



HYCROFT MINING HOLDING CORPORATION Compensation Committee Charter

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the compensation committee (the “**Committee**”) of the board of directors (the “**Board**”) of Hycroft Mining Holding Corporation (the “**Company**”).

1. Purpose

The purposes and responsibilities of the Committee of the Board are to discharge the Boards’ responsibilities relating to executive compensation.

2. Composition and Qualification

- (a) The Board will appoint the members (“**Members**”) of the Committee including its chairman (“**Chairman**”) annually upon the recommendation of the Nominating and Governance Committee. The Committee shall consist of not less than three Members.
- (b) In appointing members of the Committee, the Board will consider the breadth of relevant experience and knowledge amongst Board members. All members shall have a general familiarity with executive compensation matters including security-based compensation programs.
- (c) At all times during their tenure on the Committee, each Member shall be an independent director in accordance with the rules of the national securities exchange in which the companies securities are registered (the “**Exchange**”) and applicable Securities and Exchange Commission (“**SEC**”) rules and regulations, as in effect from time to time. In addition, each of the Members will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- (d) The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director of the Board.
- (e) The secretary of the Company (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- (f) The Committee may delegate any or all of its functions to any of its Members or any subset thereof, or other persons, from time to time as it sees fit to the extent permitted by the Bylaws of the Company and the applicable governing laws.

3. Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chairman deems necessary but not less than twice per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chairman of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee, if any Member of the Committee so requests.
- (e) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.
- (f) The CEO may not be present during voting of the Committee.

4. Duties and Responsibilities

In furtherance of its purpose as articulated above, the Committee shall have the following duties and responsibilities:

- (a) To provide risk oversight in areas of talent retention, compensation design, and succession planning.
- (b) To annually review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer (“CEO”), evaluate the performance of the CEO in light of those goals and review and establish the CEO’s annual compensation and incentive plan participation levels and bases of participation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company’s performance and relative shareholder return, the values of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. The CEO cannot

be present during any voting or deliberations by the Committee on his or her compensation. The Committee's decisions regarding the compensation of the CEO are reviewed and ratified by all independent directors on the Board.

- (c) To review and approve on an annual basis the evaluation process and compensation structure for the Company's or its subsidiaries' other executive officers. The Committee shall evaluate the performance of the Company's or its subsidiaries' other executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such other executive officers. The Committee's decisions regarding the compensation of such other executive officers are reviewed and ratified by all independent directors on the Board. The Committee shall also provide oversight of the CEO's or other management's decisions concerning the performance and compensation of other officers of the Company or its subsidiaries.
- (d) To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed and to review and submit to the Board recommendations concerning new executive compensation or stock-based plans.
- (e) To review and recommend on an annual basis for approval by the Board, the form and amount of non-management Board member ("**Director**") compensation and benefits. The Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Company's enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated. The Committee shall consider the following principles in its review of non-management Director compensation and benefits: (i) Directors should be fairly compensated for the services they provide to the Company (taking into account, among other things, the size and complexity of the Company's business and the compensation and benefits paid to directors of comparable companies); (ii) the interests of Directors should be aligned with the interests of stockholders; and (iii) the compensation of Directors should be easy for stockholders to understand.
- (f) To administer any other officer compensation plans and programs in addition to those described above (except as otherwise determined by the Board).
- (g) To monitor compliance with legal prohibitions on loans to Directors or executive officers of the Company.
- (h) The Committee shall report to the Board at each meeting of the Board on the Committee's activities since the last Board meeting.
- (i) Perform such other duties with regard to the compensation of the officers and other key executives of the Company as the Board may request.

5. Access to Information and Authority

- (a) The Committee shall have the sole authority to retain and terminate any compensation consultant to be used by it to assist in the evaluation of Director, CEO or other officer compensation and shall have authority to approve the consultant's fees and other retention terms.
- (b) The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In retaining or seeking advice from compensation consultants, external legal advisors and other external advisors, the Compensation Committee must take into consideration the factors specified in Section 5605(d)(3)(D) of the Nasdaq Listing Rules, as applicable.
- (c) The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- (d) Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any compensation or other human resource matters.
- (e) The Committee shall have the authority to cause investigations to be made of such matters within the scope of the Committee's purposes and responsibilities as the Committee may deem appropriate. Such investigations may be made by the Company's employees or such other persons or firms as the Committee may direct.

6. Reporting

The Committee shall report its recommendations to the Board after each Committee meeting. Minutes of each meeting of the Committee shall be filed with the records of the Company.

7. Annual Review

The Committee shall at least annually: (i) assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration; and (ii) evaluate its own performance and report to the Nominating and Governance Committee on such evaluation.

Dated:

Approved by: Compensation Committee
Board of Directors

This Compensation Committee Charter will be made available on the Company's website at www.hycroftmining.com.