



Hycroft Mining Holding Corporation

P.O. Box 3030

Winnemucca, NV 89445

Tel: 775.623.5260

## HYCROFT MINING HOLDING CORPORATION Whistleblower Policy

### *POLICY AND PROCEDURES FOR SUBMISSION OF COMPLAINTS OR CONCERNS RELATING TO FINANCIAL AND OTHER MATTERS*

#### **Introduction**

Hycroft Mining Holding Corporation, and its subsidiaries (collectively, the “**Company**”) strive to maintain high standards of integrity and accountability in conducting business. The guidelines and principles that govern our business conduct are set out in the Company’s Code of Business Conduct and Ethics (the “**Code of Conduct**”) which may be accessed on the Company’s website.

As part of our commitment to ethical and responsible business conduct, we are also committed to maintaining accountability for our accounting, internal controls and auditing processes. It is also our policy to seek to ensure compliance with all applicable legal and regulatory requirements relating to our business in all material respects.

#### **1. Objective and Scope**

The purpose of this whistleblower policy (the “**Policy**”) is to provide all directors, officers, employees, and consultants of the Company with a process for disclosing complaints or concerns regarding perceived or suspected: (i) questionable accounting, internal controls or auditing processes; (ii) non-compliance with the Code of Conduct; and (iii) unethical or illegal behavior (collectively, “**Reportable Matters**”). This Policy outlines the process for reporting a complaint or concern, as well as who will deal with your complaint and how that complaint is to be handled.

The Policy does not apply to personal employment grievances that do not involve possible violation of the Code of Conduct or other Reportable Matters. If you have a grievance about working conditions or other employment matters (e.g., failure to receive overtime pay that you are owed) that does not involve a possible violation of the Code of Conduct, you should pursue the matter through the ordinary grievance process.

We encourage you to raise concerns about possible illegal behavior internally rather than raising them outside the Company. However, we recognize that there may be situations where you may need to contact outside authorities.

It is the responsibility of all directors, officers, employees and consultants of the Company to comply with the Code of Conduct and to report any known or suspected violations in accordance with this Policy.

#### **2. Reporting Process**

As a general guideline, you should promptly report concerns regarding Reportable Matters to your immediate supervisor in the first instance. If you are uncomfortable doing so, or if you believe that it is inappropriate to do so under the circumstances, you may also report your complaint or concern to the primary contact at your site/office:



Site/Office Location	Primary Contact
Project Site	Chief Financial Officer
Corporate Office	Chief Financial Officer

If you are not satisfied or comfortable reporting the complaint or concern to your supervisor or to the local primary contact, you may file a report using the **Company's Whistleblower hotline service**, which is available 24 hours a day, seven days a week accessible via:

**Ethics:**  
**Stand out**  
**in a crowd.**

Concerns? Questions?  
The Hotline is here 24/7.

Ask questions... Make informed decisions  
Types of issues to report:

- Discrimination or harassment
- Conflicts of interest
- Theft/fraud/bribery
- Environmental/safety
- Gifts/entertainment
- Accounting/financial
- Code violations
- Policy violations

Our Hotline allows employees to confidentially ask questions or report concerns without the fear of retaliation.



Mobile:  
[hycroftminingmobile.ethicspoint.com](http://hycroftminingmobile.ethicspoint.com)  
Online:  
[hycroftmining.ethicspoint.com](http://hycroftmining.ethicspoint.com)  
Phone:  
844-510-1886



In addition to the methods noted above, you can also mail in a concern regarding a Reportable Matter to the Company at:

Attn: Whistleblower Hotline  
Hycroft Mining Holding Corporation  
P.O. Box 3030  
Winnemucca, Nevada 89445

**All communications** through the hotline **will remain anonymous.**  
Do not try to investigate a matter of concern before reporting it.



### **3. Handling of Reported Violations**

Once your concern has been communicated to the appropriate representative, the following procedures must be followed:

(a) If the representative concludes that the complaint or concern might be covered by this Policy, the representative must, within 24 hours of receiving such complaint or concern, report the complaint or concern to the Audit Committee.

