

HYCROFT MINING HOLDING CORPORATION ("Hycroft" or the "Company")

Anti-Bribery and Anti-Corruption Policy

Introduction

The board of directors of Hycroft (the "**Board**") recognizes the critical importance of honesty and business integrity in all its dealings. The Board requires all compliance with anti-bribery and anti-corruption legislation has determined that, on the recommendation of the Nominating and Governance Committee, the Company should formalize its policy on compliance with the *United States Foreign Corrupt Practices Act* (the "**Act**").

1. Objectives and Scope

The objective of this Anti-Corruption & Anti-Bribery Policy (the "**Policy**") is to provide a procedure to ensure that the Company, together with its directors, officers, employees, consultants, and contractors, conducts its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all relevant laws and regulations applicable to it and in compliance with the Act.

The Act applies to any individual or business acting in the course of "any business, profession, trade, calling, manufacture or undertaking of any kind carried on in the United States or elsewhere". Accordingly, this Policy applies to all directors, officers, employees, consultants, and contractors of the Company for whom their scope of employment or consulting services involves dealing with any of the persons described in the Act, or when dealing with any person on behalf of the Company. All consultants and contractors shall be provided with a copy of this Policy and all agreements with consultants and contractors should include a provision that the consultant and contractor must always abide by this Policy.

2. Communication of the Policy

Copies of this Policy are made available to directors, officers, employees, consultants, and contractors, either directly or by posting of the Policy on the the Company website at www.hycroftmining.com. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees, consultants, and contractors will be provided with a copy of this Policy.

3. Compliance

All directors, officers, employees, contractors, and consultants, in discharging their duties, shall comply with the laws, regulations and rules of the jurisdiction where they carry out their business duties to the Company and all jurisdictions where the Company conducts its business activities, and in particular with respect to corrupt practices laws, regulations and rules. Where uncertainty or ambiguity exists, competent legal advice should be obtained.

4. Annual Certification

All directors and officers of the Company, together with any employees, consultants and contractors specified by the Board, shall provide annual certification of compliance with this Policy in the form attached to the Company's Code of Business Conduct and Ethics.

The General Counsel of the Company shall be responsible for ensuring that annual certifications are obtained on or before February 15th of each year for all directors, officers, specified employees, specified consultants, and specified contractors and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

5. Prevention of Improper Payments

All directors, officers, employees, consultants, and contractors will adhere to the Company's commitment to conduct its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all relevant laws and regulations applicable to it. Accordingly, the Company and its directors, officers, employees, consultants, or contractors:

- are strictly forbidden from offering, promising, or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary (either inside or outside the United States) which is prohibited by law. Those paying a bribe may subject the Company and themselves to civil and criminal penalties. When dealing with government customers or officials, no improper payments will be tolerated. If you receive any offer of money or gifts that is intended to influence a business decision, it should be reported to your supervisor or the Designated Officer immediately.
- are prohibited from improper payments in all its activities, whether these activities are with governments or in the private sector.
- are prohibited under the Act to give anything of value, directly or indirectly, to foreign government officials or foreign political candidates to obtain, retain or direct business. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by you or an agent acting on our behalf, to a foreign official, foreign political party or official thereof or any candidate for a foreign political office for the purpose of influencing any act or decision of such foreign person or inducing such person to use his influence or in order to assist in obtaining or retaining business for, or directing business to, any person.
- are prohibited from offering or paying anything of value to any foreign person if it is known or there is a reason to know that all or part of such payment will be used for the above-described prohibited actions. This provision includes situations when intermediaries, such as affiliates, or agents, are used to channel payoffs to foreign officials.
- are prohibited under the Act to maintain significant internal accounting control and record-keeping requirements that apply to the Company's domestic and international operations.

6. Management Responsibilities

Management of the Company shall develop, implement, monitor, and maintain a system of internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards throughout the Company.

7. Reporting Violations

Any officer or employee that becomes aware of actions which could constitute a violation of this Policy is required to report it to their immediate supervisor. However, if such officer or employee is not comfortable discussing the matter with their immediate supervisor or does not believe that the supervisor has dealt with the matter properly, then they should raise the matter with a senior officer of the Company. Officers and employees who raise genuine concerns will not be subject to retribution or disciplinary action.

8. Consequences of Non-Compliance with Policy

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of this Policy may also violate certain United States or other laws and if it appears that a director, officer, or employee may have violated such laws, then the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines, or imprisonment.

In addition, violation of this Policy may constitute a criminal offence under the Act and may expose the Company and/or a director, officer, employee, consultant, or contractor to fines and/or imprisonment.

9. Review of Policy

The Board shall review and evaluate this Policy on an annual basis to determine whether the Policy is effective in ensuring compliance by the Company, its directors, officers, employees, consultants, and contractors with the Act.

10. Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Chief Executive Officer, General Counsel or a member of the Nominating and Governance Committee.

Dated:

Approved by: Nominating and Governance Committee
Board of Directors