UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31 , 2023

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-38387

HYCROFT MINING HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**82-2657796**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

PO Box 3030
Winnemucca , Nevada 89446

(Address of principal executive offices) (Zip code)

(775) 304-0260

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.0001 per share	HYMC	The Nasdaq Stock Market LLC
Warrants to purchase common stock	HYMCW	The Nasdaq Stock Market LLC
Warrants to purchase common stock	HYMCL	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

☐	Large accelerated filer	☐	Accelerated filer
☒	Non-accelerated filer	☒	Smaller reporting company
		☐	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b)). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 30, 2023, the last business day of the registrant's most recently completed second fiscal quarter, was $ 52,124,124 .

As of March 13, 2024, there were 21,005,192 shares of the Company's common stock and no shares of the Company's preferred stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2023.

HYCROFT MINING HOLDING CORPORATION

Annual Report on Form 10-K

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Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this Annual Report on Form 10-K for the year ended December 31, 2023, (“2023 Form 10-K”) may constitute “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included herein and public statements by our officers or representatives, that address activities, events or developments that our management expects or anticipates will or may occur in the future are forward-looking statements, including but not limited to such things as future business strategy, plans and goals, competitive strengths and expansion and growth of our business. The words “estimate,” “plan,” “anticipate,” “expect,” “intend,” “believe,” “target,” “budget,” “may,” “can,” “will,” “would,” “could,” “should,” “seeks,” or “scheduled to” and similar words or expressions, or negatives of these terms or other variations of these terms or comparable language or any discussion of strategy or intention identify forward-looking statements. Forward-looking statements address activities, events or developments that the Company expects or anticipates will or may occur in the future and are based on current expectations and assumptions.

These statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause our actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. See our other reports filed with the Securities and Exchange Commission (the “SEC”) for more information about these and other risks. You are cautioned against attributing undue certainty to forward-looking statements. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Although these forward-looking statements were based on assumptions that the Company believes are reasonable when made, you are cautioned that forward-looking statements are not guarantees of future performance and that actual results, performance or achievements may differ materially from those made in or suggested by the forward-looking statements contained in this 2023 Form 10-K. In addition, even if our results, performance, or achievements are consistent with the forward-looking statements contained in this 2023 Form 10-K, those results, performance or achievements may not be indicative of results, performance or achievements in subsequent periods. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements made in this 2023 Form 10-K speak only as of the date of those statements, and we undertake no obligation to update those statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments. For information identifying important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, see the *Risk Factors* and the *Summary of Risk Factors* in *Item 1A. Risk Factors* of this 2023 Form 10-K.

PART I

ITEM 1. BUSINESS

About the Company

Hycroft Mining Holding Corporation (formerly known as Mudrick Capital Acquisition Corporation) was incorporated under the laws of the state of Delaware on August 28, 2017. In this 2023 Form 10-K, "we," "us," "our," "Company," "Hycroft," and "HYMC" refer to Hycroft Mining Holding Corporation and its subsidiaries. We are a U.S.-based gold and silver exploration and development company that owns the Hycroft Mine in the prolific mining region of Northern Nevada. The following discussion should be read in conjunction with the Company's Consolidated Financial Statements ("Financial Statements") and Notes to the Financial Statements ("Notes") included in *Part II – Item 8. Financial Statements* of this 2023 Form 10-K.

On May 29, 2020, we consummated a business combination transaction (the "Recapitalization Transaction") that resulted in Autar Gold Corporation (formerly known as MUDS Acquisition Sub, Inc. ("Acquisition Sub") acquiring all of the issued and outstanding equity interests of the direct subsidiaries of Hycroft Mining Corporation ("Seller") and substantially all of the other assets of Seller and assuming substantially all of the liabilities of Seller. In conjunction with the Recapitalization Transaction, Seller's indebtedness existing prior to the Recapitalization Transaction was either repaid, exchanged for indebtedness of the Company, exchanged for shares of common stock or converted into shares of Seller common stock, and our post-Recapitalization Transaction indebtedness included amounts drawn under the Credit Agreement among Hycroft, AuxAg Mining Corporation (formerly known as MUDS Holdco Inc.), Allied VGH LLC, Hycroft Resources and Development, LLC Sprott Private Resource Lending II (Collector) Inc., and Sprott Resources Lending Corp. ("Sprott Credit Agreement") and the assumption of the newly issued 10% Senior Secured Notes ("Subordinated Notes").

Our property, the Hycroft Mine, historically operated as an open-pit oxide mining and heap leach processing operation and is located approximately 54 miles northwest of Winnemucca, Nevada. Mining operations at the Hycroft Mine were restarted in 2019 on a pre-commercial scale and discontinued in November 2021 as a result of the then-current and expected ongoing cost pressures for many of the reagents and consumables used at the Hycroft Mine and to further determine the most effective processing method for the sulfide ore. In March 2023, Hycroft, along with its third-party consultants, completed and filed the Hycroft Property Initial Assessment Technical Report Summary Humboldt and Pershing Counties, Nevada with an effective date of March 27, 2023 (the "2023 Hycroft TRS") and prepared in accordance with the SEC's Modernization of Property Disclosures for Mining Registrants as set forth in subpart 1300 of Regulation S-K ("Modernization Rules"). The 2023 Hycroft TRS provides an initial assessment of the mineral resource estimate utilizing a milling and pressure oxidation ("POX") process for sulfide and transition mineralization and a heap leaching process for oxide mineralization. The 2023 Hycroft TRS included: (i) additional exploration drilling results from 2021 and 2022; (ii) additional assay information associated with historical drilling that was previously missing; (iii) other updates after additional review of historical assay certificates; and (iv) other adjustments. The 2023 Hycroft TRS supersedes and replaces the Initial Assessment Technical Report Summary for the Hycroft Mine, prepared in accordance with the requirements of the Modernization Rules, with an effective date of February 18, 2022 ("2022 Hycroft TRS"), and the 2022 Hycroft TRS should no longer be relied upon. Our ongoing disclosures and many of management's estimates and judgments as of and for the periods ended December 31, 2023 and 2022, are based on the 2023 Hycroft TRS. The Company will continue to build on the work to date, incorporate exploration data as it becomes available, and investigate opportunities identified through progressing the technical and data analyses leading up to the 2023 Hycroft TRS and subsequent studies and analyses, and we will provide an updated technical report at an appropriate time.

We ceased mining activities in November 2021, and completed processing of gold and silver ore previously placed on leach pads as of December 31, 2022. We do not expect to generate revenues from gold and silver sales until after further developing the Hycroft Mine and recommencing mining and processing operations. As of December 31, 2023, the Hycroft Mine had measured and indicated mineral resources of 10.6 million ounces of gold and 360.7 million ounces of silver and inferred mineral resources of 3.4 million ounces of gold and 96.1 million ounces of silver, which are contained in oxide, transitional, and sulfide ores.

Segment Information

The Hycroft Mine is our only operating segment and includes operations, exploration, and development activities and accounts for 100% of our *Production costs*. Corporate and Other includes corporate *General and administrative* costs. See *Note 20 – Segment Information* to the Notes to the Consolidated Financial Statements for additional information on our segments.

Principal Products, Revenues, and Market Overview

During the year ended December 31, 2023, the Company generated no *Revenues* due to the cessation of active mining operations.

The principal products produced during 2022 at the Hycroft Mine were unrefined gold and silver bars (doré) and gold and silver-laden carbons and slags, both of which were sent to third party refineries and sold at prevailing spot prices after adjustments for refining and other associated fees, to financial institutions or to precious metals traders. Doré bars and gold and silver laden carbons and slags were sent to refineries to produce bullion that meet the required market standards of 99.95% pure gold and 99.90% pure silver. Under the terms of our refining agreements, doré bars and gold and silver laden carbons and slags were refined for a fee, and our share of the separately recovered refined gold and refined silver were credited to our account or delivered to our buyers.

Product Revenues and Customers

As the Company ceased active mining operations in November 2021 and completed the processing of gold and silver ounces from the leach pads, we do not expect to have *Revenues* from gold and silver sales until restarting mining operations.

Gold and Silver Uses

Gold and silver have two main categories of use: fabrication and investment. Fabricated gold has a variety of end uses, including jewelry, electronics, dentistry, industrial and decorative applications, medals, medallions and coins. Fabricated silver also has a variety of end uses, including jewelry, mirrors, cameras, electronics, energy production, engines, novelty explosives, and coins. Gold and silver investors buy gold and silver bullion, coins and jewelry.

Gold and Silver Supply and Demand

The supply of gold consists of a combination of current production from mining and metal recycling and the draw-down of existing stocks of gold held by governments, financial institutions, industrial organizations, and private individuals. Based on publicly available information published by the World Gold Council, gold production from mines increased 0.9% in 2023 compared with 2022 totaling approximately 3,644 metric tons (or 117.2 million troy ounces) and represented approximately 74.4% of the 2023 global gold supply of 4,899 metric tons. According to the World Gold Council, gold demand in 2023 was approximately 4,448 metric tons (or 143.0 million troy ounces) and totaled approximately $277.5 billion in value. In 2023, gold demand by sector was comprised of jewelry (49%), investments including bar and coin and ETFs (21%), central bank purchases (23%), and technology (7%).

The supply of silver consists of a combination of current production from mining (approximately 82%) and metal recycling and other (approximately 18%). Based on publicly available information, estimated silver production from mines increased approximately 2% in 2023 compared with 2022 totaling approximately 842 million troy ounces and represented approximately 82% of the 2023 global silver supply of 1,025 million troy ounces. Silver demand in 2023 was approximately 1,167 million troy ounces and totaled approximately $24.9 billion in value. In 2023, silver demand by sector was comprised of photovoltaics (14%), other industrial (12%), jewelry (17%), silverware (5%), photography (2%), and investments (26%).

Gold and Silver Prices

The price of gold and silver is volatile and is affected by many factors beyond our control, including geopolitical events, such as conflicts or trade tensions, the sale or purchase of gold by central banks and financial institutions, inflation or deflation and monetary policies, fluctuation in the value of the U.S. dollar and foreign currencies, global and regional demand, and the political and economic conditions of major gold and silver producing countries throughout the world. The following table presents the annual high, low, and average afternoon fix prices for gold and silver over the past three years on the London Bullion Market (in U.S. dollars per ounce).

	GOLD PRICES			SILVER PRICES		
Year	High	Low	Average	High	Low	Average
2021	$ 1,943	$ 1,684	$ 1,799	$ 29.59	$ 21.53	$ 25.04
2022	$ 2,039	$ 1,628	$ 1,800	$ 26.18	$ 17.77	$ 21.71
2023	$ 2,150	$ 1,907	$ 1,944	$ 24.43	$ 22.00	$ 23.33
2024 (through Mar. 12th)	$ 2,180	$ 1,985	$ 2,046	$ 24.50	$ 22.09	$ 22.98

On March 12, 2024, the afternoon fix price for gold and silver on the London Bullion Market was $2,161 per ounce and $24.38 per ounce, respectively.

Competition

The top ten producers of gold comprise approximately one-quarter of total worldwide mined gold production. We are a gold and silver exploration and development company with a single property, the Hycroft Mine. The Hycroft Mine has a large gold and silver mineral resource as noted in the 2023 Hycroft TRS. We have not completed our engineering studies and we have not fully developed our sulfide ore milling and processing studies and therefore, have not established our long-term production and cost structure. The metals markets are cyclical, and our ability to compete in that market over the long-term will be based on our ability to develop and cost effectively operate the Hycroft Mine in a safe and environmentally responsible manner.

We compete with other mining companies in connection with hiring and retaining qualified employees. There is substantial competition for qualified employees in the mining industry, some of which is with larger companies having greater financial resources than us and a more stable history. As a result, we may have difficulty hiring and retaining qualified employees.

See *Item 1A. Risk Factors — Industry Related Risks — The Company faces intense competition in the recruitment and retention of qualified employees and contractors*, for additional discussion related to our current and potential competition.

Employees

At December 31, 2023, we had 78 employees, of which 69 were employed at the Hycroft Mine. None of our employees are represented by unions.

We believe safety is a core value and support that belief through our philosophy of safe work performance. Our mandatory mine safety and health programs include employee engagement and ownership of safety performance, accountability, employee and contractor training, risk management, workplace inspection, emergency response, accident investigation, anti-harassment, and program auditing. This integrated approach is essential to ensure that our employees, contractors, and visitors operate safely.

We reported no lost time incidents during the year ended December 31, 2023, and achieved one million workhours without a lost time incident in the second quarter of 2023. The Hycroft Mine's total recordable injury frequency rate ("TRIFR") for the trailing 12 months, which includes other reportable incidents, is one of the metrics we use to assess safety performance, and it is well below industry averages and significantly below pre-2021 historical levels experienced at the Hycroft Mine. During the year ended 2023, we continued our critical focus on safety, including allocating personnel, resources, workforce time, and communications to operate safely. These actions contributed to maintaining our TRIFR of Nil (0.00) at December 31, 2023 and December 31, 2022. We remain committed to adapting our safety initiatives as necessary to ensure the well-being of our workforce, contractors, and visitors.

Government Regulation of Mining-Related Activities

Government Regulation

Mining operations and exploration activities are subject to various federal, state and local laws and regulations in the United States, which govern prospecting, exploration, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. We have obtained or have pending applications for those licenses, permits or other authorizations currently required to conduct our current mining, exploration and other programs. We believe that we are in compliance in all material respects with applicable mining, health, safety and environmental statutes and the regulations passed thereunder in Nevada and at the federal level in the United States. Although we are not aware of any current claims, orders or directions relating to our business with respect to the foregoing laws and regulations, changes to, or more stringent application, interpretation, or enforcement of, such laws and regulations in Nevada, or in jurisdictions where we may operate in the future, could require additional capital expenditures and increased operating and/or reclamation costs, which could adversely impact the profitability levels of our projects.

Environmental Regulation

Our projects are subject to various federal and state laws and regulations governing protection of the environment. These laws and regulations are continually changing and, in general, are becoming more restrictive. The federal laws and regulations, among other things:

- impose strict, joint and several liability on current and former owners and operators of sites and on persons who disposed of or arranged for the disposal of hazardous substances found at such sites (the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"));
- govern the generation, treatment, storage and disposal of solid waste and hazardous waste (the Resource Conservation and Recovery Act of 1976, as amended ("RCRA"));
- restrict the emission of air pollutants from many sources, including mining and processing activities (the Clean Air Act of 1970, as amended (the "Clean Air Act"));
- require federal agencies to integrate environmental considerations into their decision-making processes by evaluating the environmental impacts of their proposed actions, including the issuance of permits to mining facilities and assessing alternatives to these actions (the National Environmental Policy Act of 1970, as amended ("NEPA"));

- regulate the use of federal public lands to prevent undue and unnecessary degradation of the public lands (the Federal Land Policy and Management Act of 1976, as amended (the “FLPMA”));
- restrict and control the discharge of pollutants and dredged and fill materials into waters of the United States (the Clean Water Act of 1972, as amended (the “Clean Water Act”)); and
- regulate the drilling of subsurface injection wells (the Safe Drinking Water Act of 1974, as amended (the “Safe Drinking Water Act”) and the Underground Injection Control Program promulgated thereunder).

We cannot predict at this time what changes, if any, to federal laws or regulations may be adopted or imposed by the current governmental administration. At the state level, mining operations in Nevada are regulated by the Nevada Department of Conservation and Natural Resources, Division of Environmental Protection, which has the authority to implement and enforce many of the federal regulatory programs described above as well as state environmental laws and regulations. Compliance with these and other federal and state laws and regulations could result in delays in obtaining, or failure to obtain, government permits and approvals, delays in beginning or expanding operations, limitations on production levels, incurring additional costs for investigation or cleanup of hazardous substances, payment of fines, penalties or remediation costs for non-compliance, and post-mining closure, reclamation and bonding.

It is our policy to conduct business in a way that safeguards our employees, public health and the environment. We believe that our operations are, and will be, conducted in material compliance with applicable laws and regulations. However, our past and future activities in the United States may cause us to be subject to liability under such laws and regulations. For information about the risks to our business related to environmental regulation, see the following risk factors in *Item 1A. Risk Factors – Industry Related Risks*:

- The Company relies upon numerous governmental permits that are difficult to obtain, and the Company may not be able to obtain or renew all of the required permits, or such permits may not be timely obtained or renewed;
- Environmental regulations could require the Company to make significant expenditures or expose the Company to potential liability;
- Failure to comply with environmental regulations could result in penalties and costs; and
- Compliance with current and future government regulations may cause the Company to incur significant costs.

During the year ended December 31, 2022, the Company received a notice of non-compliance from the closure branch of the Nevada Division of Environmental Protection (“NDEP”) Bureau of Mining Regulation and Reclamation regarding a historical reclamation matter. As such, the Company has accelerated certain reclamation activities in order to regain compliance. During 2023 and 2022, there were no known material environmental incidents. We did not incur material capital expenditures for environmental control facilities during 2023 and 2022, and we do not expect to incur any material expenditures in 2024 for such environmental control facilities.

Reclamation

We are required to mitigate long-term environmental impacts by amending, backfilling, stabilizing, contouring, re-sloping, and re-vegetating various portions of a site after mining and mineral processing are completed, mitigating potential impacts to surface water and groundwater resources. These reclamation efforts will be conducted in accordance with detailed plans, which must be reviewed and approved by the appropriate regulatory agencies. Our reclamation obligations at the Hycroft Mine are secured by surface management surety bonds that meet the financial assurance requirements of the State of Nevada and the Bureau of Land Management (“BLM”). Our most recent reclamation cost estimate was approved by the BLM and the State of Nevada in July 2020. As of December 31, 2023, our surface management surety bonds totaled $58.7 million, of which $58.3 million secures the financial assurance requirements for the Hycroft Mine, and $0.4 million secures the financial assurance requirements for the adjacent water supply well field and exploration within the project boundary. The Company began performing reclamation activities on its Crofoot leach pad beginning in 2023 and expects to continue the Crofoot reclamation activities in 2024. The Company also expects to treat and manage solutions in certain ponds beginning in 2024 and continuing through 2026. No additional material reclamation expenditures are expected to be incurred until after mining and mineral processing are completed. If we incur additional long-term environmental impacts from future mining activities, we will likely have additional reclamation obligations, as well as additional financial assurance requirements. For our existing obligations, as well as any future obligations we may incur, we may choose to engage in reclamation activities before mining and mineral processing are completed, but these expenses are not anticipated to be material to the overall reclamation obligation. When we perform reclamation work in the future, the work will be planned to conform to our mining operations and will be required to be documented when completed under our governing permits with the government regulatory agencies. The reclamation obligation would be adjusted accordingly as allowed under current regulations, and the financial assurance requirements would be adjusted to account for the completed reclamation work. If we are required to comply with material unanticipated financial assurance requirements in the future, our financial position could be adversely affected, or our posted financial assurance may be insufficient. For financial information about our estimated future reclamation costs, see *Note 8 – Asset Retirement Obligation* to the Notes to the Consolidated Financial Statements.

Mine Safety and Health Administration Regulations

Safety and health are core values, which is why we have mandatory mine safety and health programs that include employee and contractor training, risk management, workplace inspection, emergency response, accident investigation, and program auditing. We consider these programs to be essential at all levels within Hycroft to ensure that our employees, contractors, and visitors only operate in a safe and healthy workplace.

Our operations and exploration properties are subject to regulation by the Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977, as amended (the "Mine Act"). Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as amended (the "Dodd-Frank Act"), issuers are required to disclose specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities in periodic reports. MSHA inspects our mines on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act. The number of citations and orders charged against mining operations in the U.S., and the dollar penalties assessed for such citations, have generally increased in recent years. The Dodd-Frank Act requires us to provide certain mine safety disclosure, which we have done in *Part I – Item 4. Mine Safety Disclosure* s of this 2023 Form 10-K.

