



HYCROFT MINING HOLDING CORPORATION SAFETY, SUSTAINABILITY AND TECHNICAL COMMITTEE CHARTER

General

The Board of Directors (the “Board”) of Hycroft Mining Holding Corporation (the “Company”) has established the Safety, Sustainability and Technical Committee (the “Committee”) in furtherance of its commitments to adoption of best practices in promotion of a healthy and safe work environment, and environmentally sound and socially responsible mining and resource development.

Composition and Qualifications

The Committee shall be comprised of at least two directors. In appointing members of the Committee, the Nominating and Governance Committee will consider the breadth of relevant experience and knowledge.

Authority

The Board has granted the Committee the authority herein provided, as well as the authority to investigate any activity of the Company relating to health, safety, loss prevention and operational security, sustainable development, environmental affairs, public policy and relations with communities and civil society, government relations, human rights and communications matters. Additionally, the Committee has the authority to review the Company’s developmental, construction and operational activities. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company’s expense, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion to assist the Committee in fulfilling its responsibilities, including the sole authority to approve the fees and other terms of retention of such persons.

Appointment and Removal

The members of the Committee shall be appointed annually by the Board, upon the recommendation of the Nominating and Governance Committee, and shall serve until their successors shall be duly designated and qualified. The Board may remove the members of the Committee, at its discretion, by a majority vote of the Board. Any vacancy in the Committee occurring for any cause may be filled by a majority vote of the Board then in office. Unless a chair is appointed by the Board, the members of the Committee shall designate a chair by a majority vote of the full Committee membership. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those

present at any meeting at which there is a quorum shall be the act of the Committee. The chair of the Committee, in consultation with management and the other members of the Committee, shall set the meeting agendas.

Meetings, Reports and Procedures

The Committee shall meet at such times as the Chair of the Committee shall designate and notice of such meetings shall be given to the Committee's members in accordance with the bylaws of the Corporation. In advance of every meeting, the Chair of the Committee, with the assistance of the Secretary of the Corporation, shall prepare and distribute to the Committee's members and others, as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting.

Directors not on the Committee may attend meetings of the Committee at their discretion. At the invitation of the Chair of the Committee, members of management or outside consultants may also attend Committee meetings. 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.

Purpose and Responsibility

The primary responsibility for management of the Company's developmental activities, construction and operations, health, safety, loss prevention, operational security, sustainable development, environmental affairs, community relations, human rights, government relations and communications issues relating to the Company, including compliance with laws and regulations, rests with the management of the Company. The Committee's primary purposes are to: (1) provide advice, counsel and recommendations to management on (a) health, safety, loss prevention issues and operational security, (b) issues relating to sustainable development, environmental affairs, community relations, human rights, government relations and communications; and (c) technical issues related to the development, construction and operation of the Hycroft mine; and (2) assist the Board in its oversight of (a) health, safety, loss prevention and operational security issues relating to the Company; (b) sustainable development, environmental affairs, relations with communities and civil society, government relations, communications issues and human rights relating to the Company; (c) the Company's compliance with regulations and policies that provide processes, procedures and standards to follow in accomplishing the Company's goals and objectives relating to (i) health, safety, loss prevention issues and operational security and (ii) sustainable development, environmental affairs, community relations, human rights, government relations and communications issues; and (d) management of risk related thereto.

Duties and Responsibilities

In discharging its responsibilities, the Committee is expected to do the following:

1. Review with management, the Company's goals, policies, programs and performance relative to health, safety, loss prevention and operational security, sustainable development, environmental affairs, community relations, human rights, governmental relations and communication issues.
2. Review with management the following items as they relate to health, safety, operational security, sustainable development, environmental affairs, permits and licenses, community relations, human rights, government relations or communications matters: (i) the Company's policies with respect to operational risk assessment and risk management; (ii) the Company's major operational risk exposures; (iii) the steps management has taken to monitor and control such exposures; (iv) the effect of relevant regulatory initiatives and trends; and (v) all material claims, demands and legal proceedings against the Company relating to operations.
3. Review with management the Company's record of performance on health, safety, loss prevention and operational security matters, including innovation and benchmarking against peer performance, along with any proposed recommendations or actions based on the record of performance.
4. Make inquiries of management and make recommendations to the Board concerning the Company's compliance with applicable laws, rules, regulations and standards of corporate conduct relating to sustainability and employee health and safety, environmental affairs and matters, and permits and licenses, as the Committee determines appropriate.
5. Review all proposed major commercial arrangements regarding operational, engineering, procurement and construction management (EPCM) activities planned for the development and construction of the Hycroft mine.
6. Review progress and approve any pre-feasibility study and/or feasibility study for the Hycroft mine.
7. Review resource and reserve estimates in respect of the Company's mineral properties and management's policies and procedures regarding the disclosure of resource and reserve information in respect of the Hycroft mine.
8. Apprise the Board regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the Company's compliance with legal or regulatory requirements.

9. Apprise the Audit Committee of the Board of significant changes in operational or financial risk exposures or potential accruals for contingent liabilities or disclosure issues relating to development, construction or operation of the Hycroft mine, health, safety, sustainable development, environmental affairs, community relations, human rights, government relations or communications matters.
10. Prepare reports or assessments from time to time, at the Committee's discretion, regarding the Company's or the Committee's activities.
11. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.
12. At least annually, review and reassess the adequacy of this charter and submit any proposed revisions to the Board for consideration and approval.

The Safety, Sustainability and Technical Committee Charter will be made available on the Corporation's website at www.hycroftmining.com.