



## **HYCROFT MINING HOLDING CORPORATION AUDIT COMMITTEE CHARTER**

The Audit Committee of the Board of Directors of Hycroft Mining Holding Corporation (the “Corporation”) shall consist of a minimum of three Directors. Members of the Audit Committee shall be appointed annually by the Board of Directors upon the recommendation of the Nominating and Governance Committee and may be removed or replaced by the Board of Directors in its discretion. Each member of the Audit Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the Nasdaq Stock Market (“Nasdaq”). No member of the Audit Committee can have participated in the preparation of the Corporation's or any of its subsidiaries' financial statements at any time during the past three years.

Members of the Committee may participate in meetings through the use of conference telephones or similar communications equipment, as long as all members participating in such meeting can hear one another, and such participation shall constitute presence at such meetings. Minutes of each meeting of the Committee shall be filed with the records of the Corporation.

Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement and cash flow statement. At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Securities and Exchange Commission (“SEC”) Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The purpose of the Audit Committee is to oversee the Corporation's accounting and financial reporting processes and the audit of the Corporation's financial statements. In furtherance of this purpose, the Audit Committee shall have the following authority and responsibilities:

1. To meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including matters required to be reviewed under applicable legal, regulatory or Nasdaq requirements.
2. To discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
3. To recommend, for stockholder ratification, the independent auditor to examine the Corporation's accounts, controls and financial statements. The Audit Committee shall have

the sole authority and responsibility to select, oversee, compensate, evaluate and if necessary replace the independent auditor. The Audit Committee shall review and evaluate the lead partner of the independent auditor. The Audit Committee shall have the sole authority to approve all audit engagement fees and terms and the Audit Committee, or a member of the Audit Committee, must pre-approve any non-audit service provided to the Corporation by the Corporation's independent auditor or other registered public accounting firm.

4. To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation.

5. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the Corporation's risk assessment and risk management policies, including the Corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.

6. To review the Corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Corporation's financial statements, including alternatives to, and the rationale for, the decisions made.

7. To review, with the Corporation's chief financial officer or such others as the Audit Committee deems appropriate the Corporation's internal system of financial controls and the results of any audits.

8. To obtain and review at least annually a formal written report from the independent auditor delineating the auditing firm's internal quality-control procedures and any material issues raised within the preceding five years by (i) the auditing firm's internal quality-control reviews, (ii) peer reviews of the firm, or (iii) any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Audit Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews.

9. To annually obtain, in order to assess auditor independence, a written statement from the Corporation's independent auditor that delineates all relationships between the independent auditor and the Corporation, and to review such written statement and present its findings to the Board of Directors.

10. To prepare and publish an annual Audit Committee report in the Corporation's proxy statement and applicable SEC periodic reports.

11. To set policies for the hiring of employees or former employees of the Corporation's independent auditor.

12. To review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Corporation. This should include (i) oversight of the Corporation's implementation of its Code of Ethics for Senior Financial Officers and Corporate Governance Guidelines, (ii) review and approval of any changes to the Corporation's Code of Ethics for

Senior Financial Officers and Corporate Governance Guidelines relating to policy implementation, and (iii) periodic reviews of the compliance processes. In connection with these reviews, the Audit Committee will meet, as deemed appropriate, with the Corporation's legal counsel and other Corporation officers or employees.

13. To provide oversight in areas of enterprise risk, including in areas of financial reporting, tax, litigation and overall compliance.

14. To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of SEC Regulation S-K) on an ongoing basis.

The Audit Committee shall meet separately at least quarterly with management and also with the Corporation's independent auditors.

The Audit Committee shall have authority to retain such outside counsel, experts and other advisors as the Audit Committee may deem appropriate in its sole discretion. The Audit Committee shall have sole authority to approve and receive funding for related fees and retention terms.

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The Audit Committee shall report its recommendations to the Board of Directors after each Audit Committee meeting. The Audit Committee shall review at least annually the adequacy of this Charter and internal control procedures and recommend any proposed changes to the Board of Directors for approval.

The Audit Committee may adopt such additional procedures, consistent with this Charter, as the Audit Committee deems appropriate.

This Audit Committee Charter will be made available on the Corporation's website at [www.hycroftmining.com](http://www.hycroftmining.com).