Property Interests and Mining Claims

Our exploration and development activities are conducted in the State of Nevada. Mineral interests in Nevada may be owned by the United States, the State of Nevada, or private parties. Where prospective mineral properties are held by the United States, mineral rights may be acquired through the location of unpatented mineral claims upon unappropriated federal land. Where prospective mineral properties are owned by the State of Nevada or private parties, some type of property acquisition agreement or access agreement is necessary in order for us to explore or develop such property. Mining claims are subject to the same risk of defective title that is common to all real property interests. Additionally, mining claims are self-initiated and self-maintained and, therefore, possess some unique vulnerabilities not associated with other types of property interests. It is impossible to ascertain the validity of unpatented mining claims solely from an examination of the public real estate records and, therefore, it can be difficult or impossible to confirm that all of the requisite steps have been followed for location and maintenance of a claim. For general information about our mineral properties and mining claims, see *Item 2. Properties*. For information about the risks to our business related to our property interests and mining claims, see the following risk factors in Item *1A. Risk Factors – Industry Related Risks*:

- There are uncertainties as to title matters in the mining industry. Any defects in such title could cause the Company to lose its rights in mineral properties and jeopardize our business operations; and
- Legislation has been proposed periodically that could, if enacted, significantly affect the cost of mine development on the Company's unpatented mining claims.

Technical Report Summaries ("TRS") and Qualified Persons

The scientific and technical information concerning our mineral projects in the 2023 Form 10-K have been reviewed and approved by third-party "qualified persons" under the Modernization Rules, including Ausenco Engineering South USA, Inc. ("Ausenco"), Independent Mining Consultants, Inc, ("IMC"), and WestLand Engineering & Environmental Services, Inc. ("WestLand"). For a description of the key assumptions, parameters and methods used to estimate mineral resources included in the 2023 Form 10-K, as well as data verification procedures and a general discussion of the extent to which the estimates may be affected by any known environmental, permitting, legal, title, taxation, sociopolitical, marketing or other relevant factors, please review the 2023 Hycroft TRS incorporated by reference herein.

Available Information

The Company is a remote first company and does not maintain a corporate headquarters. Our mailing address is PO Box 3030 Winnemucca, Nevada 89446. Our telephone number is (775) 304-0260. Our website is www.hycroftmining.com. We encourage investors to use our website to find information about us. We promptly make available on this website, free of charge, the reports that we file or furnish with the SEC, as well as corporate governance information (including our Code of Business Conduct & Ethics and our Code of Conduct and Ethics for Senior Financial Officers). The SEC maintains a website at www.sec.gov that contains annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and other information regarding Hycroft and other issuers that file electronically with the SEC. In addition, paper copies of these documents will be furnished to any stockholder, upon request, free of charge.

ITEM 1A. RISK FACTORS

You should carefully review and consider the following risk factors and the other information contained in this 2023 Form 10-K. Investing in the Company's common stock or warrants is speculative and involves a high degree of risk due to the nature of the business and the present stage of exploration and advancement of the Company's mineral properties. The Company may face additional risks and uncertainties that are not presently known, or that are currently deemed immaterial, which may also impair the Company's business or financial condition. If any of those risks actually occur, the business, financial condition, and results of operations would suffer. The risks discussed below also include forward-looking statements, and actual results may differ substantially from those discussed in these forward-looking statements. See also Cautionary Statement Regarding Forward-Looking Statements in this 2023 Form 10-K. The following discussion should be read in conjunction with the Financial Statements and Notes.

Summary of Risk Factors:

The following list provides a summary of risk factors discussed in further detail below:

Risks related to changes in the Company's operations at the Hycroft Mine, including:

- Risks associated with cessation of mining operations at the Hycroft Mine;
- Uncertainties concerning estimates of mineral resources;
- Risks relating to a lack of a completed pre-feasibility or feasibility study; and
- Risks related to the Company's ability to finance and establish commercially feasible mining operations.

Industry-related risks, including:

- Fluctuations in the prices of gold and silver;
- Intense competition within the mining industry for mineral properties, employees, contractors and consultants;
- The commercial success of, and risks relating to, the Company's exploration and development activities;
- Uncertainties and risks related to reliance on contractors and consultants;
- Availability and cost of equipment, supplies, energy, or commodities;
- The inherently hazardous nature of mining activities, including safety and environmental risks;
- Potential effects of U.S. federal and state governmental regulations, including environmental regulation and permitting requirements;
- Uncertainties relating to obtaining, retaining or renewing approvals and permits from governmental regulatory authorities;
- Cost of compliance with current and future government regulations, including environmental regulations;
- Potential challenges to title in our mineral properties;
- Inadequate insurance to cover all risks associated with our business, or cover the replacement costs of our assets or may not be available for some risks;
- Risks associated with potential legislation in Nevada that could significantly increase the cost of mine development on the Company's unpatented mining claims;
- Risks associated with regulations and pending legislation involving climate change could result in increased costs, which could have a material adverse effect the Company's business;
- Changes to the climate and regulations regarding climate change; and
- Continued uncertainties relating to the COVID-19 pandemic or other pandemics.

Business-related risks, including:

- Risks related to the Company's ability to raise capital on favorable terms or at all;
- The loss of key personnel or the Company's failure to attract and retain personnel;
- Risks related to the Company's substantial indebtedness, including operating and financial restrictions under existing indebtedness, cross-acceleration and the Company's ability to generate sufficient cash to service the indebtedness;
- The costs related to land reclamation requirements;

- Future litigation or similar legal proceedings could have a material adverse effect on the Company's business and results of operations;
- Risks related to information and operational technology systems, new technologies and security breaches; and
- Risks that principal stockholders will be able to exert significant influence over matters submitted to stockholders for approval.

Risks related to the Company's common stock and warrants, including:

- Volatility in the price of the Company's common stock and warrants;
- Risks relating to a potential dilution as a result of future equity offerings;
- Risks relating to a short "squeeze" resulting in sudden increases in demand for the Company's common stock;
- Risks relating to decreased liquidity of the Company's common stock as a result of the reverse stock split;
- Risks relating to information published by third parties about the Company that may not be reliable or accurate;
- Risks associated with interest rate changes;
- Volatility in the price of the Company's common stock could subject it to securities litigation;
- Risks associated with the Company's current plan not to pay dividends;
- Risks associated with future offerings of senior debt or equity securities;
- Risks related to a failure to comply with the Nasdaq Stock Market LLC ("Nasdaq") listing requirements and a potential delisting by Nasdaq;
- Risks warrants may expire worthless;
- Risks that certain warrants are being accounted for as a liability;
- Anti–takeover provisions could make a third-party acquisition of the Company difficult; and
- Risks related to limited access to the Company's financial information due to the fact the Company elected to take advantage of the disclosure requirement exemptions granted to smaller reporting companies.

Risks Related to Changes in the Hycroft Mine's Operations

The Company has mineral resources at the Hycroft Mine, but the mine may not be brought into production .

The Company is not currently conducting commercial mining operations at the Hycroft Mine. There is no certainty that the mineral resources estimated at the Hycroft Mine will be mined or, if mined, processed profitably. The Company has no specific plans and cannot currently predict when the Hycroft Mine may be back in production. The commercial viability of the Hycroft Mine is dependent on many factors, including metal prices, the availability of and ability to raise capital for development, government policy and regulation and environmental protection, which are beyond the Company's control. The Company may not generate commercial-scale revenues until the Hycroft Mine is back in production.

The figures for the Company's mineral resources are estimates based on interpretation and assumptions and the Hycroft Mine may yield less mineral production or less profit under actual conditions than is currently estimated.

Unless otherwise indicated, mineral resource figures in the Company's filings with the SEC, press releases, and other public statements made from time to time are based upon estimates made by the Company's personnel and independent geologists. These estimates are imprecise and depend upon geologic interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be inaccurate. There can be no assurance that mineral resources or other mineralization figures will be accurate or that this mineralization could be mined or processed profitably.

Because the Company has not completed a feasibility study or recommenced commercial production at the Hycroft Mine, mineral resource estimates may require adjustments or downward revisions based upon further exploration or advancement work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that recovery of minerals in small-scale tests will be duplicated in larger-scale tests under on-site conditions or in production scale.

Until mineral resources are mined and processed, the quantity of ore and grades must be considered as an estimate only. In addition, the quantity of mineral resources may vary depending on metal prices, which largely determine whether mineral resources are classified as ore (economic to mine) or waste (uneconomic to mine). Current mineral resource estimates were calculated using sales prices of $1,900 per ounce of gold price and $24.50 per ounce of silver. A material decline in the current price of gold or silver or material changes in processing methods or cost assumptions could require a reduction in mineral resource estimates. Any material reductions in estimates of mineral resources, or of the Company's ability to upgrade these mineral resources to mineral reserves and extract these mineral resources, could have a material adverse effect on the Company's prospects, and restrict its ability to successfully implement strategies for long-term growth. In addition, the Company cannot provide assurances that gold and silver recoveries experienced in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

The Company has not completed a feasibility study for the Hycroft Mine. There are no assurances future advancement activities by the Company, if any, will lead to a favorable feasibility study or profitable mining operations.

The Company completed and issued the 2023 Hycroft TRS, which replaced the 2022 Hycroft TRS. The 2023 Hycroft TRS provides an initial assessment of the mineral resource estimate and is not a feasibility study for the Hycroft Mine. Typically, a company will not make a production decision until it has completed a feasibility study.

There is no certainty that a feasibility study for the Hycroft Mine will be completed or, if completed, that it will result in sufficiently favorable estimates of the economic viability of the Hycroft Mine to justify a construction decision.

The Company may not be able to successfully establish mining operations or profitably produce precious metals.

The Company currently has no commercial mining operations or sustaining revenue from the exploration, development and care and maintenance operations currently conducted at the Hycroft Mine. Mineral exploration and advancement involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. The future advancement of the Hycroft Mine will require obtaining permits and financing and the construction and operation of the mine, processing plants, and related infrastructure. The Company's ability to establish mining operations or profitably produce precious metals from the Hycroft Mine will be affected by:

- timing and cost, which can be considerable, of the construction of additional mining and processing facilities;
- availability and costs of skilled labor and mining equipment;
- availability and cost of appropriate refining arrangements;
- necessity to obtain additional environmental and other governmental approvals and permits, and the timing of those approvals and permits;
- availability of funds to finance equipment purchases, construction, and advancement activities;
- management of an increased workforce and coordination of contractors;
- potential opposition from non-governmental organizations, environmental groups, or local groups, which may delay or prevent advancement activities; and
- potential increases in construction and operating costs due to changes in the cost of fuel, power, labor, supplies and foreign exchange rates.

It is common in new mining operations to experience unexpected problems and delays during advancement, construction, start-up commissioning, and transition to commercial operations. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that, if the Company decides to initiate construction or mining activities, that it will be able to successfully establish mining operations or profitably produce gold and silver at the Hycroft Mine.

Industry-Related Risks

The market prices of gold and silver are volatile. A decline in gold or silver prices could result in decreased revenues, decreased net income, increased losses, and decreased cash inflows which may negatively affect the business.

Gold and silver are commodities. Commodity prices fluctuate and are affected by many factors beyond the Company's control, including interest rates, expectations regarding inflation, speculation, currency values, central bank activities, governmental decisions regarding the disposal of precious metals stockpiles, global and regional demand and production, political and economic conditions and other factors. The prices of gold and silver, as quoted by The London Bullion Market Association on December 31, 2023 and December 31, 2022, were $2,062.40 and $1,813.75 per ounce for gold, respectively, and $23.79 and $23.945 per ounce for silver, respectively. The prices of gold and silver may decline in the future. A substantial or extended decline in gold or silver prices would adversely impact the Company's financial position. In addition, sustained lower gold or silver prices may materially adversely affect the Company's business, including:

- halting, delaying, modifying, or canceling plans for the mining of oxide, transitional, and sulfide ores or the development of new and existing projects;

- reducing existing mineral resources by removing ore from mineral resources that can no longer be economically processed at prevailing prices; and
- causing the Company to recognize an impairment to the carrying values of its long-lived assets.

The Company faces intense competition in the recruitment and retention of qualified employees and contractors.

The mining industry is intensely competitive for employees and contractors and includes several large established mining companies with substantial mining capabilities and with greater financial and technical resources than the Company's. The Company competes with other mining companies in the recruitment and retention of qualified managerial and technical employees as well as contractors. If unable to successfully attract and retain qualified employees and contractors, the Company's exploration and development programs and/or operations may be slowed or suspended, which may materially adversely impact the Company's financial condition and results of operations.

The Company cannot be certain that future exploration and development activities will be commercially successful.

Substantial expenditures are required to construct and operate the Hycroft Mine, including additional equipment and infrastructure that is typically seen in milling and processing operations to allow for extraction of gold and silver from the sulfide mineral resource, to further develop the Hycroft Mine to establish mineral reserves and identify new mineral resources through exploration drilling and analysis. In 2024, the Company expects to continue to advance its evaluation reflected in the 2023 Hycroft TRS. In conjunction with the 2023 Hycroft TRS, the Company intends to complete additional exploration drilling, focusing on higher grade opportunities, conducting trade-off studies using the results from the 2022-2023 drill program and variability test work program and conduct alternatives analyses. The Company cannot provide any assurance that an economic process can be developed for the sulfide mineral resource using POX or other similar sulfide extraction processes, that any mineral resources discovered will be in sufficient quantities and grades to justify commercial operations or that the funds required for development can be obtained on a timely or economic basis.

Several factors, including costs, actual mineralization, consistency and reliability of ore grades, and commodity and reagent quantities and prices, affect successful project development. The efficient operation of processing facilities, the existence of competent operational management, as well as the availability and reliability of appropriately skilled and experienced consultants also can affect successful project development. The Company can provide no assurance that the exploration, development and advancement of the Hycroft Mine sulfide processing operations will result in economically viable mining operations.

The Company's reliance on third-party contractors and consultants to conduct exploration and development projects exposes the Company to risks.

In connection with the exploration and development of the Hycroft Mine, the Company contracts and engages third-party contractors and consultants to assist with aspects of the project. As a result, the Company is subject to a number of risks, some of which are outside its control, including:

- negotiating agreements with contractors and consultants on acceptable terms;
- the inability to replace a contractor or consultant and their operating equipment in the event that either party terminates the agreement;
- reduced control over those aspects of exploration or development operations that are the responsibility of the contractor or consultant;
- failure of a contractor or consultant to perform under their agreement or disputes relative to their performance;
- interruption of exploration or development operations or increased costs in the event that a contractor or consultant ceases their business due to insolvency or other unforeseen events;
- failure of a contractor or consultant to comply with applicable legal and regulatory requirements, to the extent they are responsible for such compliance; and
- problems of a contractor or consultant with managing their workforce, labor unrest or other employment issues.

In addition, the Company may incur liability to third parties as a result of the actions of contractors or consultants. The occurrence of one or more of these risks could increase the Company's costs, interrupt or delay exploration or development activities or the ability to access its mineral resources, and materially adversely affect the Company's liquidity, results of operations and financial position.

A shortage of equipment and supplies and/or the time it takes such items to arrive at the Hycroft Mine could adversely affect the Company's ability to operate.

The Company is dependent on various supplies and equipment to engage in exploration and development activities. The shortage of supplies, equipment, and parts and/or the time it takes such items to arrive at the Hycroft Mine could have a material adverse effect on the Company's ability to explore and develop the Hycroft Mine. Such shortages could also result in increased costs and cause delays in exploration and development projects.

Mining, exploration, development and processing operations pose inherent risks and costs that may negatively impact the Company's business.

Mining, exploration, development and processing operations involve many hazards and uncertainties, including, among others:

- metallurgical or other processing problems;
- ground or slope failures;
- industrial accidents;
- unusual and unexpected rock formations or water conditions;
- environmental contamination or leakage;
- flooding and periodic interruptions due to inclement or hazardous weather conditions or other acts of nature;
- fires;
- seismic activity;
- supply and transportation interruptions;
- pandemics adversely affecting the availability of workforces and supplies;
- mechanical equipment failure and facility performance problems; and
- availability of skilled labor, critical materials, equipment, reagents, and consumable items.

These occurrences could result in damage to, or destruction of, the Company's properties or production facilities, personal injury or death, environmental damage, delays in future mining or processing, increased future production costs, long-lived asset impairments, monetary losses and legal liability, any of which could have a material adverse effect on future exploration and development plans, the Company's ability to raise additional capital, and/or the Company's financial condition, results of operations and liquidity.

Environmental regulations could require the Company to make significant expenditures or expose the Company to potential liability.

To the extent the Company becomes subject to environmental liabilities, the payment of such liabilities, or the costs that may be incurred, including costs to remedy environmental pollution, would reduce funds otherwise available to the Company and could have a material adverse effect on the Company's financial condition, results of operations, and liquidity. If unable to fully remedy an environmental violation or release of hazardous substances, the Company might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy or corrective action. The environmental standards that may ultimately be imposed at a mine site can vary and may impact the remediation costs. Actual remediation costs may exceed the financial accruals made for such remediation. Additionally, the timing of the remedial costs may be materially different from the current remediation plan. The potential exposure may be significant and could have a material adverse effect on the Company's financial condition and results of operations.

Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property or natural resources and injury to persons resulting from the environmental, health and safety impacts of the Company's past and current operations, which could lead to the imposition of substantial fines, remediation costs, penalties, injunctive relief and other civil and criminal sanctions. Substantial costs and liabilities, including those required to restore the environment after the closure of mines, are inherent in mining operations. The Company cannot provide any assurance that any such law, regulation, enforcement or private claim will not have a material negative effect on the Company's business, financial condition or results of operations.

The Company relies upon numerous governmental permits that are difficult to obtain, and the Company may not be able to obtain or renew all of the required permits, or such permits may not be timely obtained or renewed.

In the ordinary course of business, the Company is required to obtain and renew governmental permits for the current limited operations at the Hycroft Mine. Additional governmental permits are needed to accomplish the long-term plans to mine sulfide ores under plans yet to be developed. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving costly undertakings by the Company. The duration and success of efforts to obtain and renew permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the permitting authority and intervention by third parties in any required environmental review. The Company may be unable to obtain or renew necessary permits on a timely basis or at all, and the cost to obtain or renew permits may exceed the Company's estimates. Failure to comply with permit terms may result in injunctions, fines, suspension or revocation of permits and other penalties. The Company can provide no assurance that it has been, or will at all times be, in full compliance with all of the terms of its permits or that the Company has all required permits. The costs and delays associated with compliance with these permits and with the permitting process could alter all or a portion of any mine plan proposed in the future, delay or stop the Company from proceeding with the development of the Hycroft Mine or increase the costs of development or production, any or all of which may materially adversely affect the Company's business, prospects, results of operations, financial condition and liquidity.

Failure to comply with environmental regulations could result in penalties and costs.

While the Company is not conducting active mining operations at the Hycroft Mine, the facilities and prior operations have been and are, and the Company's future development plans may continue to be, subject to extensive federal and state environmental regulation, including those enacted under the following laws:

- CERCLA;
- RCRA;
- Clean Air Act;
- NEPA;
- Clean Water Act;
- Safe Drinking Water Act;
- FLPMA; and
- Bald and Golden Eagle Protection Act of 1940, as amended.

Additional regulatory authorities may also have or have had jurisdiction over some of the Company's operations and mining projects including the Environmental Protection Agency, NDEP, the U.S. Fish and Wildlife Service, BLM, and the Nevada Department of Wildlife ("NDOW").

These environmental regulations require the Company to obtain various permits, approvals and licenses and also impose standards and controls relating to development and production activities. For instance, the Company is required to hold a Nevada Reclamation Permit with respect to the Hycroft Mine. This permit mandates concurrent and post-mining reclamation of mines and requires the posting of reclamation bonds sufficient to guarantee the cost of mine reclamation. Changes to the amount required to be posted for reclamation bonds could materially affect the Company's financial position, results of operations, cash flows and liquidity. Also, the U.S. Fish and Wildlife Service may designate critical habitat and suitable habitat areas it believes are necessary for the survival of a threatened or endangered species. A critical habitat or suitable habitat designation could result in further material land-use restrictions and may materially delay or prohibit land access for development. For example, the Company had to obtain certain permits associated with mining in the area of an eagle habitat. Failure to obtain such required permits or failure to comply with federal and state regulations could also result in delays in beginning or expanding exploration, future operations, incurring additional costs for investigation or cleanup of hazardous substances, payment of penalties for non-compliance or discharge of pollutants, and post-mining closure, reclamation, and bonding, all of which could have a material adverse impact on the Company's financial performance, results of operations, and liquidity.

Compliance with current and future government regulations may cause the Company to incur significant costs.

