



HYCROFT MINING HOLDING CORPORATION Sustainability Committee Charter

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities, and authority of the Sustainability 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 assist the Board in fulfilling its oversight responsibilities and commitments to adoption of best practices relating to matters of health, safety, environmental stewardship and social impacts (collectively “**Sustainability**”). The Committee will also review reports prepared by the Company if and when required for inclusion in the disclosure documents for the Company.

2. Composition and Qualifications

- (a) The Board will appoint the members (“**Members**”) of the Committee including its chairman (“**Chairman**”) annually upon 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 environmental, sustainability and governance related matters.
- (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 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 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, the Committee shall have the following duties and responsibilities:

Sustainability Matters

- (a) no less than annually review the adequacy of the Company's policies related to sustainability matters and, in the Committee's discretion, recommend any changes to the Board for consideration, where such changes are necessary to keep pace with sustainability trends or developments in the international mining industry;

- (b) encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in sustainability policies are being adhered to and achieved;
- (c) assure that management of the Company is monitoring trends and reviewing current and emerging issues in the sustainability field, as well as evaluating their impact on the Company;
- (d) annually report to the Board on the sufficiency of resources available for carrying out the Company's sustainability obligations;
- (e) no less than annually monitor the compliance of the Company's programs and procedures related to sustainability to ensure compliance with applicable laws and regulations;
- (f) no less than annually review management's assessment of the impact of proposed or enacted laws, regulations, international treaties and voluntary codes and initiatives related to corporate social responsibility;
- (g) if any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of the Company's response to such situations, make recommendations to the Board where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved;
- (h) as and where appropriate, to assist Members in fulfilling their Committee responsibilities, pursue periodic education and training relating to sustainability applicable to the Company's business and related legal and regulatory requirements; and
- (i) objective to have at least one member of the Committee visit the Company's operating site(s) annually, in order to: (i) review relevant health, environment and sustainability practices and performance; (ii) to provide updates to the Committee of observations, and report on such updates to the Audit Committee as part its risk oversight responsibility.

General Matters

- (j) direct and supervise the investigation of any matter brought to its attention, where, in the Committee's discretion, the investigation is appropriate and within the scope of its duties;
- (k) review proposed disclosure of all material documents related to sustainability matters, which are to be made public and report to the Board with recommendations if necessary; and
- (l) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

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 has the authority to retain, at the Company's expense independent legal, financial and other ESG focused advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms.

6. Reporting

The Chairman will report to the Board at each Board meeting where sustainability matters are on the agenda or when reports are deemed necessary by the Chairman 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: Sustainability Committee
Board of Directors

The Sustainability Committee Charter will be made available on the Company's website at www.hycroftmining.com.