



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

Diversity and Inclusion Policy

Introduction

The board of directors of Hycroft (the "**Board**") recognizes the benefits diversity of thought, derived from diversity of background, skills, experience, gender, and age, can bring to its strategic decision-making processes and its ability to provide thoughtful oversight of the Company and its executive management group. Given the accepted competitive advantages from a board composed of highly qualified and diverse persons, the Board has determined a formalized policy outlining a framework for achieving and maintaining diversity at the Board level and beyond, would be in the best interests of the Company and all its stakeholders.

1. Objective and Scope

The Company is of the view that candidate selection for its Board should be based on merit and remains committed to selecting the best person to fulfill this role. At the same time, the Company recognizes that in an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to the Company's success.

The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the important benefits that can be achieved through the meaningful participation of women with the appropriate and relevant skills and experience.

By bringing together men and women from diverse backgrounds and giving each person the opportunity to contribute their skills, experience and perspectives in an inclusive workplace, the Company believes that it is better able to (i) develop solutions to challenges and deliver sustainable value for the Company and its stakeholders; and (ii) ensure it has the necessary range of perspectives, experience and expertise required to achieve effective stewardship and management.

The purpose of this Policy is to communicate the importance the Company places on the diversity of its Board.

2. General Principles

The Company believes that diversity enriches discussions among directors, better reflects the Company's relationship with all of its stakeholders and allows for improved stewardship from a risk-management perspective. To ensure sound corporate governance, the nominating and governance committee of the Board (the "**NGC**") is guided by the following principles in recommending candidates to the Board:

- Ensuring that the Board is composed of directors who possess extensive knowledge, skills and competencies, diverse points of view, and relevant expertise, enabling them to make

an active, informed and positive contribution to the oversight and advisory role of the Company, the conduct of its business and the orientation of its development.

- Seeking a balance in terms of the knowledge and competencies of directors to ensure that the Board has sufficient diversity of experience, skills and background to fulfil its oversight and advisory role in all respects.
- To the extent practicable, seeking candidates for nomination to board and committee positions/ directors who represent different genders, ages, cultural communities, geographic areas and other characteristics of the communities in which the Company conducts its business.

While this is a Board Policy, as part of its oversight responsibility and input on the strategy and direction of the Company, the Board will be encouraging and supporting efforts by the executive officers of the Company to pursue and maintain a diverse and highly capable management group that can similarly benefit from a diversity of backgrounds, opinions, and perspectives in pursuit of its overall corporate objectives.

3. Process & Reporting

When identifying potential candidates for the Board, the NGC shall consider the selection criteria approved by the Board, as well as its analysis of the Board's needs based on the above stated principles. To facilitate this process, the NGC shall maintain an ongoing list of potential candidates for nomination that will include diverse candidates in addition to directing any recruitment or search agency to deliver a gender balanced slate of diverse and equally qualified potential candidates.

The Board will monitor and oversee annual reporting by the Company regarding its progress with respect to this Policy.

4. Review of Policy

The Committee shall review annually this Diversity and Inclusion Policy and recommend appropriate changes to the Board.

5. Queries

If you have any questions about this Policy, please contact the Chief Executive Officer or a member of the Nominating and Governance Committee.

Dated:

Approved by: Nominating and Governance Committee
Board of Directors