Mining operations are subject to extensive federal and state legislation governing matters such as mine safety, occupational health, labor standards, prospecting, exploration, production, exports, toxic and hazardous substances, explosives, management of natural resources, land use, water use, air emissions, waste disposal, environmental review, and taxes. While the Company has ceased mining operations at the Hycroft Mine, continued compliance with these regulations and other legislation relating to regulation obligations concerning the Hycroft Mine and its future exploration and development could require significant financial outlays to comply with these laws. The enactment of new legislation or more stringent enforcement of current legislation may also increase these costs, which could materially and negatively affect the Company's financial position, results of operations, and liquidity. The Company can provide no assurances that it will be able to adapt to these regulatory developments on a timely or cost-effective basis. Violations of these laws, regulations, and other regulatory requirements could lead to substantial fines, penalties or other sanctions, including possible shutdown of future operations.

There are uncertainties as to title matters in the mining industry. Any defects in such title could cause the Company to lose its rights in mineral properties and jeopardize the business.

The Hycroft Mine consists of private mineral rights, leases covering private lands, patented mining claims, and unpatented mining claims. Areas of the Hycroft Mine are unpatented mining claims located on lands administered by the BLM Nevada State office to which the Company has only possessory title. Because title to unpatented mining claims is subject to inherent uncertainties, it is difficult to determine conclusively ownership of such claims. These uncertainties relate to such things as sufficiency of mineral discovery, proper location and posting and marking of boundaries, and possible conflicts with other claims not determinable from descriptions of record. The Company believes a substantial portion of all mineral exploration, development and mining in the United States now occurs on unpatented mining claims, and this uncertainty is inherent in the mining industry.

The present status of the Company's unpatented mining claims located on public lands allows the Company the right to mine and remove valuable minerals, such as precious and base metals, from the claims conditioned upon applicable environmental reviews and permitting programs. The Company is generally allowed to use the surface of the land solely for purposes related to mining and processing the mineral-bearing ores. However, legal ownership of the land remains with the United States. The Company remains at risk of the mining claims being forfeited either to the United States or to rival private claimants due to failure to comply with statutory requirements. Before 1994, a mining claim locator who was able to prove the discovery of valuable, locatable minerals on a mining claim and to meet all other applicable federal and state requirements and procedures pertaining to the location and maintenance of federal unpatented mining claims had the right to prosecute a patent application to secure fee title to the mining claim from the Federal government. However, the right to pursue a patent has been subject to a moratorium since October 1994 through federal legislation restricting the BLM from accepting any new mineral patent applications. If the Company does not obtain fee title to its unpatented mining claims, the Company cannot assure that it will be able to obtain compensation in connection with the forfeiture of such claims.

There may be challenges to title to the mineral properties in which the Company holds a material interest. If there are title defects concerning any properties, the Company may be required to compensate other persons or reduce its interest in the affected property. Also, in any such case, the investigation and resolution of title issues would divert management's time from ongoing business operations.

The Company's insurance may not cover all of the risks associated with the business.

The mining industry is subject to risks and hazards, including, but not limited to, environmental hazards, industrial accidents, the encountering of unusual or unexpected geological formations, slide-ins, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in damage to, or destruction of, mineral properties, equipment or facilities, personal injury or death, environmental damage, long-lived asset impairments, monetary losses, and possible legal liability. Insurance fully covering many of these risks is not generally available to the Company and if it is, the Company may elect not to obtain it because of the high premium costs or commercial impracticality. Any liabilities incurred for these risks and hazards could be significant and could materially and adversely affect the Company's results of operations, cash flows, and financial condition.

Legislation has been proposed periodically that could, if enacted, significantly affect the cost of mine development on the Company's unpatented mining claims.

Members of the U.S. Congress have periodically introduced bills that would supplant or alter the provisions of the Mining Law of 1872. Such bills have proposed, among other things, to either eliminate or greatly limit the right to a mineral patent and to impose a federal royalty on production from unpatented mining claims. Such proposed legislation could change the cost of holding unpatented mining claims and could significantly impact the Company's ability to develop mineralized material on unpatented mining claims. A majority of the Company's mining claims at the Hycroft Mine are unpatented claims. Although the Company is unable to predict what legislated royalties might be, the enactment of these proposed bills could adversely affect the potential for development of the Company's unpatented mining claims and the economics of any future mine operations on federal unpatented mining claims. Passage of such legislation could materially adversely affect the Company's financial performance and results of operations.

Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on the Company's business.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change could materially increase the Company's costs, and the costs of its suppliers, for further exploration and development of the Hycroft Mine, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact the Company's ability to compete with companies situated in areas not subject to such regulations. Given the political significance and uncertainty around the impact of climate change and how it should be dealt with, the Company cannot predict how legislation and regulation will affect its financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness, and any adverse publicity in the global marketplace about potential impacts on climate change by the Company or other companies in the mining industry could cause reputational harm.

Climate change could have an adverse impact on the Company's cost of operations.

The potential physical impacts of climate change on the Company's development activities or future operations are highly uncertain and would be particular to the areas in which the Company operates. These climate changes may include changes in rainfall and storm patterns and intensities, water shortages, and changing temperatures. These changes in climate could materially adversely affect mining operations, including by affecting the moisture levels and pH of ore on leach pads, could materially and adversely affect the cost to construct and operate the Hycroft Mine, and materially and adversely affect the Company's financial performance and operations.

The ongoing effects of the coronavirus pandemic or other pandemics may adversely impact our business and financial condition.

The effects of the COVID-19 pandemic have largely abated. However, the remaining ongoing effects are uncertain. The pandemic could begin worsening again in the U.S. and elsewhere, creating renewed uncertainty. The worsening of the COVID-19 pandemic could continue to, and possible future similar epidemics or other possible pandemics could also, materially and negatively impact the Company's business, including without limitation, employee health, workforce productivity, insurance premiums, ability to travel, the availability of industry experts and personnel, restrictions or delays to current and future drill and work programs and/or the timing to process drilling and other metallurgical testing, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on its business, financial condition and results of operations. Additionally, the Company's financial condition and results could be adversely and materially impacted due to pandemic closures or restrictions requested or mandated by governmental authorities, disruption to supply chains, and credit losses when vendors or counterparties fail to satisfy their obligations to the Company.

Business-Related Risks

The Company will need to raise additional capital, but such capital may not be available on favorable terms or at all.

The exploration and development of the Hycroft Mine for mining and processing mineral resources will require significant investment. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development, or production at the Hycroft Mine. The covenants in the Sprott Credit Agreement could significantly limit the Company's ability to secure new or additional credit facilities, increase the cost of borrowing, and make it difficult or impossible to raise additional capital on favorable terms or at all.

The Company's primary future cash requirements for 2024 will be to fund working capital needs, capital and project expenditures, satisfying debt service required under the Sprott Credit Agreement, and other corporate expenses so the Company can continue to develop the Hycroft Mine by conducting targeted exploration drilling and completing the necessary technical studies to determine the likely timeline to bring the sulfide mineral resources into commercial-scale operation. As of December 31, 2023, the Company had unrestricted cash of $106.2 million. Stockholders are cautioned that expectations regarding the Company's liquidity and capital resources are based on a number of assumptions that are believed to be reasonable but could prove to be incorrect. For example, the Company's expectations are based on assumptions regarding commodity prices, anticipated costs and other factors that are subject to risks, many of which are beyond the Company's control. If the Company's assumptions prove to be incorrect, it may require additional financing sooner than expected to continue to operate the business, which may not be available on favorable terms or at all and which could have a material adverse effect on the Company's results of operations, financial condition, and liquidity.

If the Company loses key personnel or cannot attract and retain additional personnel, the Company may be unable to explore and develop the business.

The Company's development in the future will be highly dependent on the efforts of key management employees, specifically Diane Garrett, its President and Chief Executive Officer; Stanton Rideout, its Executive Vice President and Chief Financial Officer; and other key employees the Company may hire in the future. The Company will need to recruit and retain other qualified managerial and technical employees to build and maintain its operations. If the Company is unable to successfully recruit and retain such persons, the Company's exploration, development and growth plans could be significantly curtailed.

The Sprott Credit Agreement imposes significant operating and financial restrictions that may limit the Company's ability to operate its business.

The Sprott Credit Agreement imposes significant operating and financial restrictions on the Company and its restricted subsidiaries. These restrictions limit the Company's ability and the ability of restricted subsidiaries to, among other things, as applicable:

- incur additional debt;
- pay dividends or make other restricted payments, including certain investments;
- create or permit certain liens;
- sell assets;
- engage in certain transactions with affiliates; and
- consolidate or merge with or into other companies, or transfer all or substantially all of the Company's assets or the assets of its restricted subsidiaries.

These restrictions could limit the Company's ability to finance future operations or capital needs, make acquisitions or pursue available business opportunities.

In addition, the Sprott Credit Agreement requires the Company to comply with a number of customary covenants, as well as cross acceleration defaults. The customary covenants include:

- delivery of monthly, quarterly and annual consolidated financial statements, and semi-annual budgets or projections;
- maintaining required insurance;
- compliance with laws (including environmental);
- compliance with Employee Retirement Income Security Act of 1974, as amended ("ERISA");
- maintenance of ownership of 100% of the Hycroft Mine;
- restrictions on consolidations, mergers or sales of assets;
- limitations on liens;
- limitations on issuance of certain equity interests;
- limitations on issuance of additional indebtedness;
- limitations on transactions with affiliates; and
- other customary covenants.

The Company has received several waivers to date from covenant obligations under the Sprott Credit Agreement. The Company can make no assurances that it will satisfy these covenants or that its lenders will continue to waive any future failure to do so. A breach of any of the covenants under the Sprott Credit Agreement could result in a default. See *Note 9 – Debt, Net* to the Notes to the Financial Statements for further information. If a default occurs under the Sprott Credit Agreement and/or the Royalty Agreement among the Company, Hycroft Resources and Development, LLC, a wholly owned subsidiary of the Company, and Sprott Private Resource Lending II (Co) Inc. (the "Sprott Royalty Agreement"), the lenders could elect to declare the debt, together with accrued interest and other fees, to be immediately due and payable and proceed against the collateral securing that debt, which, in the case of the Sprott Credit Agreement and the Sprott Royalty Agreement, constitutes all or substantially all of the Company's assets.

The Company's substantial indebtedness could adversely affect its financial condition.

As of December 31, 2023, the Company had substantial outstanding indebtedness under the Sprott Credit Agreement and the Subordinated Notes. Subject to the limits and terms contained in the Sprott Credit Agreement, if the Company is unable to incur additional debt or grant additional security interests from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes, then the risks related to the Company's high level of debt could intensify. This high level of debt and royalty payment obligations could:

- make it more difficult for the Company to satisfy obligations with respect to its outstanding debt;
- require a substantial portion of the Company's cash flows to be dedicated to debt service and/or royalty payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- limit the Company's ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;

- increase vulnerability to commodity price volatility, including increases in prices of commodities the Company purchases and decreases in prices of gold and silver that the Company sells, each as part of operations, general adverse economic and industry conditions;
- limit flexibility in planning for and reacting to changes in the industry in which the Company competes;
- place the Company at a disadvantage compared to other, less leveraged competitors; and
- increase the Company's cost of borrowing.

Any of the above-listed factors could have an adverse effect on the Company's business, financial condition and results of operations, the Company's ability to meet payment obligations under the debt, and the price of the Company's common stock. The Sprott Credit Agreement contains restrictive covenants that limit the Company's ability to engage in activities that may be in the Company's long-term best interests. Failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of nearly all of the Company's debt.

If the Company defaults on its obligations to pay any of its indebtedness or otherwise defaults under the agreements governing the indebtedness, lenders could accelerate such debt and the Company may be subject to restrictions on the payment of other debt obligations or cause a cross-acceleration.

Any default under the agreements governing the Company's indebtedness that is not waived by the required lenders or holders of such indebtedness, and the remedies sought by the holders of such indebtedness, could prevent the Company from paying principal, premium, if any, and interest on other debt instruments. If unable to generate sufficient cash flow or otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on indebtedness and royalty payment obligations, or if otherwise fail to comply with the various covenants in any agreement governing the indebtedness, the Company would be in default under the terms of the agreements governing such indebtedness and other indebtedness under the cross-default and cross-acceleration provisions of such agreements. In the event of such default:

- the lenders or holders of such indebtedness could elect to terminate any commitments thereunder, declare all the funds borrowed thereunder due and payable and, if not promptly paid, in the case of the Company's secured debt, institute foreclosure proceedings against company assets; and
- even if the lenders or holders do not declare a default, they may be able to cause all of the Company's available cash to be used to repay indebtedness owed to them.

As a result of such default and any actions the lenders may take in response thereto, the Company could be forced into bankruptcy or liquidation.

The Company may not have sufficient cash or may not be able to generate sufficient cash to service outstanding indebtedness and may be forced to take other actions to satisfy indebtedness obligations, which may not be successful.

The Company's ability to make scheduled payments on its debt, including pursuant to the Sprott Credit Agreement and Subordinated Notes, and royalty obligations or refinance debt obligations (if necessary) depends on its financial condition, which is subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond the Company's control, including the market prices of gold and silver. The Company may be unable to maintain a level of cash flow sufficient to permit it to pay the principal, premium, if any, and interest on the Company's indebtedness and royalty obligations.

If cash flows and capital resources are insufficient to fund the Company's debt service obligations and royalty obligations, it could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets, seek additional debt or equity capital or restructure or refinance indebtedness. The Company may be unable to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow the Company to meet its scheduled debt service obligations. The Sprott Credit Agreement restricts the Company's ability to dispose of assets and use the proceeds from those dispositions and may also restrict the ability to raise debt to be used to repay other indebtedness when it becomes due. The Company may be unable to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service and royalty payment obligations then due.

The Company's inability to generate sufficient cash flows to satisfy its debt and royalty obligations, or to refinance indebtedness on commercially reasonable terms or at all, would materially and adversely affect the Company's financial position and results of operations and the ability to satisfy its obligations.

If the Company cannot make scheduled payments on its debt, it will be in default and the lenders under the Sprott Credit Agreement and the Sprott Royalty Agreement could foreclose against the assets securing its borrowings and the Company could be forced into bankruptcy or liquidation.

Land reclamation requirements for the Hycroft Mine may be burdensome and expensive and may include requirements that the Company provide financial assurance supporting those requirements.

Land reclamation requirements are generally imposed on companies with mining operations to minimize the long-term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents, treat ground and surface water to drinking water standards, and reasonably re-establish pre-disturbance landforms and vegetation.

To carry out reclamation obligations imposed on the Company in connection with its activities at the Hycroft Mine, the Company must allocate financial resources that might otherwise be spent on further exploration and development programs. The Company has established a provision for its reclamation obligations on the Hycroft Mine, as appropriate, but this provision may be inadequate. If required to carry out unanticipated reclamation work, the Company's financial position could be adversely affected.

The Company is also required by U.S. federal and state laws and regulations to provide financial assurance sufficient to allow a third party to implement approved reclamation plans for the Hycroft Mine if the Company is unable to do so. Third party financial assurances may not be available to the Company or the Company may elect not to obtain it because of the high costs, associated collateral requirements may be too expensive, or it may be commercially impractical, which could materially adversely affect the Company's financial position.

Future litigation or similar legal proceedings could have a material adverse effect on the Company's business and results of operations.

Lawsuits and other administrative or legal proceedings may arise in the course of the Company's operations. The Company may also face heightened regulatory or other public scrutiny as a result of going public via a transaction with a special purpose acquisition company ("SPAC"). These sorts of lawsuits or proceedings can involve substantial costs, including the costs associated with investigation, litigation and possible settlement, judgment, penalty or fines. In addition, lawsuits and other legal proceedings may be time-consuming and may require a commitment of management and personnel resources that will be diverted from the Company's normal business operations. Although the Company generally maintains insurance to mitigate certain costs, there can be no assurance that costs associated with lawsuits or other legal proceedings will not exceed the limits of the Company's insurance policies. Moreover, the Company may be unable to continue to maintain its existing insurance policies at a reasonable cost, if at all, or to secure additional coverage, which may result in costs associated with lawsuits and other legal proceedings being uninsured. The Company's business, financial condition, and results of operations could be adversely affected if a judgment, penalty or fine is not fully covered by insurance.

The Company is dependent upon information and operational technology systems and new technologies that are subject to disruption, damage, failure, and risks associated with implementation and integration.

The Company is dependent upon information technology systems to conduct its operations. The information technology systems are subject to disruption, damage or failure from a variety of sources, including, without limitation, computer viruses, security breaches, cyberattacks, natural disasters and defects in design. Cybersecurity incidents are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, extortion to prevent or the unauthorized release of confidential or otherwise protected information and the corruption of data. Given the unpredictability of the timing, nature and scope of information technology disruptions, the Company could potentially be subject to operational downtimes, operational delays, extortion, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on the Company's cash flows, financial condition or results of operations.

The Company could also be adversely affected by system or network disruptions if new or upgraded information technology systems are defective, not installed properly or not properly integrated into its operations. System modification failures could have a material adverse effect on the Company's operations, financial position and results of operations and could, if not successfully implemented, adversely impact the effectiveness of the Company's internal controls over financial reporting.

The two largest stockholders of the Company can exert significant influence over matters submitted to stockholders for approval, which could delay or prevent a change in corporate control or result in the entrenchment of management or the Board of Directors, possibly conflicting with the interests of the Company's other stockholders.

As of March 13, 2024, 2176423 Ontario Limited, an entity affiliated with Eric Sprott, and American Multi-Cinema, Inc. ("AMC") owned approximately 9% and 11%, respectively, of the Company's outstanding voting securities and each has the right to acquire 23,408,240 additional shares, respectively, of common stock upon the exercise of warrants held by them. In addition, AMC has the right to receive an additional 61,189 shares of common stock upon vesting of restricted stock units granted to AMC for its Board of Directors representative. Because of their significant stockholdings, each of Mr. Sprott and

AMC could exert significant influence in determining the outcome of corporate actions requiring stockholder approval and otherwise influence the business. This influence could have the effect of delaying or preventing a change in control of the Company or entrenching management or the Board of Directors, which could conflict with the interests of other stockholders and, consequently, could adversely affect the market price of the Company's common stock.

Risks related to the Company's Common Stock and Warrants

The market prices and trading volume of shares of the Company's common stock have experienced, and may continue to experience, extreme volatility, which could cause purchasers of the Company's common stock to incur substantial losses.

The market prices and trading volume of shares of the Company's common stock have experienced, and may continue to experience, extreme volatility, which could cause purchasers to incur substantial losses. For example, during 2023, the market price of the Company's common stock fluctuated from an intra-day low of $1.63 per share on November 15, 2023 to an intra-day high of $7.18 on January 13, 2023, and the last recorded sales price of the Company's common stock on Nasdaq on March 13, 2024 was $2.32 per share.

- The Company believes the historical volatility may reflect market and trading dynamics unrelated to the Company's underlying business, or macro or industry fundamentals, and it is unknown how long these dynamics will last. Under the circumstances, investing in the Company's common stock may cause stockholders to incur the risk of losing all or a substantial portion of their investment.
- Extreme fluctuations in the market price of the Company's common stock have been accompanied by reports of strong and atypical retail investor interest, including on social media and online forums. The market volatility and trading patterns the Company has experienced create several risks for stockholders, including the following:
    - the market price of the Company's common stock has experienced and may experience in the future rapid and substantial increases or decreases unrelated to the Company's financial performance or prospects or macro or industry fundamentals, and substantial increases may be significantly inconsistent with the risks and uncertainties the Company continues to face;
    - factors in the public trading market for the Company's common stock include the sentiment of retail investors (including as may be expressed on financial trading and other social media sites and online forums), the direct access by retail investors to broadly available trading platforms, the amount and status of short interest in the Company's securities, access to margin debt, trading in options and other derivatives on the Company's common stock and any related hedging and other trading factors;
    - the Company's market capitalization, as implied by various trading prices, has at times reflected valuations that diverge significantly from those seen prior to recent volatility, and to the extent these valuations reflect trading dynamics unrelated to the Company's financial performance or prospects, purchasers of its common stock could incur substantial losses if there are declines in market prices driven by a return to earlier valuations; and
    - to the extent volatility in the Company's common stock is caused, as has widely been reported, by a "short squeeze" in which coordinated trading activity causes a spike in the market price of the Company's common stock as traders with a short position make market purchases to avoid or to mitigate potential losses, stockholders purchase at inflated prices unrelated to the Company's financial performance or prospects, and may thereafter suffer substantial losses as prices decline once the level of short-covering purchases has abated.