(b) The Corporate Secretary will confirm receipt of your complaint or concern (unless made anonymously) and will register your complaint or concern in a log and open a file. All information will be kept confidential and secure.

(c) If it is determined that your complaint or concern is covered by this Policy or the Code of Conduct, a formal investigation will be conducted to determine whether further action is required. All investigations will be conducted as efficiently as possible, taking into account the nature and complexity of the issues involved.

(d) Any complaint or concern that is subject to a formal investigation or that may have material adverse consequences for the Company will be promptly reported to the Company's Board of Directors. On a quarterly basis, the Corporate Secretary will report to the Company's Audit Committee and to the Company's external auditors the status of any formal investigations under this Policy, and the outcome of any complaints and investigations that have concluded.

### **4. Confidentiality**

Persons designated to handle complaints or concerns under this Policy will make all reasonable efforts to keep communications confidential to the fullest extent permitted by law, and to the extent possible consistent with the need to conduct an adequate investigation. Any form of investigation may not be discussed with any personnel who do not have a legitimate and compelling reason to obtain information about the investigation. Extreme care should be taken by individuals conducting the investigation. The persons conducting the investigation must use their best efforts to avoid revealing the identity of any person who makes a good faith complaint, other than to other persons participating in the investigation. However, there may be circumstances where a matter involving a violation of law must be reported to government authorities, and in that case it may be necessary to identify witnesses to the government authorities.

We encourage all individuals to identify themselves when making a complaint or communicating a concern under this Policy. However, you are not required to identify yourself, and you may submit a complaint under this Policy anonymously.

### **5. No Retaliation**

It is the Company's policy to ensure that you can communicate freely under this Policy and be protected from any form of direct or indirect retaliation, including adverse employment consequences such as discharge, suspension, demotion, harassment or discrimination. Every employee, officer, director, or consultant of the Company who legitimately and in good faith submits a complaint will be protected by the Company against any retaliation because of that activity. However, since such allegation of impropriety may result in serious personal

repercussions for the target person or entity, the person making the allegations of impropriety should have reasonable grounds before filing a report and should undertake such reporting in good faith, for the best interests of the Company and not for personal gain or motivation.

Anyone who retaliates against someone who has filed a report in good faith under this Policy may be subject to discipline up to and including termination of employment.

Nothing herein shall be construed to protect a person from the consequences of their own wrongdoing; however, a person's self-disclosure of wrongdoing that is not independently discovered through investigation shall be considered when considering the consequences to such person.

## **6. Acting in Good Faith**

Anyone reporting a complaint or concern under this Policy must be acting in good faith and have an honest belief that the complaint or concern is well founded. Any complaints or concerns based on allegations that are without basis, or that are proven to be intentionally misleading, malicious, or frivolously made, will be viewed as a serious offence and appropriate disciplinary action will be taken.

## **7. Complaints from Third Parties**

Complaints from third parties regarding Reportable Matters should be forwarded directly to the Company's Whistleblower Hotline service set out in Section 2.

## **8. Records**

The Audit Committee will retain, as part of its records, any complaints, or concerns for a period of no less than seven years. The Audit Committee will keep written records of all such reports or inquiries and make quarterly reports to the Company's Board of Directors on any ongoing investigation, which will include steps taken to satisfactorily address each complaint.

## **9. Reporting Template**

When submitting a complaint under this Policy, you are encouraged to use the template form attached as Appendix "A" hereto.

## **10. Questions?**

If you have any questions regarding this Policy or anything that you believe may involve a Reportable Matter, we encourage you to ask the Company's Chief Executive Officer, Chief Financial Officer, General Counsel or Chair of the Audit Committee.

