



Hycroft Mining Holding Corporation

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## **HYCROFT MINING HOLDING CORPORATION CODE OF CONDUCT AND ETHICS FOR SENIOR FINANCIAL OFFICERS**

### **Introduction**

Hycroft Mining Holding Corporation (together with its affiliated entities, the “**Company**” or “**Hycroft**”) have adopted a comprehensive Code of Business Conduct and Ethics applicable to all directors, officers and employees including consultants and advisors (the “**Code of Conduct**”). The Chief Executive Officer and all senior financial officers of the Company are bound by the comprehensive provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with applicable laws and other key corporation policies.

In addition to the broad and comprehensive codes of ethical conduct set forth in the Code of Conduct, the Chief Executive Officer (“**CEO**”), the Chief Financial Officer, the Principal Accounting Officer, the Controller and all other persons performing similar functions (collectively, the “**Senior Financial Officers**”) shall be subject to the additional specific policies set forth in this Code of Conduct and Ethics for Senior Financial Officers.

### **Responsibilities of Senior Financial Officers**

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Disclosure Committee of the Company any material information of which he or she may become aware that could affect the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data; or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning any violation of the Company’s Code of Conduct by any management or other employees who have a significant role in the Company’s financial reporting, disclosure or internal controls.
4. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to

the Company and the operation of its business, by the Company or any agent therefor, or of violation of the Code of Conduct or of these additional procedures.

5. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and the Audit Committee any material transaction or relationship that arises and of which he or she becomes aware that reasonably could be expected to give rise to an actual or apparent conflict of interest between a director or senior officer of the Company, on the one hand, and the Company, on the other.

6. The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Ethics and Conduct or of these additional procedures by the CEO and the Company's Senior Financial Officers. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or involves repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct and to these additional procedures, and shall include written notices to the individual involved that the Board had determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) or termination of the individual's employment.

### **Compliance and Accountability**

The Audit Committee will at least annually assess compliance with this Code of Conduct and Ethics and the performance of the Senior Financial Officers, and report material violations to the Board, and recommend to the Board appropriate action.

This Code of Conduct and Ethics for Senior Financial Officers shall be posted on the Corporation's website at [www.hycroftmining.com](http://www.hycroftmining.com).