The market price of the Company's shares of common stock and publicly traded warrants may fluctuate widely.

The trading price of the Company's common stock and warrants listed for trading may fluctuate substantially and may be lower than their current prices. The market prices and trading volume of shares of the Company's common stock have experienced, and may experience in the future, extreme volatility, which could cause purchasers of the Company's common stock to incur substantial losses. The Company may continue to incur rapid and substantial increases or decreases in its stock price in the foreseeable future that may not coincide in timing with the disclosure of news or developments by or affecting the Company. Accordingly, the market price of shares of the Company's common stock may fluctuate dramatically, and may decline rapidly, regardless of any developments in the Company's business. Overall, there are various factors, many of which are beyond the Company's control, that could negatively affect the market price of the Company's common stock or result in fluctuations in the price or trading volume of the Company's common stock, including:

- publication of research reports by analysts or others about the Company or the precious metals market, which may be unfavorable, inaccurate, inconsistent or not disseminated on a regular basis;

- changes in market interest rates that may cause purchasers of shares of the Company's common stock to demand a different yield;
- changes in market valuations of similar companies;
- market reaction to any additional equity, debt or other securities that the Company may issue in the future, and which may or may not dilute the holdings of existing stockholders;
- actual or anticipated variations in the Company's annual or quarterly results of operations;
- additions or departures of key personnel or Board of Directors members;
- actions by institutional or significant stockholders;
- short interest in the Company's stock and the market response to such short interest;
- the dramatic increase in the number of individual holders of the Company's stock and their participation in social media platforms targeted at speculative investing;
- speculation in the press or investment community about the Company or industry;
- strategic actions by the Company or its competitors, such as acquisitions or other investments;
- the ongoing impacts and developments relating to the COVID-19 pandemic;
- legislative, administrative, regulatory or other actions affecting the Company or industry;
- investigations, proceedings, or litigation that involve or affect the Company; and
- general market, economic and political conditions, such reductions in precious metals prices, increases in fuel and other commodity prices used in business operations, currency fluctuations, and acts of war or terrorism.

In addition, in the past, following periods of volatility in the overall market and the market prices of particular companies' securities, securities class action litigations have often been instituted against these companies. Litigation of this type, if instituted against the Company, could result in substantial costs and a diversion of management's attention and resources. Any adverse determination in any such litigation or any amounts paid to settle any such actual or threatened litigation could require the Company to make significant payments.

You may experience dilution as a result of future equity offerings.

On March 14, 2022, the Company entered into definitive agreements to issue 46,816,480 units in a private placement with select investors (the "Private Placement Offering"), with each unit consisting of one-tenth share of the Company's common stock (on a post 1-for-10 reverse stock split basis) and one warrant to purchase one-tenth share of common stock. In addition, the Company conducted an "at-the-market" registered public offering in which it sold 8,955,358 additional shares of common stock (on a post 1-for-10 reverse stock split basis). The private placement and the "at-the-market" registered public offering substantially increased the number of issued and outstanding shares of common stock. In the future, the Company may issue additional shares of common stock to raise cash to bolster the Company's liquidity, to pay indebtedness, for working capital, to finance strategic initiatives and future acquisitions or for other purposes. The Company may also issue securities convertible into, or exchangeable for, or that represent the right to receive, shares of common stock. The Company may also acquire interests in other companies or other assets by using a combination of cash and shares of common stock or using only shares of common stock. The Company may sell shares or other securities in any other offering at a price per share that is less than the prices per share paid by stockholders, and stockholders purchasing shares or other securities in the future could have rights superior to existing stockholders. The price per share at which the Company sells additional shares of common stock, or securities convertible into, exercisable or exchangeable for shares of common stock, in future transactions may be higher or lower than the prices per share paid by stockholders. Additional equity offerings may dilute the holdings of existing stockholders or reduce the market price of the Company's common stock, or both. Any of these events may dilute the ownership interests of current stockholders, reduce earnings per share or have an adverse effect on the price of shares of the Company's common stock. Further, sales of substantial amounts of the Company's common stock, or the perception that these sales could occur, could have a material adverse effect on the price of the Company's common stock.

A "short squeeze" due to a sudden increase in demand for shares of the Company's common stock that largely exceeds supply and/or focused investor trading in anticipation of a potential short squeeze have led to, may be currently leading to, and could again lead to, extreme price volatility in shares of the Company's common stock.

Stockholders may purchase shares of the Company's common stock to hedge existing exposure or to speculate on the price of the Company's common stock. Speculation on the price of the Company's common stock may involve long and short exposures. To the extent aggregate short exposure exceeds the number of shares of common stock available for purchase on the open market, stockholders with short exposure may have to pay a premium to repurchase shares of the Company's common stock for delivery to lenders of the Company's common stock. Those repurchases may, in turn, dramatically increase the price of shares of the Company's common stock until additional shares are available for trading or borrowing. This is often referred to as a "short squeeze." A short squeeze and/or focused investor trading in anticipation of a short squeeze have led to, and could again lead to volatile price movements in shares of the Company's common stock that may be unrelated or disproportionate to the Company's financial performance or prospects and, once stockholders purchase the shares of the Company's common stock necessary to cover their short positions, or if investors no longer believe a short squeeze is viable, the price of the Company's common stock may rapidly decline. Stockholders that purchase shares of the Company's common stock during a short squeeze may lose a significant portion of their investment. The Company cautions stockholders against investing in the Company's common stock, unless stockholders are prepared to incur the risk of losing all or a substantial portion of their investment.

Information available in public media that is published by third parties, including blogs, articles, online forums, message boards and social and other media may include statements not attributable to the Company and may not be reliable or accurate.

The Company has received, and may in the future receive, a high degree of media coverage that is published or otherwise disseminated by third parties, including blogs, articles, online forums, message boards and social and other media. This includes coverage that is not attributable to statements made by the Company's directors, officers or employees. Investors should read carefully, evaluate and rely only on the information contained in documents filed by the Company with the SEC in determining whether to purchase shares of the Company's common stock. Information provided by third parties may not be reliable or accurate and could materially impact the trading price of the Company's common stock which could cause stockholders to incur losses on their investments.

Increases in market interest rates may cause potential investors to seek higher returns and therefore, may reduce demand for the Company's common stock, which could result in a decline in the Company's stock price.

One of the factors that may influence the price of the Company's common stock is the return on the Company's common stock (i.e., the amount of distributions as a percentage of the price of the Company's common stock) relative to market interest rates. An increase in market interest rates may lead prospective purchasers of the Company's common stock to expect a return, which the Company may be unable or choose not to provide. Further, higher interest rates would likely increase the Company's borrowing costs and potentially decrease the cash available. Thus, higher market interest rates could cause the market price of the Company's common stock to decline.

Volatility in the price of the Company's common stock may subject the Company to securities litigation.

As discussed above, historically, the market for the Company's common stock has been characterized by significant price volatility when compared to seasoned issuers, and the Company expects that its share price will continue to be more volatile than that of a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

The Company does not anticipate paying common stock dividends in the foreseeable future.

The Company currently plans to invest all available funds and future cash flows, if any, in the exploration and development and growth of its business. The Company has never paid dividends on its common stock and currently has no plans to do so. The Company's debt agreements contain provisions that restrict its ability to pay dividends. As a result, a rise in the market price of the Company's common stock, which is uncertain and unpredictable, is the only source of potential gain for the foreseeable future and stockholders should not rely on an investment in the Company's common stock for dividend income.

Future offerings of debt, which would be senior to the Company's common stock upon liquidation, and/or preferred equity securities, which may be senior to its common stock for purposes of distributions or upon liquidation, could adversely affect the market price of its common stock.

In the future, the Company may attempt to increase capital resources by making additional offerings of debt or preferred equity securities, including convertible or non-convertible senior or subordinated notes, convertible or non-convertible preferred stock, medium-term notes and trust preferred securities. Upon liquidation, holders of the Company's debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of available assets prior to the holders of common stock. In addition, any preferred stock the Company may issue could have a preference on liquidating distributions or a preference on distribution payments that could limit the Company's ability to make a distribution to the holders of its common stock. Since the Company's decision to issue securities in any future offering will depend on market conditions and other factors beyond its control, the Company cannot predict or estimate the amount, timing, or nature of future offerings. Thus, stockholders bear the risk of future offerings reducing the market price of the Company's common stock.

There is no guarantee that the Company's outstanding warrants will ever be in the money, and they may expire worthless .

The Company's outstanding warrants have a strike price that is higher than the last recorded sale price of the Company's common stock on Nasdaq on March 13, 2024. Specifically, the Company has 33,937,583 warrants outstanding that expire on May 29, 2025 that entitle holders to purchase one-tenth share of the Company's common stock at an exercise price of $11.50, 9,583,334 warrants outstanding that expire on October 6, 2025 that entitle holders to purchase one-tenth share of the Company's common stock at an exercise price of $10.50 per share and 46,816,480 warrants outstanding that expire on March 15, 2027 that entitle holders to purchase one-tenth share of the Company's common stock at an exercise price of $1.068 per share.

Certain of the Company's warrants are being accounted for as a warrant liability and are recorded at fair value with changes in fair value each period reported in earnings, which could increase the volatility in the Company's net income (loss) and may have an adverse effect on the market price of the Company's common stock.

In addition to other securities, warrants to purchase shares of the Company's common stock were issued in a private placement to the SPAC sponsor and underwriter (the "5-Year Private Warrants") in the aggregate amount of 7,740,000 shares of common stock at an exercise price of $11.50 per share on May 29, 2020, and concurrently with the closing of the Recapitalization Transaction, as part of a forward purchase unit offering, the Company issued an additional 2,500,000 5-Year Private Warrants to the SPAC sponsor at an exercise price of $11.50 per share.

The Company determined that the 5-Year Private Warrants are a liability required to be marked-to-market with the non-cash fair value adjustments recorded in earnings at each reporting period. Changes in the trading price of the Company's common stock and the fair value of the 5-Year Private Warrants could result in significant volatility in the warrant liability and net income (loss) in the Company's Consolidated Statements of Operations. Once the 5-Year Private Warrants are sold to a third-party, they are classified as public warrants and are no longer marked-to-market.

Anti-takeover provisions contained in the Company's charter and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

The Company's charter contains provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. The Company is also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control. Together, these provisions may make it more difficult to remove management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for the Company's securities. These provisions include:

- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the right of the Company's Board of Directors to appoint a director to fill a vacancy created by the expansion of the Board of Directors or the resignation, death or removal of a director in certain circumstances, which prevents stockholders from being able to fill vacancies on the Company's Board of Directors;
- a prohibition on stockholders calling a special meeting and the requirement that a meeting of stockholders may only be called by members of the Company's Board of Directors, which may delay the ability of stockholders to force consideration of a proposal or to take action, including the removal of directors;
- the ability of the Company's Board of Directors to determine whether to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- limiting the liability of, and providing indemnification to, the directors and officers; and
- advance notice procedures that stockholders must comply with in order to nominate candidates to the Company's Board of Directors or to propose matters to be acted upon at a meeting of stockholders, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of the Company.

The Company is a "smaller reporting company," and the applicable reduced disclosure requirements may make the Company's common stock less attractive to stockholders.

The Company is a "smaller reporting company," and will remain a smaller reporting company until the fiscal year following the determination that the Company's voting and non-voting common stock held by non-affiliates is $250 million or more measured on the last business day of the second fiscal quarter, or the Company's annual revenues are $100 million or more during the most recently completed fiscal year and the voting and non-voting common stock held by non-affiliates is $700 million or more measured on the last business day of the second fiscal quarter. Smaller reporting companies are able to provide simplified executive compensation disclosure and have certain other reduced disclosure obligations, including, among other things, being required to provide only two years of audited consolidated financial statements. The Company's stockholders may find the Company's common stock less attractive as a result of the Company's status as a "smaller reporting company" and the Company's reliance on the reduced disclosure requirements afforded to these companies.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

Our comprehensive risk management strategy for the assessment, identification and management of material risks stemming from cybersecurity threats involves a systematic evaluation of potential threats, vulnerabilities, and their potential impacts on our organization's operations, data, and systems.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program and shares common methodologies, reporting channels, and governance processes that apply across the enterprise risk management program, including legal, compliance, strategic, operational, and financial risk areas.

The cybersecurity risk management program includes:

- Risk assessments designed to help identify material cybersecurity risks to our critical systems, information, and broader enterprise IT environment;
- A team principally responsible for managing (i) cybersecurity risk assessment processes, (ii) security controls, and (iii) response to cybersecurity incidents;
- The use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of security controls;
- Cybersecurity awareness training for users and senior management, including through the use of third-party providers for regular mandatory training;
- A cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and,
- A risk management process for third-party service providers, suppliers and vendors, including a rigorous vetting process and ongoing monitoring mechanisms designed to ensure compliance with cybersecurity standards.

As of the date of this Annual Report on Form 10-K, the Company is not aware of any cybersecurity incidents, that have had a materially adverse effect on our operations, business, results of operations, or financial condition.

Governance

Our Board of Directors considers cybersecurity risk as part of its risk oversight function. It has delegated oversight of cybersecurity and other information technology risks to the Audit Committee (the "Committee"). The Committee oversees the implementation of the cybersecurity risk management program.

The Committee receives periodic reports from management on potential cybersecurity risks and threats and receives presentations on cybersecurity topics from Hycroft's Information Systems Manager. The Committee reports to the full Board of Directors regarding its activities, including those related to cybersecurity. The full Board of Directors also receives briefings from management on the cybersecurity risk management program as needed.

Management is responsible for assessing and managing our material risks from cybersecurity threats. Management has primary responsibility for our overall cybersecurity risk management program and supervises both the internal cybersecurity personnel and external cybersecurity consultants. Hycroft's Information Systems Manager has many years of experience leading cybersecurity oversight and has extensive experience with information technology, including security, auditing, compliance, systems, and programming.

The management team supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel, threat intelligence and other information obtained from governmental, public or private sources, including external consultants; and alerts and reports produced by security tools deployed in the IT environment. Our cybersecurity incident response plan governs our assessment and response upon the occurrence of a material cybersecurity incident, including the process for informing senior management and our Board of Directors.

ITEM 2. PROPERTIES

The Company's sole property is the Hycroft Mine. The Hycroft Mine is an existing gold and silver operation located 54 miles northwest of Winnemucca in Humboldt County and Pershing County, Nevada. The Hycroft Mine is accessible via Nevada State Route 49 (Jungo Road), an all-weather, unpaved road that is maintained by Humboldt County and the Company. A major east–west railway runs immediately adjacent to the property.

The Hycroft Mine straddles Townships 34, 35, 35½, and 36 North and Ranges 28, 29, and 30 East, Mount Diablo Base and Meridian ("MDB&M"), with an approximate latitude 40°52' north and longitude 118°41' west. The mine is situated on the western flank of the Kamma Mountains on the eastern edge of the Black Rock Desert.

The Hycroft Mine consists of 30 private parcels with patented claims that comprise approximately 1,787 acres, and 3,247 unpatented mining claims that encompass approximately 62,298 acres. The combined patented and unpatented claims comprise approximately 64,000 acres. On May 15, 2023, the Company expanded its holdings by acquiring a 50% undivided interest in three additional mining claims, totaling approximately 60 acres.

Existing facilities on-site include two administration buildings, a mobile maintenance shop, a light vehicle maintenance shop, a warehouse, three Heap Leach Pads (Crofoot, North, and Brimstone), primary, secondary, and tertiary crushing systems, two Merrill-Crowe process plants, and a refinery. Slopes on the historic Crofoot Heap Leach Pad are being re-graded in accordance with the reclamation plan approved by the BLM. It is considered that the other existing components of the mine property may be utilized for future development. The Hycroft Mine operates under permit authorizations from the BLM, NDEP, NDOW, Nevada Department of Water Resources (“NDWR”), and County agencies.

Hycroft Technical Report Summary

On March 28, 2023, the Company, along with its third-party consultants, completed and filed the 2023 Hycroft TRS prepared in accordance with the Modernization Rules. The 2023 Hycroft TRS provides an initial assessment of the mineral resource estimate utilizing a milling and POX process for sulfide and transition mineralization and heap leaching process for oxide mineralization. As a result of additional information, including historical assay certificates and drilling results obtained during 2022 and included in the 2023 Hycroft TRS, the 2023 Hycroft TRS supersedes and replaces the 2022 Hycroft TRS. Accordingly, the 2022 Hycroft TRS should no longer be relied upon. In addition, see the sections entitled “*Cautionary Note to U.S. Investors Regarding Mineral Resources,*” “*Cautionary Note Regarding Forward-Looking Statements,*” and “*Risk Factors*” when reviewing the information set forth in this Section.

The information that follows relating to the Hycroft Mine is derived, for the most part, from, and in some instances is an extract from, the 2023 Hycroft TRS. Portions of the following information are based on assumptions, qualifications and procedures that are not fully described herein. Reference should be made to the full text of the 2023 Hycroft TRS, incorporated herein by reference as Exhibit 96.1 to this 2023 Form 10-K and made a part hereof.

During 2022 and 2023, the Company, together with its consultants, continued to advance the metallurgical processes to treat the Hycroft sulfide mineral resource. The focus of ongoing work has included further development of the comminution circuit with crushing and grinding studies, flotation variability studies, benchtop pressure oxidation studies, carbon-in-leach studies, thickener dewatering studies, preparation for a benchtop roaster study, and tailings compaction study. The purpose of these studies is to generate higher gold and silver recoveries in sulfide-bearing ores and identify potential alternative products for additional revenue streams that will optimize the mineral economics of the deposit.

Upon furnishing the 2023 Hycroft TRS, the Hycroft Mine had measured and indicated mineral resources of 10.6 million ounces of gold and 360.7 million ounces of silver and inferred mineral resources of 3.4 million ounces of gold and 96.1 million ounces of silver, which are contained in oxide, transitional, and sulfide ores.

Overview and Highlights

The 2023 Hycroft TRS summarizes the results of an initial assessment and supports the disclosure of mineral resources at the Hycroft Mine utilizing a milling and POX process for sulfide and transition mineralization and heap leaching process for oxide mineralization. The work has been prepared at the request of the Company and completed by third-party consultants including Ausenco, IMC, and WestLand. Employees of IMC and Ausenco who have worked on and approved this mineral resource estimate are Qualified Persons as defined under the Modernization Rules.

After evaluating the information obtained, and carefully considering the numerous and significant opportunities developed during the assessment process that warrant follow-up analysis and work, coupled with the highly inflationary environment for equipment and cost inputs, the Company filed the 2023 Hycroft TRS. The 2023 Hycroft TRS supersedes all previous technical studies. The Company will continue to build on the work to date and investigate opportunities identified through progressing the technical and data analyses leading up to the 2023 Hycroft TRS and will provide an updated technical report at an appropriate time.

The mineral resource is based upon information provided by the Company, which has been checked and validated wherever possible by IMC. The calculations and interpretations presented here are the work of IMC, which takes responsibility for the published mineral resource.

Hycroft Mine

For a detailed discussion of the Hycroft Mine’s operating and production data, see *Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Hycroft Mine*.

The Hycroft Mine and related facilities are located approximately 54 miles northwest of Winnemucca, Nevada. Winnemucca, a city with a population of approximately 8,431 (2020 Census data), is a commercial community on Interstate 80, 164 miles northeast of Reno. The mine property straddles Townships 34, 35, 35½ and 36 North and Ranges 28, 29 and 30 East (MDB&M) with an approximate latitude 40°52' north and longitude 118°41' west.

