letter, the independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.

- c) Discuss with the independent auditor any other matters required to be discussed by applicable auditing standards.
3. *Recommendation to Include Financial Statements in Annual Report.* The Committee will, based on the review and discussions in paragraphs 1(c) and 2(c) of this “Financial Statements and Annual Audit” Section, and based on the disclosures received from the independent auditor regarding its independence and discussions with representatives of the firm regarding such independence pursuant to subparagraph 3(b) of the “Interaction with the Independent Auditor” Section, determine whether to recommend to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year subject to the audit.

Internal Audit

1. *Appointment and Removal.* Each year, the Committee will review and advise the Board on the selection and removal of the internal audit director.
2. *Performance.* Each year, the Committee will review the activities and structure of the internal audit function.
3. *Separate Meetings with the Internal Auditor.* The Committee will periodically meet separately with the Company’s internal auditor to discuss the responsibilities, budget and staffing of the Company’s internal audit function and any issues that the internal auditor believes warrant the Committee’s attention. In addition, the Committee will discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

Other Powers and Responsibilities

1. The Committee will review with management and the independent auditor the Company’s earnings press releases (paying particular attention to any use of “pro forma” or “adjusted” non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
2. When appropriate or necessary, the Committee will review, approve or ratify related party transactions pursuant to the Company’s Related Persons Transactions Policy and, as brought to its attention, applicable accounting standards.
3. The Committee shall receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company’s disclosure controls and procedures.

4. The Committee will discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
5. The Committee will discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.
6. The Committee will meet separately with management on a periodic basis to discuss matters related to the Company's internal control over financial reporting and other matters related to the Company's internal audit function.
7. The Committee will review and discuss with management and the independent auditor the Company's report on internal control over financial reporting prior to filing the Company's Annual Report on Form 10-K.
8. The Committee will proactively engage with management and the independent auditor in the implementation of new accounting standards, including assessing whether sufficient time and resources have been devoted to developing sound accounting policies and whether appropriate controls and procedures have been established for the transition to the new standards.
9. The Committee will discuss with management the Company's guidelines and policies with respect to risk assessment and risk management. In addition, the Committee will discuss with management the Company's significant financial risk exposures and the actions management has taken to monitor and control such exposures.
10. The Committee will review updates from management regarding, and discuss with management, the Company's data privacy, cybersecurity and IT risks, as well as related key initiatives and action plans.
11. The Committee will set clear hiring policies for employees or former employees of the Company's independent auditor.
12. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
13. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding potential

violations of applicable laws, rules and regulations or of the Company's codes, policies and procedures. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable compliance matters.

14. The Committee will annually review with the Company's General Counsel the Company's Corporate Code of Business Conduct and Ethics and its enforcement.
15. The Committee will review the adequacy and succession planning of the Company's accounting and financial personnel.
16. The Committee will receive and review disclosures by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any (a) significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
17. The Committee will review with management and the independent auditor any accounting restatement to determine if such accounting restatement was the result of the Company's material noncompliance with any financial reporting requirement under United States securities laws and would constitute an accounting restatement in accordance with Rule 10D-1 of the Exchange Act and the listing requirements of the NYSE. Following such review, the Committee shall inform the Compensation Committee of the Board of its determination whether an applicable accounting restatement did or did not occur. In reviewing and making such determination, the Committee shall be entitled to rely on representations of management, accounting experts or other advisors engaged by the Committee.
18. The Committee will review the material financial policies of the Company, including financial delegation of authority and borrowing policies.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chair, two or more members of the Committee, or the Chair of the Board. The Committee will meet on at least a quarterly basis (prior to the filing of the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC) and may meet more frequently as circumstances dictate. Each meeting will include an executive session of the Committee without the presence of the Company's management, the Company's independent auditor and the Company's internal auditor. The Committee will also meet periodically in executive session with the independent

auditor and without the Company's management present. Meetings of the Committee will be held at such time and place as its Chair may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisors and consultants, representatives of the Company's independent auditor, the Company's internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless the Committee invited them to do so, and in any event they are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

- B. ***Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a secretary of the Committee at any meeting thereof.
- D. ***Reports.*** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chair, of its actions and any recommendations to the Board. These reports will include a discussion of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.
- E. ***Review of Charter.*** The Committee will annually review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. ***Performance Review.*** Each year, the Committee will review and evaluate its own performance and will submit itself to the Board's review and evaluation.
- G. ***Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chair will be paid the fee the Board sets for the member's services as a member, or Chair, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, the Company will reimburse Committee members, including the Chair, for all reasonable expenses incurred in connection with their duties as Committee members or as Chair.

V. Posting of Charter

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 10-K, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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