COMPENSATION COMMITTEE CHARTER

APPROVED BY THE BOARD OF DIRECTORS EFFECTIVE JANUARY 20, 2026

I. PURPOSE

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of New Horizon Aircraft Ltd., dba Horizon Aircraft, together with any subsidiaries or affiliates it controls, (collectively, the "Company" or "Horizon") through delegation from the Board, has principal responsibility to assist the Board with respect to compensation matters, including:

a) Evaluating, recommending, approving, and reviewing Chief Executive Officer compensation arrangements, plans, policies and programs maintained by the Company;
b) Overseeing the Company's equity-based compensation plans and the Company's bonus plan, including issuance of stock options and other equity-based awards granted;
c) Reviewing, assessing, and making recommendations to the Board regarding non-employee director compensation; and
d) Making recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

This Charter sets forth the authority and responsibility of the Committee in fulfilling its purpose. Unless approval by the Committee is specifically required pursuant to this Charter or applicable law, the responsibility for overseeing and approving the Company's compensation arrangements resides with the Company's management.

II. AUTHORITY

The Committee will have access to all Company records, facilities, and personnel as necessary or appropriate to fulfill its responsibilities. The Committee will have authority to request and / or require that any of the Company's personnel or outside advisors attend meetings of the Committee.

The Committee may conduct or authorize studies of, or investigations into, any matter that is within the Committee's scope of responsibility. The Committee has the sole authority and right, at the expense of the Company, to retain or obtain the advice of legal counsel, compensation and other consultants, accountants, experts, and advisers of its choice to assist the Committee in connection with its functions.

The Committee may form and delegate authority to a subcommittee that includes one or more members of the Board related to topics that require detailed analysis and review. By delegating a mandate to the Chairperson or a subcommittee, the Committee does not release responsibility of that topic.

III. COMPOSITION

The Board will appoint members of the Committee. The members of the Committee will be independent members of the Board. Any vacancies occurring on the Committee will be imminently filled by the Board.

Resignation or removal of a Committee Member from the Board will result in resignation and / or removal from the Committee. The Committee will consist of at least two members of the Board.

IV. RESPONSIBILITIES

The principal responsibilities and duties of the Committee in serving its purposes are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee's responsibilities include:

a) Annually, reviewing the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to ensure that it promotes shareholder interests and supports the Company's strategic and tactical objectives, and provides for appropriate rewards and incentives for the Company's management and employees, recognizing when such rewards and incentives may encourage undue or inappropriate risk-taking by such personnel;

b) Annually, reviewing and approving the factors to be considered in determining the compensation of the Chief Executive Officer (the "CEO") of the Company, and the Company's other executive officers and officers (collectively with the CEO, the "Executive Officers"). The Committee will have the authority, subject to any approval by the Board which the Committee or legal counsel determines to be desirable or is required by applicable law or regulation, to make decisions in respect to:

   i. Salary paid to the Executive Officers;
   ii. The grant of all cash-based incentive compensation and equity-based compensation to the Executive Officers;
   iii. The entering into or amendment or extension of any offer letter, employment contract, or similar arrangement with the Executive Officers;
   iv. The entering into or amendment or extension of any Executive Officer severance or change in control arrangements; and
   v. Any other Executive Officer compensation matters.

   In each case above, provided that the Committee may take account of the recommendations of the Board (or other members of the Board) with respect to Executive Officer compensation. The CEO shall not be present during discussions regarding their own compensation;

c) Review and approve policies and procedures relating to perquisites and expense accounts of the Executive Officers;

d) Oversee the administration and interpretation of the Company's cash-based and equity-based compensation plans and agreements thereunder, and in that capacity:

   i. Recommend to the Board for approval any equity awards to officers, employees or other service providers to the Company;
   ii. Amend or enter into new equity plans (subject to shareholder approval when required) as may be necessary or appropriate to fulfill the Company's compensation strategy; and
   iii. Determine whether awards that have performance-related criteria have been earned.

e) As determined necessary, meet with the CEO annually to discuss incentive compensation programs to be in effect for the Executive Officers and other employees of the Company and the basis for evaluating the performance of the Executive Officers, and other employees;

f) Annually review and assess all compensation, including the form and amount of cash-based and equity-based compensation, to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board;
g) Review with management the Company's major compensation-related risk exposures and the steps management has taken, or should consider taking, to monitor or mitigate such exposures;
h) Review and discuss the Compensation Discussion and Analysis and other compensation disclosures prepared in connection with stock exchange requirements. Based on such review and discussion, recommend, as applicable, to the Board whether such Compensation Discussion and Analysis and other compensation disclosures should be included in the Company's Form 10-K, proxy statement, information statement, registrations statement, or related documents;
i) Prepare a report on executive compensation to the Company's shareholders for inclusion in the annual report or proxy statement for the Company's annual meeting in circumstances that the Company is subject to the applicable reporting requirements of a stock exchange;
j) Periodically review the Company's procedures with respect to employee loans, if applicable.

V. OTHER MATTERS

Charter review

On an annual basis, the Committee shall review and assess the adequacy of this Charter and shall recommend, as appropriate, any adjustments to the Board for its consideration.

Compensation

The Compensation Committee will review and recommend to the Board the type and amount of director compensation for Board and Committee service for non-management directors in accordance with applicable legal and regulatory guidelines.

Compensation for non-management directors and Committee members will be aligned with the long-term interests of the shareholders and consistent with market practices of comparable companies.

The Company encourages directors to own shares of the Company's stock. The Board has elected not to adopt a policy requiring ownership by directors of a minimum number of shares.

VI. MEETINGS AND MINUTES

The Compensation Committee Chairperson shall ensure the following:

a) The Chairperson of the Committee or the Chairperson of the Board, or any two members of the Committee may call a meeting of the Committee;
b) The Committee shall meet at such times during each year as itdeems appropriate, not less than twice per year;
c) Senior management personnel will be made available for meetings ofthe Committee at the invitation of the Chairperson of the Committee;
d) A majority of the members of the Committee shall constitute a quorum; and
e) The Committee will maintain written minutes of its meeting and report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be maintained with the written minutes.

VII. PUBLICATION

The Company shall make this Charter freely available to shareholders on request and, provided that the Company is subject to the periodic reporting requirements of a stock exchange, shall publish it on the investor relations section of the Company’s website.