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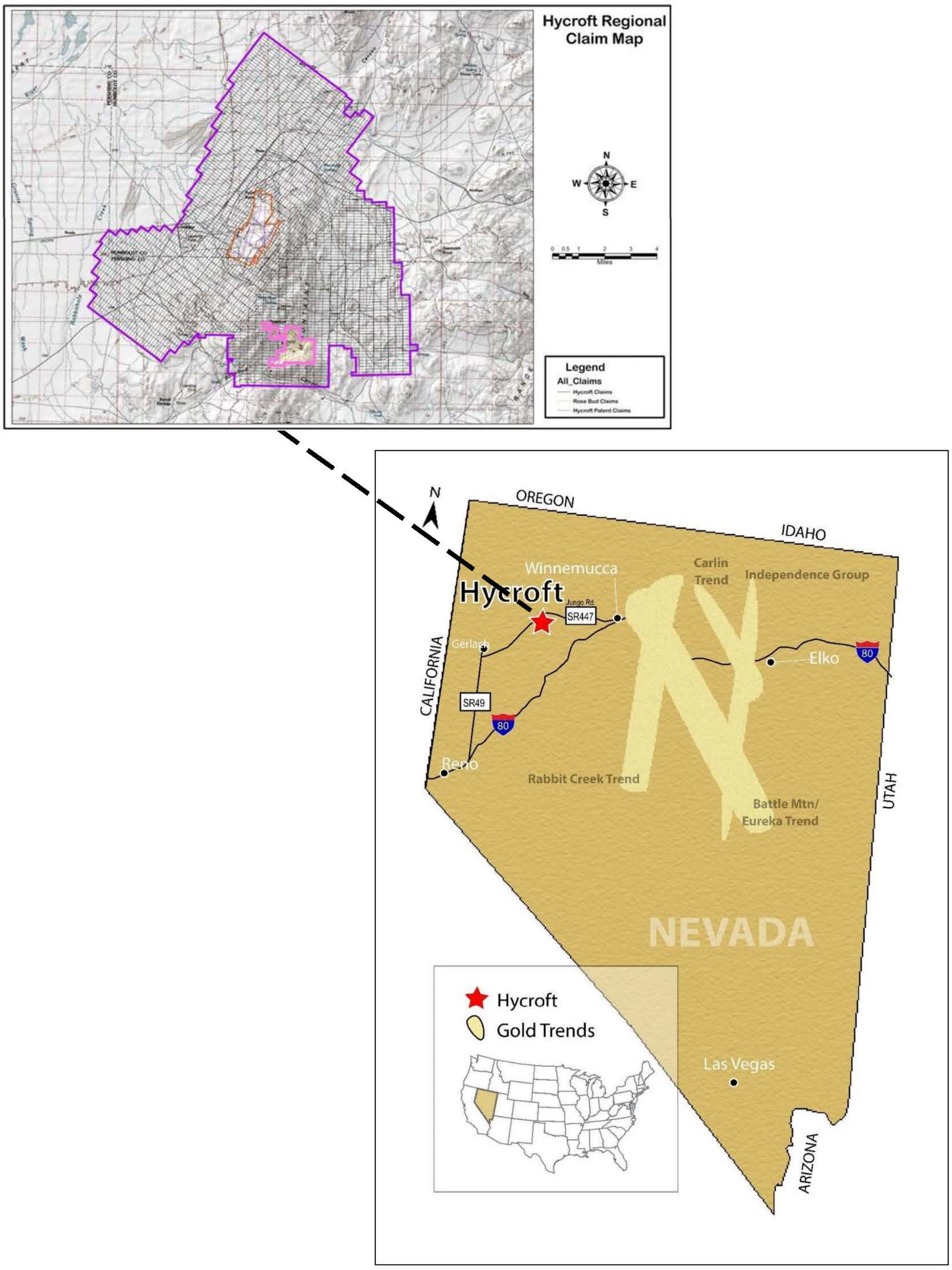
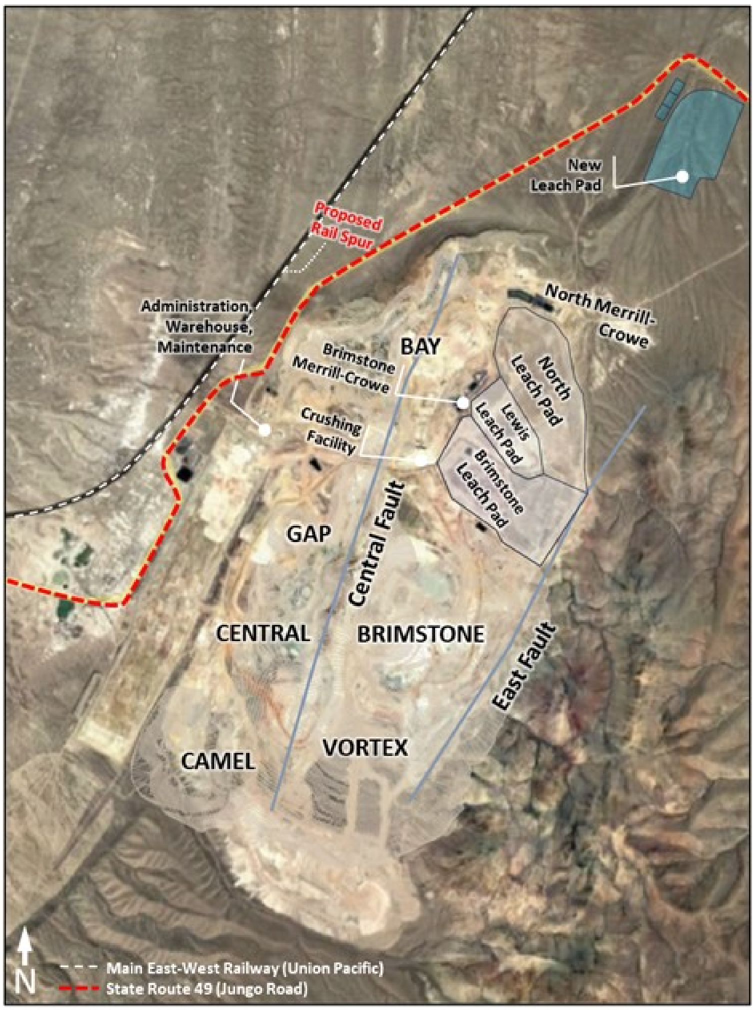
The following shows the location of our property.



Additionally, the following map shows the current property and facilities layout.



The town is served by a transcontinental railroad and has a municipal airport. Access to the Hycroft Mine from Winnemucca is by Jungo Road, formerly designated as State Route 49, a good-quality, unpaved road, and a short access road to the main entrance of the mine. Well-maintained mine and exploration roads provide access throughout the property. Access is also possible from Imlay, Gerlach and Lovelock by unpaved roads intersecting Interstate 80 and Nevada State Route 447. The majority of the Hycroft Mine's employees live in the Winnemucca area. The site receives electrical power provided by NV Energy from the northwestern Nevada power grid. Initial surveys indicate that the town of Winnemucca has the required infrastructure (shopping, emergency services, schools, etc.) to support the maximum workforce and dependents. The Hycroft Mine currently has water rights which are believed adequate to support potential future operations. The Hycroft Mine is situated on the eastern edge of the Black Rock Desert and on the western flank of the Kamma Mountains between Winnemucca and Gerlach, Nevada. There are no streams, rivers or major lakes in the general area. Elevations in the Hycroft Mine area range between 4,500 and 5,500 feet above sea level.

The climate of the region is arid, with precipitation averaging 7.7 inches per year. Average temperatures during the summer range from 50°F to 90°F and average winter temperatures range from 20°F to 40°F.

The Hycroft Mine consists of 30 private parcels with patented claims that comprise approximately 1,787 acres, and 3,247 unpatented lode and placer mining claims that encompass approximately 62,298 acres. The combined patented and unpatented claims comprise approximately 64,000 acres. The Hycroft Mine's patented claims occupy private lands, and its unpatented claims occupy public lands, administered by the BLM. These claims are governed by the laws and regulations of the U.S. federal government and the State of Nevada. To maintain the patented claims in good standing, we must pay the annual property tax payments to the county in which the claims are held. To maintain the unpatented claims in good standing, we must file a notice of intent to maintain the claims within the county and pay the annual mineral claim filing fees to the BLM. Such filing fees amounted to $0.6 million for the years ended December 31, 2023 and 2022. As long as we file the annual notice and pay the claim filing fees, there is no expiration date for our unpatented claims.

A portion of the Hycroft Mine is subject to a mining lease requiring us to pay a 4% net profit royalty to the owner of certain patented and unpatented mining claims, subject to a maximum of $7.6 million, of which $3.3 million has been satisfied, and $4.3 million remained outstanding at both December 31, 2023 and 2022. There is no expiration date on the net profit royalty.

The Hycroft Mine is also subject to the Sprott Royalty Agreement and which requires us to pay a perpetual royalty equal to 1.5% of the Net Smelter Returns, as such term is defined in such agreement, from the Hycroft Mine. There is no expiration and no limit on the amount that can be paid on the Sprott Royalty Agreement.

The Hycroft Mine was formerly known as the Crofoot-Lewis open pit mine, which was a small heap leaching operation that commenced in 1983. Vista Gold Corp., a corporation incorporated under the laws of the Yukon Territory ("Vista"), acquired the Crofoot-Lewis claims and mine in 1987 and 1988. During this first operating period, the mine produced over 1.0 million ounces of gold and 2.5 million ounces of silver. The mine production continued until it was placed on a care and maintenance program in December 1998 due to low gold prices. Hycroft Mining Corporation ("HMC") acquired the Hycroft Mine in 2007 pursuant to an arrangement agreement where Vista transferred its Nevada mining properties to HMC's predecessor. HMC restarted the Hycroft Mine in 2008 and suspended mining operations on July 8, 2015. During 2016, HMC was actively processing and producing gold from the ore within the heap leach pads. On January 1, 2017, Hycroft Mining Corporation ("HMC" or "Seller") went into a care and maintenance mode when it stopped adding lime to the leach pads and continued to operate in a care and maintenance mode throughout 2017 and 2018. Prior to restarting operations, production of gold and silver was a byproduct of HMC's maintenance activities on the Hycroft Mine. In December 2018 HMC began restart activities, including the rehabilitation of the crushing facility and construction of a new leach pad, with active mining operations beginning in the second quarter of 2019 with six haul trucks, two hydraulic shovels, and one wheel loader. Initial gold and silver production occurred in August 2019 and continued until active mining operations ceased at the Hycroft Mine in November 2021.

Existing facilities on site include two administration buildings, a mobile maintenance shop, a light vehicle maintenance shop, a warehouse, leach pads, primary, secondary, and tertiary crushing systems, two Merrill-Crowe process plants, and a refinery. Components for a second refinery are present on-site and will be assembled during the mining activities expansion. In the event of any missing components for the refinery's construction, they will be acquired and delivered to the site as part of the overall mining expansion. The crushing system was refurbished as part of the restart activities. All other facilities are operational except for the North Merrill-Crowe plant, which will be rehabilitated and brought online when required. The gross carrying value of *Property, plant, and equipment, net* associated with the Hycroft Mine as of December 31, 2023 and 2022, was $87.1 million and $86.6 million, respectively.

Geology and Mineralization

The Hycroft Mine is located on the western flank of the Kamma Mountains. The deposit is hosted in a volcanic eruptive breccia and conglomerates associated with the Tertiary Kamma Mountain volcanics. The volcanics are mainly acidic to intermediate tuffs, flows, and coarse volcanoclastic rocks. Fragments of these units dominate the clasts in the eruptive breccia. The Central Fault and East Fault control the distribution of mineralization. A post-mineral range-front fault separates the ore body from the adjacent Pleistocene Lahontan Lake sediments in the Black Rock Desert. The geological events have created a physical setting ideally suited to the open-pit, heap leach mining operation at the Hycroft Mine. The heap leach method is widely used in the southwestern United States and allows the economical treatment of oxidized low-grade ore deposits in large volumes. The Company is contemplating sulfide processes commonly used worldwide to treat refractory sulfide ores.

The deposit is typically broken into six major zones based on geology, mineralization, and alteration. These zones include Brimstone, Vortex, Central, Bay, Boneyard, and Camel. Breaks between the zones are major faults.

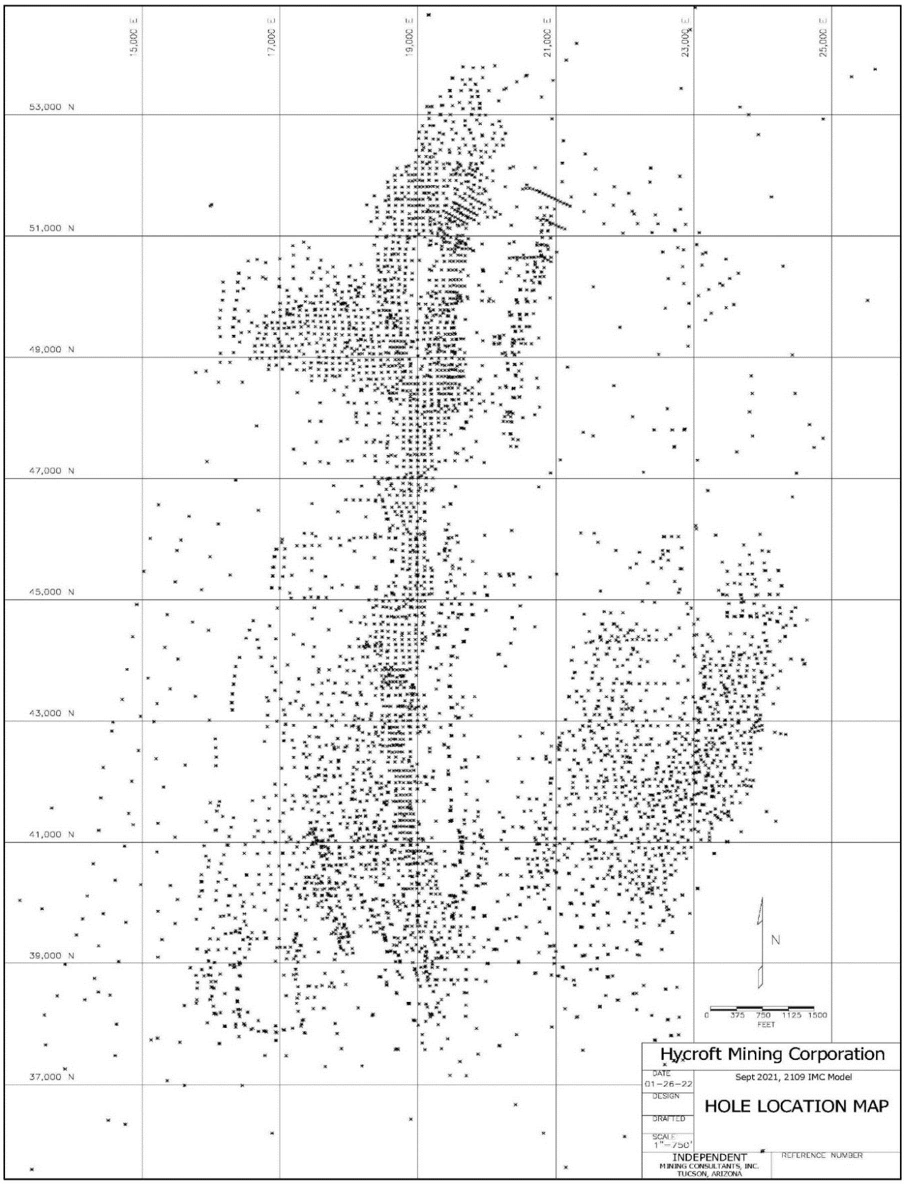
Mineralization at the Hycroft Mine has been deposited through multiple phases. An early silica sulfide flooding event deposited relatively low-grade gold and silver mineralization generally along bedding. This mineralization is crosscut by later, steeply dipping quartz alunite veins. Late-stage silver bearing veins are found in the Vortex zone and at depth in the Central area. Late to present supergene oxidation along faults has liberated precious metals from sulfide mineralization and further enriched gold and silver mineralization, along water table levels.

The known gold mineralization extends for a distance of three miles in a north-south direction by 1.5 miles in an east-west direction. Mineralization extends to a depth of less than 330 feet in the outcropping to near-outcropping portion of the deposit on the northwest side to over 2,500 feet in the Vortex deposit in the east.

Drilling

The Hycroft Mine mineral resource model includes data from 1981 to 2022 and includes 5,601 holes, representing 2,588,826 feet of drilling, of which 171 holes were added during 2021 and 2022. In the 2023 Hycroft TRS, there are 5,532 drill holes in the resource model area which includes holes drilled to define stockpiles.

Drill hole collar locations are shown in the figure below.



Consistent with HMC's suspension of mining operations and conducting only care and maintenance activities on the Hycroft Mine, during 2017 and through December 2018, only drilling to obtain ore for metallurgical testing purposes was conducted. In December 2018, HMC began confirmation drilling of certain sulfide ore stockpiles that we planned to mine.

Any expansion of the Hycroft Mine necessary to exploit any additional mineral resources that may be established through our exploration drilling program beyond the mineral resources in the 2023 Hycroft TRS, will require us to obtain all permits, approvals and consents of regulatory agencies responsible for the use and development of mines in Nevada.

Measured, Indicated and Inferred Mineral Resources

Our mineral resource estimates are calculated in accordance with the Modernization Rules. Measured, indicated and inferred mineral resources may not be comparable to similar information regarding mineral resources disclosed in accordance with the guidance of other countries. The estimates of mineral resources may be materially affected if mining, metallurgical, or infrastructure factors change from those currently anticipated at the Hycroft Mine. Estimates of inferred mineral resources have significant geological uncertainty and it should not be assumed that all or any part of an inferred mineral resource will be converted to the measured or indicated categories. Mineral resources that are not mineral reserves do not meet the threshold for reserve modifying factors, such as estimated economic viability, that would allow for conversion to mineral reserves. The Hycroft Mine contains a large precious metals deposit, based on measured and indicated mineral resource size. The mineral resource estimates were prepared by, and are the responsibility of, IMC, as set forth in the 2023 Hycroft TRS.

The following description of the Hycroft Mine's measured, indicated and inferred mineral resources does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the 2023 Hycroft TRS, incorporated by reference as Exhibit 96.1 to this 2023 Form 10-K.

Hycroft Mine – Summary of Gold and Silver Mineral Resources as of March 27, 2023

Classification	Cutoff Grade $ Net of Process	Approximate Cutoff, AuEq oz/ton	Ktons	Au oz/ton	Ag oz/ton	Sulfide Sulfur%	Au Contained Ounces (000)	Ag Contained Ounces (000)
Heap Leach Resource								
Measured	$0.01	0.002	94,162	0.008	0.17	2.14	753	15,725
Indicated	$0.01	0.002	59,751	0.007	0.13	1.78	436	7,529
Meas + Ind	$0.01	0.002	153,913	0.008	0.15	2.00	1,189	23,254
Inferred	$0.01	0.002	46,118	0.007	0.14	1.62	337	6,549
Flotation Mill + Concentrate by POX and Cyanide Leach Process								
Measured	$0.01	0.010	402,735	0.013	0.50	1.78	5,236	200,965
Indicated	$0.01	0.010	346,308	0.012	0.39	1.58	4,156	136,445
Meas + Ind	$0.01	0.010	749,043	0.013	0.45	1.69	9,391	337,410
Inferred	$0.01	0.010	249,494	0.012	0.36	1.52	3,019	89,568
Combined Mineral Resources Leach Plus Process Plant								
Measured	$0.01	0.002 - 0.010	496,897	0.012	0.44	1.85	5,989	216,690
Indicated	$0.01	0.002 - 0.010	406,059	0.011	0.35	1.61	4,592	143,947
Meas + Ind	$0.01	0.002 - 0.010	902,956	0.012	0.40	1.74	10,581	360,664
Inferred	$0.01	0.002 - 0.010	295,612	0.011	0.33	1.54	3,356	96,117
							Total material in the Pit (tons) =	**3.631 billion**

Notes:

- Cutoffs grades were determined by income – process cost = NPR = NSR – Process Opex. Cutoff grade is the minimum grade required for a mineral to be economically mined and processed to retrieve the metal for commercial sale. The cutoff grade for Hycroft is determined by assessing each mine block for gold and silver content and then applying a cost for extraction of these metals from that block by employing commercial mining practices and using the crushing, grinding, flotation, pressure oxidation and cyanide leaching circuit for oxidized flotation concentrate process to create a gold/silver doré bar. Process costs include the environmental practices for placing waste and tailing material in properly designed facilities that can be remediated in the future.

- Numbers in the table have been rounded to reflect the accuracy of the estimate and may not sum due to rounding.
- Mineral resources are contained within a computer-generated optimized pit. Total material in that pit is 3.631 billion tons.
- All units are imperial. Ktons refers to 1,000 short tons of 2,000 lbs. Gold and silver grades are in troy ounces/short ton.

Mineral resources were developed based on a conventional computer-based block model of the deposit and the application of open pit optimization software to determine the mineralization with reasonable expectation of economic extraction. Each block was evaluated to determine which process provides the best net return after operating cost. The two processes identified were:

- Run-of-Mine (“ROM”) cyanide heap leaching of oxide ore; and
- milling, flotation and acid pressure oxidation of sulfide and transitional ores followed by cyanide leach and processing in a Merrill-Crowe facility.

