



## HYCROFT MINING HOLDING CORPORATION Nominating and Governance Committee Charter

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

### 1. Purpose

The purpose of the Committee is to make recommendations to the Board of corporate governance policies and programs and to lead in the recruitment, consideration and nomination of prospective members of 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 good corporate governance practices and standards for publicly listed companies in the United States.
- (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 Company’s shares 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.

### **4. Duties and Responsibilities**

In furtherance of its purpose as articulated above, duties of the Committee include the following:

- (a) The Committee shall actively seek and evaluate individuals qualified to become board members for recommendation to the Board.
- (b) The Committee shall evaluate and consider individuals recommended by the stockholders and qualified to become board members for recommendation to the Board, provided that the names of such nominees, accompanied by relevant biographical information, are submitted in accordance with the Company's organizational documents, Exchange requirements, and SEC rules and regulations, each as in place from time to time.
- (c) The Committee shall receive comments from all Directors and report annually to the Board of Directors with an assessment of the Boards' performance, as well as the performance of each committee of the Board.

- (d) The Committee shall review and assess the adequacy of the Company's Corporate Governance Guidelines, and the Company's implementation of policies contained therein, and recommend any changes thereto to the Board for approval.
- (e) The Committee shall lead the Board in its annual review of the performance of: (i) the Board; (ii) individual Members of the Board; (iii) the committees of the Board, and (iv) management of the Company.
- (f) The Committee shall provide risk oversight in areas of Board effectiveness, Board succession planning, and ethics and compliance (in conjunction with the Audit Committee).
- (g) The Committee shall review and approve any public disclosure regarding the Company's corporate governance policies and procedures, including but not limited to such disclosure in the Company's annual report (10k) and management proxy circular.
- (h) To the extent the Company is legally required by contract or otherwise (including pursuant to the terms of preferred stock issued by the Company) to provide third parties with the ability to nominate board members, the selection and nomination of such members need not be subject to the Committee's nominating process.
- (i) The Committee shall make regular reports to the Board (including an annual report concerning succession planning).
- (j) The Committee shall prepare and publish any reports required pursuant to Exchange or SEC rules and regulations.

## **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 shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

## **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 Board on such evaluation.

Dated:

Approved by: Nominating and Governance Committee  
Board of Directors

This Nominating and Governance Committee Charter will be made available on the Company's website at [www.hycroftmining.com](http://www.hycroftmining.com).