



## HYCROFT MINING HOLDING CORPORATION Safety and Technical Committee Charter

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

### 1. Purpose

The purpose of the Committee shall be to assist the Board in furtherance of its oversight responsibilities in respect of specific technical, health and safety matters, and commitments to adoption of mining industry best practices in all phases of its operations.

### 2. Composition and Qualifications

- (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. All members shall have a general familiarity with mining operations and safety practices and standards, and at least one member should have a technical educational background along with professional experience in mining operations.
- (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 national securities exchange in which the Company’s securities 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.

### **3. Meetings**

- (a) Meetings of the Committee will be held at such times and places as the Chairman deems necessary but not less frequently than quarterly. 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) Directors not on the Committee may attend meetings of the Committee at their discretion.
- (f) 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 for it to fulfill its duties.

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

In furtherance of its purpose as articulated above, the Committee's primary responsibilities are twofold:

- (1) provide advice, counsel, and recommendations to management on (a) health, safety, loss prevention issues and operational security, and (b) technical issues related to the development, construction and operation of the Company's mining operations; and
- (2) assist the Board in its oversight of 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 health, safety, loss prevention issues and operational security.

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

- (a) Review with management, the Company's goals, policies, programs and performance relative to health, safety, loss prevention and operational security.
- (b) Review with management the following items as they relate to health, safety, operational security: (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.
- (c) 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.
- (d) 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 employee health and safety, environmental affairs and matters, and permits and licenses, as the Committee determines appropriate.
- (e) Review all proposed major commercial arrangements regarding operational, engineering, procurement and construction management (EPCM) activities planned for the development and construction of the Company's mining operations.
- (f) Review progress and approve any pre-feasibility study and/or feasibility study for the Company's mining operations.
- (g) 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 Company's mining operations.
- (h) Apprise the Board regularly of significant developments while 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.
- (i) 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 Company's mining operations, health, safety, government relations or communications matters.
- (j) Prepare reports or assessments from time to time, at the Committee's discretion, regarding the Company's or the Committee's activities.
- (k) 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.

Notwithstanding the foregoing, primary responsibility for management of the Company's: (i) developmental activities; (ii) construction and operations; (iii) health and safety; (iv) loss prevention, and (v) operational security issues relating to the Company, including compliance with laws and regulations, rests with the management of the Company.

## **5. 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 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. Additionally, the Committee has the authority to review the Company's developmental, construction and operational activities.
- (c) 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.

## **6. Reporting**

The Committee shall report its recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.

## **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: Safety and Technical Committee  
Board of Directors

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