Other assumptions used to develop measured, indicated and inferred mineral resources were:

- assumed prices for gold of $1,900 per ounce and for silver of $24.50 per ounce;
- recoveries for gold and silver were estimated by process type:
  - milling, flotation and acid pressure oxidation was 76% overall of the fire assays for gold and 76% for fire assays for silver; and
  - ROM heap leaching was 75% for cyanide soluble gold and 12.2% for fire assay silver.
- base mining cost of $1.45 per ton with an additional incremental $0.016/ton applied to each bench below the 4660 level;
- variable ore processing costs based on geometallurgical domains and sulfur content; and
- general and administrative cost $0.44 per ton.

See Table 11-14 in Section 11 of the 2023 Hycroft TRS for a more detailed presentation of the economic parameters for mineral resource estimation.

Mineral resources are not mineral reserves and detailed economic considerations have not been applied. Modifying factors for mine and process design have not been applied.

Internal Controls and Material Assumptions

IMC developed and updated the block model for the 2023 Hycroft TRS. Below is the summary of the work and checks they used to develop the block model.

The Hycroft Mine resource model includes data from 1981 to 2022 and includes 5,601 holes, representing 2,588,826 feet of drilling. The drill hole collar locations are shown in the 2023 Hycroft TRS and later in this text. In the 2023 Hycroft TRS, there are 5,323 drill holes in the resource model area of which 188 have been drilled to define stockpiles or the Crofoot leach pad.

In addition to drilling activity, the Company has also conducted geophysical surveys, soil and rock chip sampling programs, field mapping, historical data compilation, and regional reconnaissance at the Hycroft Mine site. These efforts are designed to improve the understanding of the known mineralization, as well as provide data for further exploration of the greater property position.

A soil sampling grid was conducted over the Vortex and Brimstone areas historically (1,797 samples) and was extended approximately 5,200 feet north and 29,600 feet south of the mine in 2011-2012 (1,834 samples). The soil sampling program was conducted primarily along the East Fault exposure, which is a primary ore-controlling feature at Vortex and Brimstone. Soil samples are taken on an evenly spaced grid, and screened for coarse material and wind-blown material, resulting in a fraction between 2 mm and 180 µm being prepped for analysis. These samples are considered representative of local soil geochemistry and are used to guide the regional exploration effort.

Rock chip sampling has been conducted both historically in the active mine area, and on a regional basis (2008-present). A database of 2,416 samples has been compiled, covering the greater land position. Au values range from 0 to 0.372 ppm, while Ag values range from 0 to 71.8 ppm. Rock chip samples have been taken on most outcrops, with a focus on alteration and potential mineralization. These samples are used as a guide to exploration and are point samples only.

The land position has been surveyed with both gravity and induced polarity (“IP”) geophysical techniques by Hycroft. The current ground-based gravity survey covers approximately 130 square miles, centered on the mine site. Gravity indicates several structural features and density changes. Gravity has also defined the basin edge to the west, approximately four miles west of the Brimstone Pit.

Ground IP surveys were run over the mine site and Vortex in 2007 and extended outward in 2011 to cover approximately 24 square miles. The survey results focus on chargeability anomalies, that potentially identify sulfide material (> approximately 1.5%) at depth, and resistivity anomalies, that potentially identify silicification at depth.

In 2022, a hyperspectral imaging flyover of the Hycroft property was conducted by SpecTIR Advanced Hyperspectral Solutions. Both Longwave Infrared ("LWIR") and Shortwave Infrared ("SWIR") imaging were collected with the intent of helping identify key minerals on the surface to focus reconnaissance mapping and soils programs.

Field mapping was historically carried out in all active mine areas. Mapping focuses on structure, bedding, joints, lithology, and alteration. The near-mine data is incorporated into the three-dimensional geology model, while the regional work is focused on defining exploration targets for future drilling. A regional geology map covering the land position was compiled in 2012.

The drill hole database was assembled over many years by multiple companies using at least four different drill methods.

There are stockpiles and historical leach pads at the Hycroft Mine that are within the block model area. Many of those have been drilled after the original excavation of hard rock by sonic or rotary methods. The stockpile holes have been used to estimate the stockpile and leach pad areas, they have not been used to estimate in-situ rock. In total, the Hycroft Mine database contains 5,601 drill holes with 500,214 sample intervals. Within the area of the block model, there are 5,532 drill holes with 490,452 drill intervals amounting to 2,537,335 feet of drilling.

The block model was verified by several methods before being used to determine mineral resource, including:

- detailed Visual Checks of Drilling versus Block Estimates;
- swath Plots; and
- IMC Smear Check.

IMC completed visual checks on plan and section for all of the estimated variables in the model. In addition to IMC visual checks, the Hycroft engineering and geology team on site also reviewed the model and assisted IMC with identifying and correcting coding issues prior to finalizing the block model.

Swath plots are a practice now common among resource modelers to provide a visual indication if the block model follows the grade trends indicated by the supporting data and if there is any observable local bias in the block grade estimation.

Quality assurance and quality control methods utilized in the 2023 Hycroft TRS included the use of a test by IMC to understand the amount of grade smoothing within the block model and to confirm that the model grades are not high biased, referred to internally as the "smear check."

The procedure utilized by IMC was as follows:

- a range of cutoff grades were selected for the check process, generally bracketing the potential planning cutoff grades;
- for each cutoff grade being tested, the blocks above cutoff were identified;
- all composites contained within those blocks were identified;
- the average grade of the composites and blocks were tabulated; and
- the percentage of the contained composites less than cutoff were calculated.

Cautionary Note to U.S. Investors Regarding Mineral Resources. The mineral resource estimates included herein or incorporated by reference herein, including in the 2023 Hycroft TRS, have been prepared in accordance with the requirements of the Modernization Rules as set forth in subpart 1300 of Regulation S-K which became widely applicable on January 1, 2021. These disclosures differ in material respects from the prior requirements set forth in Industry Guide 7, including in that mineral resource information was not permitted and mineral resources have been calculated in accordance with the provision of subpart 1300 of Regulation S-K. These standards differ significantly from the disclosure requirements of Industry Guide 7 in that mineral resource information contained herein may not be comparable to similar information disclosed by U.S. companies that have not implemented the Modernization Rules promulgated by the SEC. Under SEC standards, mineralization, such are mineral resources, may not be classified as a "mineral reserve" unless the determination has been made that the mineralization could be economically and legally produce or extracted at the time of the reserve determination. The term "economically," as was used in the SEC's Industry Guide 7 definition of mineral reserves, means that profitable extraction or production has been established or analytically demonstrated in a feasibility study to be viable and justifiable under reasonable investment and market assumptions. The term "legally" as used in the SEC's Industry Guide 7 definition of mineral reserves, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, we must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a timeframe consistent with our current mine plans. The terms “Mineral Resource,” “Measured Mineral Resource,” “Indicated Mineral Resource,” and “Inferred Mineral Resource” are defined and used in accordance with the Modernization Rules. You are specifically cautioned not to assume that any part or all of the mineral deposits (including mineral resources) in these categories will ever be converted into mineral reserves, as defined by the SEC. You are further cautioned that, except for any portion of mineral resources, as applicable, classified as mineral reserves, mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of uncertainty as to their existence as to whether they can be economically or legally mined. Under the Modernization Rules, estimates of inferred mineral resources may not form the basis of an economic analysis. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will be upgraded to mineral reserves.

Technical Report Summaries and Qualified Persons

The scientific and technical information concerning the Hycroft Mine in this 2023 Form 10-K has been reviewed and approved by third-party “Qualified Persons” under the Modernization Rules, including Ausenco, IMC, and WestLand. For a description of the key assumptions, parameters and methods used to estimate mineral resources included in this 2023 Form 10-K, as well as data verification procedures and a general discussion of the extent to which the estimates may be affected by any known environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant factors, please review the 2023 Hycroft TRS.

ITEM 3. LEGAL PROCEEDINGS

From time to time, the Company may be involved in various legal actions related to our business, some of which are class action lawsuits. The Company does not believe, based on currently available information, that contingencies related to any pending or threatened legal matter will have a material adverse effect on the Company’s consolidated financial statements, although a contingency could be material to the Company’s results of operations or cash flows for a particular period depending on its results of operations and cash flows for such period. Regardless of the outcome, litigation can have a material adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.

Warrant Holder Litigation

The Company has been named as a defendant in four pro se actions that assert claims for breach of contract and declaratory judgment arising from or directly relating to Warrants purportedly held by the Pro Se Plaintiffs in the Delaware Chancery Court. In various forms, they allege that the Company or its predecessor entities breached the Warrant Agreement, dated October 22, 2015, and/or related Amendment Agreement, dated February 26, 2020. In sum, in all four actions, Plaintiffs allege, by or on behalf of “Warrant holders,” that the Company or its predecessor(s) breached these agreements by failing to make proper “Mechanical Adjustments” to the Warrants in accordance with terms of the Warrant Agreement upon the occurrence of certain business transactions and events, including the May 29, 2020, Business Combination. On January 10, 2024, in response to the Company’s motion to consolidate the four pro se actions, the Delaware Chancery Court ordered the parties to submit a proposed briefing schedule for the defendant’s preliminary motions to dismiss.

ITEM 4. MINE SAFETY DISCLOSURES

The Company believes “the miner is the most important thing to come out of a mine” and it supports that belief through its philosophy of “continuous improvement.” The Company’s mandated mine safety and health programs include employee and contractor training, risk management, workplace inspection, emergency response, accident investigation, and program auditing. These programs are a focus for the Company’s leadership and top management and are essential at all levels to ensure that its employees, contractors, and visitors operate safely. The Company’s goal for these programs is to have zero workplace injuries and occupational illnesses and it will focus on continuous improvement of its programs and practices to achieve this goal and is implementing programs and practices to align its safety culture with that goal.

During the year ended December 31, 2023, the Hycroft Mine reported no lost time accidents and achieved one million work hours without a lost time incident in the second quarter of 2023. The Hycroft Mine’s TRIFR for the trailing 12 months, which includes other reportable incidents, is one of the metrics we use to assess safety performance, and it is well below industry averages and significantly below pre-2021 historical levels observed at the Hycroft Mine. During the year ended December 31, 2023, the Company continued its critical focus on safety, including allocating additional personnel, resources, workforce time, and communications to mine safety. These actions contributed to maintaining a TRIFR of Nil (0.00) at

December 31, 2023 and December 31, 2022. The Company remains committed to adapting safety initiatives as necessary to ensure the well-being of our workforce, contractors, and visitors.

The operation of the Hycroft Mine is subject to regulation by MSHA under the Mine Act. MSHA inspects the Hycroft Mine on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act. Following passage of The Mine Improvement and New Emergency Response Act of 2006, MSHA significantly increased the numbers of citations and orders charged against mining operations. The dollar penalties assessed for citations issued have also increased in recent years.

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K is included in Exhibit 95.1 to this 2023 Form 10-K.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

The Company's common stock is publicly traded on the Nasdaq under the symbol "HYMC."

On November 14, 2023, the Company effectuated a reverse stock split with a ratio of 1-for-10. The reverse stock split was intended to increase the price per share of the Company's common stock to allow the Company to demonstrate compliance with the $1.00 minimum bid price requirement for continued listing on Nasdaq. See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* and Notes to the Financial Statements for further details.

On March 13, 2024, the last reported sale price of the Company's common stock on the Nasdaq was $2.3200. As of March 13, 2024, there were 21,005,192 **s**hares of the Company's common stock issued and outstanding, and there were 244 registered stockholders of record.

Dividend Policy

The Company has never paid dividends on its common stock and currently has no plans to do so. The Sprott Credit Agreement contains provisions that restrict the Company's ability to pay dividends. For additional information on these restrictions, see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt covenants* and *Note 9 – Debt, Net* to the Notes to the Financial Statements.

Issuer Purchases of Equity Securities

During the year ended December 31, 2023, the Company did not purchase any of its equity securities that are registered under Section 12(b) of the Exchange Act. The Sprott Credit Agreement contains provisions that restrict the Company's ability to repurchase or redeem capital stock.

Unregistered Sales of Equity Securities and Use of Proceeds

On July 28, 2022, the Company issued 171,467 shares of common stock (on a post 1-for-10 reverse stock split basis) to a financial advisor as consideration for entering into a settlement agreement. The number of shares of common stock issued was determined using the volume weighted average price on the Nasdaq for the 10 trading days preceding the effective date of the agreement. See *Note 15 – Stockholders' Equity* to the Notes to the Financial Statements for further details.

On November 28, 2022, the Company entered into a Note Purchase and Sale Agreement (the "Highbridge Agreement") with Highbridge MSF International Ltd. ("Highbridge") whereby the Company agreed to purchase and Highbridge agreed to sell, $11.1 million (including $0.2 million in accrued unpaid interest) of Subordinated Notes. The purchase of the Subordinated Notes was completed in two transactions: (i) cash consideration of $5.6 million; and (ii) the issuance of 50,000 shares of common stock with a grant date fair value of $0.4 million. In addition, the Company paid $0.1 million in legal fees related to the Highbridge Agreement. The purchase of the Subordinated Notes represented a discount of approximately 42% to the face value of the debt. *See Note 9 – Debt, Net* to the Notes to the Financial Statements for further details.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion provides information we believe is relevant to an assessment and understanding of our consolidated operating results and financial condition. The following discussion should be read in conjunction with our other reports filed with the SEC, as well as our Financial Statements and the Notes. Terms not defined herein have the same meaning defined elsewhere in this 2023 Form 10-K.

Introduction to the Company

We are a gold and silver exploration and development company that owns the Hycroft Mine in the prolific mining region of Northern Nevada. We are focused on exploring the Hycroft Mine's claims comprising approximately 64,085 acres and developing the Hycroft Mine in a safe, environmentally responsible, and cost-effective manner. We ceased mining activities in November 2021, and as of December 31, 2022, we completed processing of gold and silver ore previously placed on leach pads. We do not expect to generate *Revenues* from gold and silver sales until after developing the Hycroft Mine and recommencing mining operations.

Health and Safety

We believe that safety is a core value and we support that belief through our philosophy of safe work performance. Our mandatory mine safety and health programs include employee engagement and ownership of safety performance, accountability, employee and contractor training, risk management, workplace inspection, emergency response, accident investigation, and program auditing. This integrated approach is essential to ensure that our employees, contractors, and visitors operate safely.

During the year ended December 31, 2023, we reported no lost time accidents and achieved one million work hours without a lost time incident in the second quarter of 2023. The Hycroft Mine's TRIFR for the trailing 12 months, which includes other reportable incidents, is one of the metrics we use to assess safety performance, and it is well below industry averages and significantly below pre-2021 historical levels observed at the Hycroft Mine. During the year ended December 31, 2023, we continued our critical focus on safety, including allocating additional personnel, resources, workforce time, and communications to mine safety. These actions contributed to maintaining a TRIFR of Nil (0.00) at December 31, 2023 and December 31, 2022. We remain committed to adapting our safety initiatives as necessary to ensure the well-being of our workforce, contractors, and visitors.

Executive Summary

During the year ended December 31, 2023, we continued Phase 2 of the 2022-2023 exploration drill program, completed portions of the metallurgical and variability test work, and continued to analyze drill assay data and information received during Phase 1 and Phase 2 of the 2022-2023 exploration drill program involving reverse circulation ("RC") and core drilling that began in the third quarter of 2022. In March 2023, the Company completed the 2023 Hycroft TRS utilizing a conventional crushing, grinding, and flotation circuit that generates a concentrate to be fed to a POX autoclave facility commonly used for refractory gold ores.

Recent Developments

Project Update

2022-2023 Exploration Drill Program

In July 2022, the Company launched its 2022-2023 exploration drill program, which is the largest exploration program at the Hycroft Mine in nearly a decade. The 2022-2023 exploration drill program is comprised of RC and core drilling. The overall focus of the 2022-2023 exploration drill program is to improve the understanding of the higher-grade intercepts, determine the sequencing of mine planning, develop opportunities to mine higher-grade ore early in the mine plan in order to enhance the project's economics, and test exploration targets outside the currently known deposits. To date, results are generally higher grade than reflected in the current resource model. As part of Phase 2 drilling in 2023, approximately 11,000 meters of RC drilling were completed and approximately 4,000 meters of core drilling were completed on targets within the resource area focused on enhancing project economics and approximately 2,000 meters of core drilling were completed on high-priority exploration targets outside the resource area. Additional exploration work completed in advance of drilling outside of the resource area includes geophysics and soil sample programs in high priority target areas highlighted from the hyperspectral work completed in 2022.

Finalized Initial Assessment Technical Report

The Company, along with its third-party consultants, completed and filed the 2023 Hycroft TRS with an effective date of March 27, 2023. The 2023 Hycroft TRS included a mineral resource estimate for the Hycroft Mine as determined in accordance with the requirements of the Modernization Rules. The 2023 Hycroft TRS included measured and indicated mineral resources of 10.6 million ounces of gold and 360.7 million ounces of silver (15.2 million gold equivalent ounces) and inferred mineral resources of 3.4 million ounces of gold and 96.1 million ounces of silver (4.6 million gold equivalent ounces), which are contained in oxide, transitional, and sulfide ores.

For this study, IMC developed the Hycroft Mine resource block model which includes 1981 to 2022 data generated from 5,601 holes, representing 2,588,826 feet of drilling. Changes to the drill hole database for additional verification work completed during 2022, along with additional drilling conducted during 2021 and 2022, led to a change in the mineral resource estimate, when compared with the mineral resource estimate contained in the 2022 Hycroft TRS.

Metallurgical and Variability Test Work

During the year ended 2023, the Company completed a substantial portion of the metallurgical and flotation variability test work necessary for designing a sulfide milling operation, establishing (i) a comprehensive understanding of how each geologic domain will perform during operations, and (ii) the processing components and reagents required to optimize gold and silver recoveries. Metallurgical and flotation tests produced promising results, with confirmed average flotation recoveries increasing to 89% for gold and 93% for silver, up from 80% for both in the 2023 Hycroft TRS. These findings inform further process development and refining of crushing and grinding studies. Combined with data from the 2022-2023 exploration drill program, these results will guide mine plan design, mill circuit configuration, and ore haul truck specifications, to enhance the value of the Hycroft Mine.

Balance Sheet and Equity Activities

During the year ended December 31, 2023, the Company completed the following activities (discussed in further detail below) that strengthened the Company's balance sheet:

- Maintained compliance with Nasdaq's minimum share price rules by effecting a 1-for-10 reverse stock split effective November 14, 2023.
- Renegotiated cash collateral requirements for the Company's surety bonds which increased unrestricted cash by $9.1 million.
- Reactivated the "at-the-market offering" program ("ATM Program") for aggregate gross proceeds of $1.1 million, less commissions and offering expenses of $0.3 million.

2024 Outlook

The Company's current plan is to operate safely as it continues exploration drilling, finalizing the process flow sheet for an updated technical report for recovering gold and silver from sulfide ore and maintaining the Hycroft Mine. Utilizing the assay results from the 2022-2023 drill program and variability test work program, the technical study will include trade-off studies and alternative analyses. The Company is currently considering various alternative analyses, including evaluating grinding methods, reviewing alternative flotation cell configurations, and completing a trade-off study for roasting equipment. The technical report is currently targeted for completion by the end of the first half of 2024.

Results of Operations

Revenues

The following table provides a summary of gold and silver revenues for the Hycroft Mine (in thousands, except ounces and per ounce amounts):

	Year Ended December 31,	
	2023	2022
Gold revenue	$ —	$ 32,249
Gold ounces recovered	—	14,032
Gold ounces sold	—	17,728
Average realized price (per ounce)	$ —	$ 1,819
Silver revenue	$ —	$ 980
Silver ounces recovered	—	37,281
Silver ounces sold	—	44,084
Average realized price (per ounce)	$ —	$ 22.23

During the year ended December 31, 2022, the Company completed processing of gold and silver ore previously placed on leach pads prior to ceasing mining operations in November 2021. As a result, the Company does not expect to generate *Revenues* from gold and silver sales until after further developing the Hycroft Mine and recommencing mining operations.