**APPENDIX A**

**Reporting Form under Whistleblower Policy**

**HYCROFT MINING HOLDING CORPORATION**

Concerned Company: \_\_\_\_\_

Where incident occurred: \_\_\_\_\_

Date of incident (and/or date incident was discovered): \_\_\_\_\_

When (over what period of time) incident occurred: \_\_\_\_\_

\_\_\_\_\_

Nature/Type of incident (i.e. accounting/audit irregularities, falsification of company records, fraud, kickbacks, theft of cash, theft of time, theft of goods/service, or other Reportable Matter:

\_\_\_\_\_

\_\_\_\_\_

Source of information leading to investigation, including name of person, if appropriate (i.e. employee or customer, complaint, anonymous source, discovery of theft, etc.):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and job title of person or persons believed to be involved in incident and the basis for such belief:

\_\_\_\_\_

\_\_\_\_\_



Detail how the incident is believed to have occurred:

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Where money or other valuable assets are involved, estimate the suspected loss:

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Summarize any other relevant information including whether incident resulted from breakdown in internal controls:

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Prepared by: \_\_\_\_\_

Date: \_\_\_\_\_

***Note: If you would like to make an anonymous complaint, only complete date above.***



**WHEREAS**, each of the incumbent directors of Hycroft Mining Holding Corporation (the "**Company**") has indicated they are willing to continue their respective service as a member of the Board of Directors of the Company (the "**Board**") and consents to renomination at the Company's 2023 Annual Meeting of Stockholders (the "**Annual Meeting**");

**WHEREAS**, the Nominating and Corporate Governance Committee (the "**Committee**") of the Board has reviewed the qualifications, experience and independence of each of the incumbent directors, and such other factors as the Committee has deemed necessary and relevant, including diversity characteristics;

**WHEREAS**, in the Committee's opinion, each of the incumbent directors continues to satisfy the qualifications for director candidates as set forth in the Company's Corporate Governance Guidelines adopted by the Committee and the independence requirements as set forth in (1) the Corporate Governance Standards of the Nasdaq Stock Market's Nasdaq Listing Rules, Section 5605, as amended ("Nasdaq Rules"); (2) Rule 10A-3 of the Securities Exchange Act of 1934, as amended ("Rule 10A-3"); (3) Rule 16b-3 of the Securities Exchange Act of 1934, as amended ("Rule 16b-3") and (4) Rule 10C-1 of the Securities Exchange Act of 1934, as amended ("Rule 10C-1");

**WHEREAS**, in the Committee's opinion, each of the incumbent directors has substantial insight into the business and affairs of the Company and makes valuable contributions to the Board and to the governance of the Company; and

**WHEREAS**, in the Committee's opinion, each of the incumbent directors has valuable and relevant experience and skills and other qualifications and characteristics that qualify them to serve as a director of the Board; and

**WHEREAS**, in the Committee's opinion, there are no special considerations why any of the incumbent directors should not be nominated for reelection.

## **NOW THEREFORE LET IT BE:**

### ***SIZE OF THE BOARD***

**RESOLVED**, that the Committee recommends to the Board that the number of directors for election at the Annual Meeting shall be maintained seven;

### ***NOMINATION OF DIRECTOR CANDIDATES***

**RESOLVED**, that the Committee recommends the following persons for nomination for election as directors of the Company at the Annual Meeting, with a term ending at the annual meeting of stockholders to be held in 2024:

Diane Garrett  
Michael Harrison  
David Naccarati  
Marni Wieshofer

Sean Goodman  
Stephen A. Lang  
Thomas Weng

**RESOLVED**, that the Committee recommends to the Board that the Board approve the nomination of the persons listed above to stand for election as directors of the Company at the Annual Meeting, with a term ending at the annual meeting of stockholders to be held in 2024; and

**RESOLVED**, that the Committee recommends to the Board that the nomination of the persons listed above to stand for election as directors of the Company with a term ending at the annual meeting of stockholders to be held in 2024 be submitted to the stockholders of the Company at the Annual Meeting and that the Board recommend the stockholders vote in favor of their election.