

HYCROFT MINING HOLDING CORPORATION

Finance Committee Charter

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

1. Purpose

The purpose of the Committee shall be to assist the Board in its oversight of the Company’s consideration of new commitments, financings and transactions that are either material to the Company’s financial condition or prospects, or that are otherwise not contemplated by the Company’s annual budget or financial/mine plan approved by the Board.

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. Each member of the Committee shall have a general familiarity with debt and equity capital market matters.
- (c) At all times during their tenure on the Committee, a majority of the Members shall be an independent director in accordance with the rules of the Nasdaq Stock Market (“**Nasdaq**”) 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.

4. Duties and Responsibilities

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

- (a) To discuss with management any proposed equity or debt financing transactions or other investment, business combination, merger/acquisition or restructuring transactions which are not in the ordinary course of business, or which require expenditures in excess of previously authorized spending limitations, (in each case, a “**Proposed Transaction**”), including: (i) investments (regardless of the form of consideration); (ii) acquisitions, divestitures, joint ventures or partnerships; (iii) offerings of the Company’s equity or debt securities, including convertible securities; (iv) financial commitments, such as loans or other forms of indebtedness, financial guarantees and derivatives transactions; and (v) all

kinds of expenditures or commitments not included in or contemplated by the Company's annual budget or mine/financial plan approved by the Board of Directors.

- (b) To discuss with management all financial statement implications, risk, strategic, market, regulatory or other considerations relevant to a Proposed Transaction.
- (c) To establish and revise as it determines to be necessary or advisable, spending authorization limitations with respect to the Company's Chief Executive Officer and other senior officers of the Company and its subsidiaries, in each case to the extent such spending is not previously included as part of the Company's annual budget or business/financial plan previously approved by the Board.
- (d) To establish and revise policies as it determines to be necessary or advisable, policies with respect to the issuance of dividends on the Company's stock.
- (e) To establish and revise policies as it determines to be necessary or advisable, policies with respect to the foreign currency and credit management activities of the Company.
- (f) To authorize the Company to proceed with any Proposed Transaction recommended by management in an amount not to exceed \$1.0 million, as measured by the amount to be invested, financial commitments to be made, assets to be sold, or present value of contractual revenue to be received.
- (g) To approve and recommend for ratification by the Board any Proposed Transaction in an amount exceeding \$1.0 million, measured as described above, as well as any Proposed Transaction involving the issuance of the Company's equity securities.

5. Access to Information and Authority

- (a) The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.
- (b) The Committee has the authority to retain, at the Company's expense independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms.

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: Finance Committee
Board of Directors

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