Total cost of sales and operating expenses

Effective January 1, 2023, the Company began reporting amounts for *Mine site period costs, Asset retirement obligation adjustments, Depreciation and amortization,* and *Write-down of supplies inventories* as *Operating Expenses* as this presentation aligns with how the business will be viewed and managed until such time that the Company develops the Hycroft Mine and recommences mining operations. Prior to January 1, 2023, *Mine site period costs, Asset retirement obligation adjustments, Depreciation and amortization,* and *Write-down of supplies inventories* were presented as *Cost of sales. (The following notes are in reference to the Notes to the Financial Statements)*

	Year Ended December 31,	
	2023	2022
Cost of sales:		
Production costs	$ —	$ 30,756
Mine site period costs – Note 2	—	13,720
Asset retirement obligation adjustments – Notes 2 and 8	—	4,701
Depreciation and amortization – Note 2	—	3,361
Write-down of supplies inventories – Notes 2 and 4	—	1,051
Total cost of sales	—	53,589
Operating expenses:		
Projects, exploration, and development	20,637	18,355
General and administrative	12,673	14,367
Mine site period costs – Note 2	11,886	—
Depreciation and amortization – Note 2	2,814	—
Accretion – Note 8	1,087	408
Write-down of supplies inventories – Notes 2 and 4	495	—
Gain on settlement of accrued liability – Note 10	(1,151)	—
Asset retirement obligation adjustments – Notes 2 and 8	(2,887)	—
Total cost of sales and operating expenses	$ (45,554)	$ 86,719

Production costs

For the year ended December 31, 2023, the Company recognized Nil in *Production costs*, compared to $30.8 million, respectively, or $1,735 per ounce of gold, sold during the same period of 2022. As the Company did not generate *Revenues* during 2023, the Company did not have *Production costs* or *Cost of sales.* The Company does not expect to incur *Production costs* related to *Cost of sales* until after it begins generating *Revenues*, as discussed above.

Mine site period costs

During the year ended December 31, 2023, the Company recorded $11.9 million of *Mine site period costs* for costs related to maintaining and operating the Hycroft Mine, including environmental, maintenance, and administration costs. Effective January 1, 2023, the Company began reporting amounts for *Mine site period costs* as *Operating expenses* as this presentation aligns with how the business will be viewed and managed until the Company develops the Hycroft Mine and recommences mining operations.

During the year ended December 31, 2022, the Company recorded $13.7 million of *Cost of sales* for costs that were in excess of the net realizable value per ounce of gold inventories. Such period costs were generally the result of costs related to activities at the Hycroft Mine that do not qualify for capitalization to *Production-related inventories* or adjustments to production inventories that were the result of recurring or significant downtime or delays, unusually high levels of repairs, inefficient operations, overuse of processing reagents, inefficient cost-volume structures, or other unusual costs and activities, and cannot be recorded to *Production-related inventories* based on the threshold established by the calculation of the estimated net realizable value per ounce of gold.

Asset retirement obligation adjustments

During the year ended December 31, 2023, the Company recorded a change in estimate to its *Asset retirement obligation* of $2.9 million. The change in estimate during the year ended December 31, 2023, reflected a net decrease in estimate attributable to the completion of part of the Crofoot leach pad re-sloping and the change in timing of water treatment Phases 2 and 3, and evaporation over a three-year period at the end of the mine life, partly offset by increased labor and equipment costs. Effective

January 1, 2023, the Company began reporting amounts for *Asset retirement obligation adjustments* as *Operating expenses* as this presentation aligns with how the business will be viewed and managed until such time that the Company develops the Hycroft Mine and recommences mining operations. In accordance with the change in estimate, the Company recorded a reduction in operating expense of $2.9 million as the Company does not have mineral reserves and accordingly all costs are expensed or credited as incurred.

During the year ended December 31, 2022, the Company recorded a change in estimate to its *Asset retirement obligation* of $4.7 million. The change in estimate was the result of updated cost assumptions related to regulatory changes requiring additional sloping and expected timing of reclamation activities associated with the Crofoot leach pad prior to recommencing operations. As discussed in the preceding paragraph, the Company recorded an expense of $4.7 million for the change in estimate as the Company did not have mineral reserves in 2022.

Depreciation and amortization

Depreciation and amortization expense was $2.8 million for the year ended December 31, 2023, compared to $3.4 million during the same period of 2022. The decrease in total *Depreciation and amortization* expense was largely due to the conclusion of depreciation of the test leach pads in July 2022, following their full depreciation.

Effective January 1, 2023, the Company began reporting amounts for *Depreciation and amortization* as *Operating expenses* as this presentation aligns with how the business will be viewed and managed until such time that the Company develops the Hycroft Mine and recommences mining operations. Prior to January 1, 2023, *Depreciation and amortization* was presented as *Cost of sales.*

Write-down of supplies inventories

For the year ended December 31, 2023, the Company recorded a *Write-down of supplies inventories* of $0.5 million for obsolete and slow-moving supplies inventories as compared with $1.1 million for the year ended December 31, 2022. The Company evaluates its supplies inventories and records write-downs for items not expected to be used in the next 12 months.

Effective January 1, 2023, the Company began reporting amounts for *Write-down of supplies inventories* as *Operating expenses* as this presentation aligns with how the business will be viewed and managed until the Company develops the Hycroft Mine and recommences mining operations. Prior to January 1, 2023, *Write-down of supplies inventories* was presented as *Cost of sales.*

Projects, exploration, and development

During the years ended December 31, 2023 and 2022, *Projects, exploration, and development* costs totaled $20.6 million and $18.4 million, respectively. *Projects, exploration, and development* were related to: (i) completing technical studies; (ii) conducting geological studies; (iii) oversight and project management; and (iv) exploration drilling, engineering, and metallurgical activities. The increase of $2.2 million during the year ended December 31, 2023, was primarily the result of Phase 2 of the 2022-2023 exploration program that was initiated in April 2023.

General and administrative

General and administrative totaled $12.7 million and $14.4 million, respectively, during the years ended December 31, 2023 and 2022. The decrease of $1.7 million during the year ended December 31, 2023, was primarily due to decreases in contractor services, investor relations expense, and legal expense, that was partially offset by an increase in compensation expense associated with additional staffing in 2023.

Accretion

We recorded $1.1 million and $0.4 million of *Accretion* during the years ended December 31, 2023 and 2022, respectively, which related to our *Asset retirement obligation* and future reclamation costs. See *Note 8 – Asset Retirement Obligation* to the Notes to the Financial Statements for further detail.

Gain on settlement of accrued liability

During the year ended December 31, 2023, the Company reached an agreement with a supplier regarding a consignment agreement for crusher liners. The settlement resulted in a $1.2 million gain, see *Note 10 – Accounts Payable and Accrued Expenses* to the Notes to the Financial Statements for further detail.

Interest expense

As discussed and detailed in *Note 9 – Debt, Net*, *Interest expense* to the Notes to the Financial Statements totaled $18.5 million for both years ended December 31, 2023 and 2022. The net change during the year ended December 31, 2023, was the result of a decrease in the outstanding obligation for the Sprott Credit Agreement as the Company repaid portions of the balance in March 2022 and November 2022. This decrease was offset by an increase in the balance outstanding on the

Subordinated Notes at December 31, 2023 as compared to the same periods in 2022. The higher outstanding balance for the Subordinated Notes was due to quarterly interest payments that are paid in-kind as additional indebtedness.

Interest income

Interest income totaled $8.3 million and $2.3 million, respectively, during the years ended December 31, 2023 and 2022. In July 2022, the Company invested a portion of its cash balances in AAAm rated U.S. Government Money Market Funds that are readily convertible to cash. These investments earned the Company $5.9 million and $1.9 million, respectively, in interest during the years ended December 31, 2023 and 2022. In addition, the Company earned $1.6 million and $0.4 million, respectively, on its *Restricted cash* during the years ended December 31, 2023 and 2022. During the year ended December 31, 2023, the company also earned *Interest income* of $0.8 million from the Equipment Purchase Agreement related to *Assets held for sale.*

Gain on sale of assets, net of commissions

The Company recognized a *Gain on sale of assets, net of commissions* of $0.5 million for the year ended December 31, 2023, compared to $3.9 million for the year ended December 31, 2022. Subsequent to ceasing mining operations in November 2021, the Company implemented an asset recovery program in order to monetize non-core assets and excess supplies inventories. In addition, the Company sold an uninstalled regrind mill and ball mill that are not expected to be needed for a future milling operation.

Fair value adjustments to warrants

During the years ended December 31, 2023 and 2022, the *Fair value adjustments to warrants* resulted in a non-cash loss of $0.2 million and non-cash gain of $0.2 million, respectively, as the market trading values of the publicly listed warrants decreased and increased during the periods, respectively.

See *Note 14 – Warrant Liabilities* to the Notes to the Financial Statements for further detail.

Gain on extinguishment of debt

During the year ended December 31, 2022, the Company recognized a *Gain on extinguishment of debt* of $5.0 million related to the purchase of $11.1 million of the Subordinated Notes (such amount included accrued interest of $0.2 million) in two transactions: (i) the Company paid cash consideration of $5.6 million; and (ii) the Company issued 50,000 shares of common stock with a grant date fair value of $0.4 million. In addition, the Company paid $0.1 million in legal fees. Total consideration, including legal fees, of $6.1 million was paid which represented a discount of approximately 42% to the face value of the debt.

Income taxes

The Company incurred Nil *Income tax expense (benefit)* for both years ended December 31, 2023 and 2022.

Section 382 of the Internal Revenue Code (“IRC”) imposes limitations on the use of U.S. federal net operating losses (“NOLs”) upon a more than 50% change in ownership in the Company (as defined in the IRC) within a three-year period. In connection with its at-the-market equity offering, the Company underwent an IRC § 382 ownership change on March 25, 2022. As a result, utilization of the Company’s NOLs and certain unrealized losses are limited on an annual basis. If the IRC § 382 annual limitation amount is not fully utilized in a particular tax year, then the unused portion from that tax year is added to the IRC § 382 annual limitation in subsequent years. The Company’s annual limitation under IRC § 382 is estimated to be approximately $1.3 million.

For additional details, see *Note 18 – Income Taxes* to the Notes to the Financial Statements.

Liquidity and Capital Resources

General

The Company’s unrestricted cash position at December 31, 2023, was $106.2 million as compared with $142.0 million at December 31, 2022. As discussed in *Note 15 – Stockholders’ Equity* in the Notes to the Financial Statements, the Company raised gross proceeds of approximately $194.4 million in March 2022.

Beginning on November 17, 2023, the Company again began accessing the ATM Program, and as of December 31, 2023, sold an additional 523,328 shares of common stock for aggregate gross proceeds of $1.1 million, less commissions and offering expenses of $0.3 million. As of December 31, 2023, there were $360.3 million shares of common stock available for issuance under the ATM Program. The Company also renegotiated cash collateral requirements for the Company’s surety bonds, which increased unrestricted cash by $9.1 million.

As of January 5, 2024, the Company voluntarily pre-paid $34.7 million of the first lien loan, along with $3.3 million for the additional interest balance, totaling $38.0 million with a remaining outstanding balance of $15.0 million. As a result of this payment, the applicable margin will be reduced by 100 basis points through the final payment. Hycroft is evaluating alternatives to strengthen its balance sheet and reduce debt. The Company may make additional debt prepayments or take other actions to reduce its outstanding debt.

As the Company completed recovering gold and silver ounces previously placed on the leach pad in 2022, the Company does not expect to generate net positive cash for the foreseeable future. Accordingly, the Company will be dependent on its unrestricted cash and other sources of cash to fund the business. Historically, the Company has been dependent on various forms of debt and equity financing to fund its business. While the Company has been successful in the past raising funds through equity and debt financings, no assurance can be given that additional financing will be available to it in amounts sufficient to meet the Company's needs or on terms acceptable to the Company. In the event that funds are not available, the Company may be required to materially change its business plan.

The Company's future liquidity and capital resources management strategy entails a disciplined approach to monitor the timing and extent of any drilling, metallurgical, and mineralogical studies while attempting to remain in a position that allows the Company to respond to changes in the business environment, such as a decrease in metal prices or lower than forecasted future cash flows, and changes in other factors beyond the Company's control. The Company has undertaken efforts aimed at managing its liquidity and preserving its capital resources by, among other things: (i) monitoring metal prices and the impacts (near-term and future) they have on the business and cash flows; (ii) ceasing open pit mining operations to reduce net cash outflows; (iii) reducing the size of the workforce to reflect the cessation of mining operations; (iv) controlling working capital and managing discretionary spending; (v) reviewing contractor usage and rental agreements for more economic options, including termination of certain agreements in accordance with their terms; (vi) decreasing *Restricted Cash* balances that collateralize bonds, as available; and (vii) planning the timing and amounts of capital expenditures and drilling, metallurgical, and mineralogical study costs at the Hycroft Mine and deferring such items that are not expected to benefit our near term operating plans. The Company has undertaken and continues to undertake additional efforts including: (i) monetizing non-core fixed assets and excess supplies inventories; (ii) returning excess rental and leased equipment; (iii) selling uninstalled mills that are not expected to be needed for a future milling operation; and (iv) working with existing debt holders to adjust debt service requirements.

In addition, the Company will continue to evaluate alternatives to raise additional capital necessary to fund the future exploration and development of the Hycroft Mine and will continue to explore other strategic initiatives to enhance stockholder value.

Cash and liquidity

The Company has placed substantially all its cash in operating and investment accounts with well-capitalized financial institutions, thereby ensuring balances remain readily available. The Company uses AAAm rated U.S. Government Money Market Funds for its cash investments. Due to the nature of its operations and the composition of current assets, *Cash and cash equivalents*, *Accounts receivable, Income tax receivable,* and *Assets held for sale* represent substantially all of the liquid assets on hand.

The following table summarizes projected sources of future liquidity, as recorded within the Financial Statements (in thousands):

	December 31, 2023	December 31, 2022
Cash and cash equivalents	$ 106,210	$ 141,984
Accounts receivable	—	2,771
Income tax receivable	1,530	1,530
Interest receivable	667	459
Assets held for sale, net of payments received of $1.6 million [(1)]	5,598	6,098
Total projected sources of future liquidity	$ 113,338	$ 152,383

(1) In August 2022, the Company entered into an Equipment Purchase Agreement, as amended to sell one ball mill and one semi-autogenous ("SAG") mill, and amended that agreement in December 2022 to also sell one sub-station transformer for a total of $13.6 million of which the Company has received payments totaling $1.1 million. Under the terms of the agreement, the final payment for the ball mill and SAG mill was due December 31, 2022 and the buyer was permitted to extend the payment of all or any portion of the final payment of $12.5 million up to and including June 30, 2023, provided that the buyer pays the Company interest at a rate of 5% per annum on any outstanding balance for the ball mill and SAG mill from January 1, 2023, through March 31, 2023, and 7.5% per annum on any outstanding balance from April 1, 2023, until June 30, 2023. The Equipment Purchase Agreement was subsequently amended three additional times in 2023 (January 27, 2023, May 15, 2023, and December 29, 2023). Together the original agreement and the four amendments make up the entire agreement and allows for the sale of some or all of the Equipment to third parties and for the Buyer to

terminate the Existing Agreement. Total payment period has been extended up to and including June 30, 2024. The Company also received $0.5 million in payments within 2023 for a total of $1.6 million received to date. Effective March 1, 2024, the buyer terminated a portion of the agreement. For additional information, see *Note 26 – Subsequent Events* in the Notes to the Financial Statements.

Year ended December 31, 2023, compared to year ended December 31, 2022

The following table summarizes sources and uses of cash for the following periods (in thousands):

	Year Ended December 31,	
	2023	2022
Net loss	$ (55,024)	$ (60,828)
Net non-cash adjustments	14,286	16,304
Net change in operating assets and liabilities	(709)	9,669
Net cash used in operating activities	(41,447)	(34,855)
Net cash provided by (used in) investing activities	(507)	8,337
Net cash provided by (used in) financing activities	(1,461)	155,849
Net increase (decrease) in cash	(43,415)	129,331
Cash, cash equivalents and restricted cash, beginning of period	175,966	46,635
Cash, cash equivalents and restricted cash, end of period	$ 132,550	$ 175,966

Cash used in operating activities

During the year ended December 31, 2023, the Company used $41.4 million of cash in operating activities primarily attributable to a *Net loss* of $55.0 million, the cash impact of which was equal to $40.7 million, and $0.7 million was provided by working capital and other operating activities, driven primarily by cash used to reduce *Accounts payable and accrued expenses* of $2.3 million and *Prepaids and deposits* of $2.0 million, partly offset by cash from *Accounts receivable* of $2.8 million. The largest non-cash items included in *Net loss* during the year ended December 31, 2023, included a *Non-cash portion of interest expense* of $12.3 million, non-cash *Stock-based compensation* of $2.9 million and *Depreciation and amortization* of $2.8 million, partly offset by *Asset retirement obligation adjustments* of $3.4 million.

During the year ended December 31, 2022, the Company used $34.9 million of cash in operating activities primarily attributable to a net loss of $60.8 million, the cash impact of which was equal to $44.5 million, and $9.7 million was provided by working capital and other adjustment, which included a $17.3 million decrease for inventories including $15.8 million reduction in *Production-related inventories* as the Company processed the remaining gold and silver ore on its leach pads and in its drain down solutions. These sources were partly offset by cash used to reduce *Accounts payable* of $3.8 million and $2.8 million for *Accounts receivable*. The largest non-cash items included in net loss during the year ended December 31, 2022, included *Non-cash portion of interest expense* of $13.1 million, *Asset retirement obligation adjustments* of $4.7 million, *Depreciation and amortization* of $3.4 million and non-cash *Stock-based compensation* of $2.5 million, all partly offset by $5.0 million *Gain on extinguishment of debt*, and $3.9 million *Gain on sale of assets, net of commissions.*

Cash (used in) provided by investing activities

During the year ended December 31, 2023, investing activities used $0.5 million primarily due to $1.1 million for the purchase of equipment that was partly offset by $0.6 million from the sale of assets.

During the year ended December 31, 2022, investing activities provided cash of $8.3 million primarily from the sale of assets previously held for sale , for net proceeds of $6.6 million and other mobile mine equipment and supplies for net proceeds of $2.7 million. In addition, the Company purchased equipment of $1.0 million.

Cash (used in) provided by financing activities

During the year ended December 31, 2023, cash used in financing activities of $1.5 million was primarily related to the payment of additional interest (which is classified as debt) payments under the Sprott Credit Agreement of $2.2 million. These amounts were partially offset by gross proceeds of $1.1 million, less commissions and offering expenses of $0.3 million.

During the year ended December 31, 2022, cash provided by financing activities of $155.8 million was primarily related to the equity offerings completed during the period: (i) the Private Placement Offering completed on March 15, 2022, for net cash proceeds of $55.4 million, and (ii) the ATM Program completed on March 25, 2022, for net cash proceeds of $133.5 million. These amounts were partially offset by prepayments under the Sprott Credit Agreement of $25.0 million, additional interest (which is classified as debt) payments under the Sprott Credit Agreement of $2.2 million, the purchase of $11.1 million Subordinated Notes for $5.6 million and payments on equipment notes payables of $0.1 million.

Future capital and cash requirements

The following table provides the Company's gross contractual cash obligations as of December 31, 2023, which are grouped in the same manner as they are classified in the Consolidated Statement of Cash Flows in order to provide a better understanding of the nature of the obligations and to provide a basis for comparison to historical information. The Company believes that the following provides the most meaningful presentation of near-term obligations expected to be satisfied using current and available sources of liquidity (in thousands):

	Payments Due by Period				
	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years
Operating activities:					
Net smelter royalty[1]	$ 241,199	$ —	$ —	$ —	$ 241,199
Remediation and reclamation expenditures[2]	86,915	3,172	1,453	—	82,290
Interest payments[3]	14,637	4,298	8,567	1,772	—
Crofoot Royalty[4]	4,344	—	—	—	4,344
Financing activities:					
Repayments of debt principal[5]	199,635	130	76	199,429	—
Additional interest payments[6]	3,300	2,200	1,100	—	—
Total	$ 550,030	$ 9,800	$ 11,196	$ 201,201	$ 327,833

(1) Under the Sprott Royalty Agreement, the Company is required to pay a perpetual royalty equal to 1.5% of the Net Smelter Returns from the Hycroft Mine, payable monthly that also includes an additional amount for withholding taxes payable by the royalty holder. Amounts presented above incorporate mineral resource estimates as reported in the 2023 Hycroft TRS.

(2) Mining operations are subject to extensive environmental regulations in the jurisdictions in which they are conducted and we are required, upon cessation of operations, to reclaim and remediate the lands that our operations have disturbed. The estimated undiscounted and inflated cash outflows of these remediation and reclamation obligations are reflected here. In the above presentation, no offset has been applied for the $58.3 million of our reclamation bonds or for the $26.3 million of cash collateral for those bonds included in *Restricted Cash*.

(3) Interest payments consist of monthly payments for the Sprott Credit Agreement (as amended by the Second A&R Agreement) at the minimum annual interest rate of 8.5% and monthly interest payments for other debt.

(4) The Company is required to pay a 4% net profits royalty, including advance royalty payments of $120,000 in any year where mining occurs on the Crofoot claims and an additional $120,000 if tons mined from the Crofoot claim blocks exceed 5.0 million tons ("Crofoot Royalty"). See *Note 24 – Commitments and Contingencies* to the Notes to the Financial Statements for additional information. Amounts shown represent the current estimates of cash payment timing using consensus pricing for gold and silver.

(5) Repayments of debt principal consists of amounts due under the Sprott Credit Agreement (as amended by the Second A&R Agreement), the Subordinated Notes and notes payable for equipment purchases. Included in the repayment of the Subordinated Notes principal is payable in-kind interest that has been capitalized and payable in-kind interest expected to be capitalized through maturity. Additionally, the repayments of debt principal include the outstanding principal for the Sprott Credit Agreement (as amended by the Second A&R Agreement). As of January 5, 2024, the Company voluntarily pre-paid $34.7 million of the first lien loan. See *Note 9 – Debt, Net* to the Notes to the Financial Statements for additional information.

(6) Additional interest payments as determined under the Sprott Credit Agreement (as amended by the Second A&R Agreement) are accounted for as debt with quarterly payments ending May 31, 2025. As of January 5, 2024, the Company voluntarily pre-paid $3.3 million of additional interest related to the first lien loan. See *Note 9 – Debt, Net* to the Notes to the Financial Statements for additional information.

In addition, the Company may enter into service agreements from time-to-time with drilling contractors or other consultants to perform work on or related to the Hycroft Mine. In general, these agreements are on an as-needed basis and do not have ongoing commitments and, as such, have not been included in the table above.

Debt covenants

The Company's debt agreements contain representations and warranties, events of default, restrictions and limitations, reporting requirements, and covenants that are customary for agreements of these types.

The Sprott Credit Agreement (as amended by the Second A&R Agreement) contains covenants that, among other things, restrict or limit the ability of the Company to enter into encumbrances (other than Permitted Encumbrances), incur indebtedness (other than Permitted Indebtedness), dispose of its assets (other than Permitted Disposals), pay dividends, and purchase or redeem shares, as such terms are defined in the Sprott Credit Agreement (as amended by the Second A&R Agreement). The

Sprott Credit Agreement (as amended by the Second A&R Agreement) requires the Company to ensure that, at all times, both its Working Capital and Unrestricted Cash is at least $15.0 million and its Working Capital is at least $10.0 million, as such terms are defined in the Sprott Credit Agreement (as amended by the Second A&R Agreement), and that at least every six months the Company demonstrates its ability to repay and meet all present and future obligations as they become due with a financial model that uses consensus gold prices discounted by 5.0%. The Subordinated Notes include customary events of default, including those relating to a failure to pay principal or interest, a breach of a covenant, representation or warranty, a cross-default to other indebtedness, and non-compliance with security documents. As of December 31, 2023, the Company was in compliance with all covenants under its debt agreements.

Off-balance sheet arrangements

As of December 31, 2023, the Company's off-balance sheet arrangements consisted of a net profit royalty arrangement and a net smelter royalty arrangement (see *Note 24 – Commitments and Contingencies* to the Notes to the Financial Statements).

Critical Accounting Estimates

MD&A is based on our Financial Statements, that have been prepared in accordance with GAAP. The preparation of these statements requires us to make assumptions and estimates that affect the reported amounts. We base our assumptions and estimates on historical experience and various other sources that we believe to be reasonable at the time our estimates are made. Actual results may differ from amounts estimated in these statements, and such difference could be material. As such, future events and their effects cannot be determined with certainty.

Although other estimates are used in preparing our financial statements, we believe that the following accounting estimates are the most critical to understanding and evaluating our reported financial results. For information on all of our significant accounting policies, see *Note 2 – Summary of Significant Accounting Policies* to the Notes to the Financial Statements.

Impairment of long-lived assets

Estimate Required:

Our long-lived assets consist of *Property, plant, and equipment, net* . We review and evaluate our long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Events that may trigger a test for recoverability include, but are not limited to, significant adverse changes to projected *Revenues*, costs, or future expansion plans or changes to federal and state regulations (with which we must comply) that may adversely impact our current or future operations. An impairment is determined to exist if the total projected future cash flows on an undiscounted basis are less than the carrying amount of a long-lived asset group. An impairment loss is measured and recorded based on the excess carrying value of the impaired long-lived asset group over fair value.

To determine fair value, we utilize a market-based approach considering comparable sales transactions from the past five years and estimates of enterprise value. Based on the comparable sales transactions identified, we estimated a range of values for measured and indicated mineral resources per equivalent ounce of gold. Our estimates of future cash flows from the potential sale of our assets are based on numerous assumptions that are consistent or reasonable in relation to transaction occurring in the market and actual future cash flows may be significantly different than the estimates as each are subject to significant risks and uncertainties.

Impact of Change in Estimate:

The market-based approach utilizing sales transactions of comparable assets and enterprise value resulted in an estimated fair value range for long-lived assets of $73.5 million to $981.6 million as of December 31, 2023. After allocating fair value to other assets and liabilities, this range of fair values exceeded the $55.0 million carrying value of our Mining Assets. Given the large surplus between the estimated fair value and the carrying value of the Mining Assets, we can also confirm no indicators of possible impairment exist for the Company's long-lived assets under this methodology. We believe a change in the estimates used in either approach would be unlikely to result in an impairment as of December 31, 2023.

Asset retirement obligation

Estimate Required:

We will be required to perform reclamation activity at the Hycroft Mine in the future. As a result of this requirement, an *Asset retirement obligation* has been recorded on our Consolidated Balance Sheets that is based on our expectation of the costs that will be incurred years in the future. Any underestimate or unanticipated reclamation costs or any changes in governmental reclamation requirements could require us to record or incur additional reclamation costs. We accrue an *Asset retirement obligation* when they become known, are probable, and can be reasonably estimated. Whenever a previously unrecognized *Asset retirement obligation* becomes known, or a previously estimated reclamation cost is increased or decreased, the amount of that liability and any additional cost will be recorded at that time and could materially reduce our consolidated net income attributable to stockholders.

Impact of Change in Estimate:

Based on the proposed 34-year mine plan which was the basis of our operations when we ceased mining activities in November 2021, and which we believe remains the best estimate for the life of mine, the Company expects to perform a substantial portion of its reclamation beginning in 2047 upon the estimated closure of the Hycroft Mine. In addition, the Company expects to perform reclamation activities for earthworks and solutions management from 2024 through 2026. If the reclamation activities expected to be performed upon the estimated closure of the mine were to begin ten years earlier or later than currently assumed our reclamation liability would increase or decrease by approximately $5.2 million and $2.7 million, respectively.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As the Company qualifies as a smaller reporting company under Item 10(f) of Regulation S-K, quantitative and qualitative disclosures about market risk are not required, and such are omitted from this filing.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Hycroft Mining Holding Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Hycroft Mining Holding Corporation (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, stockholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023 and 2022, and the consolidated results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Moss Adams LLP
Dallas, Texas
March 14, 2024

We have served as the Company's auditor since 2022.

HYCROFT MINING HOLDING CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	December 31, 2023	December 31, 2022
Assets:		
Cash and cash equivalents	$ 106,210	$ 141,984
Prepaids and deposits – Note 3	3,326	2,840
Supplies inventories, net – Note 4	1,834	2,808
Income tax receivable	1,530	1,530
Interest receivable	667	459
Accounts receivable	—	2,771
Current assets	113,567	152,392
Property, plant, and equipment, net – Note 5	53,091	54,832
Restricted cash – Note 6	26,340	33,982
Assets held for sale – Note 7	7,148	7,148
Prepaids – Note 3	1,547	600
Total assets	$ 201,693	$ 248,954
Liabilities:		
Asset retirement obligation – Note 8	$ 3,172	$ —
Debt, net – Note 9	2,330	2,328
Accounts payable and accrued expenses – Note 10	1,631	5,644
Contract liabilities – Note 11	1,550	1,050
Other liabilities – Note 12	3,063	3,011
Current liabilities	11,746	12,033
Debt, net – Notes 9 and 21	142,617	132,690
Deferred gain on sale of royalty – Note 13	29,839	29,837
Asset retirement obligation – Note 8	4,801	10,302
Warrant liabilities – Notes 14 and 21	26	786
Other liabilities – Note 12	8	—
Total liabilities	$ 189,037	$ 185,648
Commitments and contingencies – Note 23		
Stockholders' equity – Note 15		
Common stock, $ 0.0001 par value; 1,400,000,000 shares authorized; 20,736,612 issued and outstanding at December 31, 2023, and 20,027,060 issued and outstanding at December 31, 2022	$ 21	$ 20
Additional paid-in capital	737,810	733,437
Accumulated deficit	(725,175)	(670,151)
Total stockholders' equity	12,656	63,306
Total liabilities and stockholders' equity	$ 201,693	$ 248,954

The accompanying notes are an integral part of these consolidated financial statements.

HYCROFT MINING HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31, 2023	Year Ended December 31, 2022
Revenues – Note 15	$ —	$ 33,229
Cost of sales:		
Production costs	—	30,756
Mine site period costs – Note 2	—	13,720
Asset retirement obligation adjustments – Notes 2 and 8	—	4,701
Depreciation and amortization – Note 2	—	3,361
Write-down of supplies inventories – Notes 2 and 4	—	1,051
Total cost of sales	—	53,589
Operating expenses:		
Projects, exploration, and development	20,637	18,355
General and administrative	12,673	14,367
Mine site period costs – Note 2	11,886	—
Depreciation and amortization – Note 2	2,814	—
Accretion – Note 8	1,087	408
Write-down of supplies inventories – Notes 2 and 4	495	—
Gain on settlement of accrued liability – Note 10	(1,151)	—
Asset retirement obligation adjustments – Notes 2 and 8	(2,887)	—
Loss from operations	(45,554)	(53,490)
Other (expense) income:		
Interest expense – Note 9	(18,467)	(18,481)
Interest income	8,278	2,313
Gain on sale of assets, net of commissions	544	3,948
Fair value adjustment to warrants – Notes 14 and 21	175	(159)
Gain on extinguishment of debt – Note 9	—	5,041
Net loss	$ (55,024)	$ (60,828)
Loss per share[1]		
Basic – Note 19	$ (2.61)	$ (3.58)
Diluted – Note 19	$ (2.61)	$ (3.58)
Weighted average shares outstanding[1]		
Basic – Note 19	21,113,516	16,977,306
Diluted – Note 19	21,113,516	16,977,306

[1] On November 14, 2023, the Company effectuated a reverse stock split with a ratio of 1-for-10. All share and per share information has been retroactively adjusted to give effect to the reverse stock split for all periods presented.

The accompanying notes are an integral part of these consolidated financial statements.

HYCROFT MINING HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31, 2023	Year Ended December 31, 2022
Cash flows used in operating activities:		
Net loss	$ (55,024)	$ (60,828)
Adjustments to reconcile net loss for the period to net cash used in operating activities:		
Non-cash portion of interest expense – Note 9	12,255	13,149
Depreciation and amortization – Notes 2 and 5	2,814	3,356
Stock-based compensation – Note 17	2,920	2,469
Accretion – Note 8	1,087	408
Impairment charges and write-downs – Notes 4, 5, and 7	495	1,051
Non-cash (gain) loss on fair value adjustment for warrant liabilities – Notes 14 and 21	(175)	159
Gain on sale of assets, net of commissions	(544)	(3,948)
Gain on settlement of accrued liability	(1,151)	—
Asset retirement obligation adjustments – Note 8	(3,416)	4,701
Gain on extinguishment of debt – Note 9	—	(5,041)
Changes in operating assets and liabilities:		
Accounts receivable	2,774	(2,774)
Contract liabilities – Note 11	500	1,050
Supplies inventories – Note 4	479	1,464
Interest receivable	(208)	(459)
Prepaids and deposits – Note 3	(1,991)	(498)
Accounts payable and accrued expenses – Note 10	(2,330)	(3,786)
Production-related inventories	—	15,808
Other liabilities – Note 12	67	(1,136)
Net cash used in operating activities	(41,448)	(34,855)
Cash flows (used in) provided by investing activities:		
Additions to property, plant, and equipment	(1,070)	(951)
Proceeds from sale of assets – Note 5	563	2,714
Proceeds from assets held for sale, net of commissions expense – Note 7	—	6,574
Net cash (used in) provided by investing activities	(507)	8,337
Cash flows (used in) provided by financing activities:		
Proceeds from issuance of common stock and warrants, net of issuance expenses – Note 15	867	188,859
Principal payments on debt and finance leases – Note 15	(2,328)	(33,010)
Net cash (used in) provided by financing activities	(1,461)	155,849
Net (decrease) increase in cash, cash equivalents, and restricted cash	(43,416)	129,331
Cash, cash equivalents, and restricted cash, beginning of period	175,966	46,635
Cash, cash equivalents, and restricted cash, end of period	$ 132,550	$ 175,966
Reconciliation of cash, cash equivalents, and restricted cash:		
Cash and cash equivalents	$ 106,210	$ 141,984
Restricted cash	26,340	33,982
Total cash, cash equivalents, and restricted cash	$ 132,550	$ 175,966

See *Note 22 – Supplemental Cash Flow Information* for additional details.

The accompanying notes are an integral part of these consolidated financial statements.

HYCROFT MINING HOLDING CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

(in thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares[1]	Amount			
Balance at January 1, 2023 [2]	20,027,065	$ 20	$ 733,437	$ (670,151)	$ 63,306
Issuance of common stock and warrants – Note 15	523,329	1	866	—	867
Vesting of restricted stock units – Note 17	186,218	—	—	—	—
5-Year Private Warrants transferred to 5-Year Public Warrants – Notes 13 and 15	—	—	585	—	585
Stock-based compensation costs	—	—	2,922	—	2,922
Net loss	—	—	—	(55,024)	(55,024)
December 31, 2023	20,736,612	$ 21	$ 737,810	$ (725,175)	$ 12,656

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' (Deficit) Equity
	Shares[1]	Amount			
Balance at January 1, 2022	6,043,340	$ 6	$ 540,823	$ (609,323)	$ (68,494)
Issuance of common stock and warrants – Note 15	13,687,006	14	187,482	—	187,496
Vesting of restricted stock units – Note 17	111,496	—	727	—	727
5-Year Private Warrants transferred to 5-Year Public Warrants – Notes 13 and 15	—	—	42	—	42
Stock issuance – other – Note 15	185,218	—	1,907	—	1,907
Stock-based compensation costs	—	—	2,456	—	2,456
Net loss	—	—	—	(60,828)	(60,828)
Balance at December 31, 2022	20,027,060	$ 20	$ 733,437	$ (670,151)	$ 63,306

[1] On November 14, 2023, the Company effectuated a reverse stock split with a ratio of 1-for-10. All share and per share information has been retroactively adjusted to give effect to the reverse stock split for all periods presented.

[2] The opening balance of shares of common stock outstanding for both periods presented reflects an increase of six shares of common stock for an adjustment made to the Company's share ledger by its recordkeeper related to a transaction that occurred in May 2020.

The accompanying notes are an integral part of these consolidated financial statements.

HYCROFT MINING HOLDING CORPORATION
Notes to Consolidated Financial Statements

1. Company Overview

Hycroft Mining Holding Corporation and its subsidiaries (collectively, “Hycroft,” the “Company,” “we,” “us,” “our,” “it,” or “HYMC”) is a U.S.-based gold and silver company that is focused on exploring and developing the Hycroft Mine in a safe, environmentally responsible, and cost-effective manner. The Hycroft Mine is located in the State of Nevada and the Company’s corporate office is located in Winnemucca, Nevada.

The Company restarted pre-commercial scale open pit mining operations at the Hycroft Mine during the second quarter of 2019 and began producing and selling gold and silver during the third quarter of 2019. The Company operated the Hycroft Mine until November 2021, when it discontinued active mining operations as a result of the then-current and expected ongoing cost pressures for many of the reagents and consumables used at the Hycroft Mine and to further determine the most effective processing method for the sulfide ore. In March 2023, the Company, along with its third-party consultants, completed and filed the Hycroft Property Initial Assessment Technical Report Summary Humboldt and Pershing Counties, Nevada (“2023 Hycroft TRS”) that included a mineral resource estimate utilizing a pressure oxidation (“POX”) process for sulfide and transition mineralization and heap leaching process for oxide mineralization. The Company will continue to build on the work and investigate opportunities identified through progressing the technical and data analyses leading up to the 2023 Hycroft TRS.

In March 2022, the Company completed a sale to selected investors (the “Private Placement Offering”), and an at-the-market public offering program (“ATM Program”) that raised gross proceeds of $ 194.4 million before issuance costs. Beginning on November 17, 2023, the Company again began accessing the ATM Program, and as of December 31, 2023 sold an additional 523,328 shares of common stock for aggregate gross proceeds, before commissions and offering expenses, of $ 1.1 million. As of December 31, 2023, there were $ 360.3 million shares of common stock available for issuance under the ATM Program. The net proceeds from the ATM Program are expected to be used for general corporate purposes, which may include the repayment, refinancing, redemption, or repurchase of existing indebtedness, exploration, working capital, or capital expenditures and other investments.

On November 14, 2023, the Company effectuated a 1-for-10 reverse stock split. The reverse stock split was intended to increase the price per share of the Company’s common stock to allow the Company to demonstrate compliance with the $1.00 minimum bid price requirement for continued listing on the Nasdaq Stock Market LLC (“Nasdaq”).

2. Summary of Significant Accounting Policies

Basis of presentation

These consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”).

During the year ended December 31, 2022, the Company completed processing of gold and silver ore previously placed on leach pads prior to ceasing mining operations in November 2021. As a result, the Company did not generate *Revenues* or incur *Cost of sales* during the year ended December 31, 2023. Accordingly, effective January 1, 2023, the Company began reporting amounts for *Mine site period costs, Asset retirement obligation adjustments, Depreciation and amortization,* and *Write-down of supplies inventories* as *Operating expenses* as this presentation aligns with the manner in which the business is currently viewed and managed while the Company conducts activities for developing the Hycroft Mine and recommencing mining operations.

Liquidity

As of December 31, 2023, the Company had available unrestricted cash on hand of $ 106.2 million and net working capital of $ 101.8 million, which is expected to provide it with the necessary liquidity to fund its operating and investing requirements and future obligations as they become due within the next 12 months from the date of this filing.

On November 17, 2023, the Company again began accessing the ATM Program, and as of December 31, 2023, sold an additional 523,328 shares of common stock for aggregate gross proceeds, before commissions and offering expenses, of $ 1.1 million. As of December 31, 2023, there were $ 360.3 million shares of common stock available for issuance under the ATM Program.

The Company also made additional voluntary prepayments of $ 38.0 million in January 2024, with $ 34.7 million related to the first lien loan and $ 3.3 million related to additional interest. See *Note 26 – Subsequent Events* for additional details.

HYCROFT MINING HOLDING CORPORATION
Notes to Consolidated Financial Statements

The Company will continue to evaluate alternatives to raise additional capital necessary to fund the future exploration and development of the Hycroft Mine and will continue to explore other strategic initiatives to enhance stockholder value.

Historically, the Company has been dependent on various forms of debt and equity financing to fund its business. While the Company has been successful in the past raising funds through equity and debt financings, no assurance can be given that additional financing will be available to it in amounts sufficient to meet the Company's needs or on terms acceptable to the Company. In the event that funds are not available, the Company may be required to materially change its business plan.

Use of estimates

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions that affect amounts reported in these consolidated financial statements and accompanying notes. The more significant areas requiring the use of management estimates and assumptions relate to: the useful lives of long-lived assets; estimates of mineral resources; estimates of life-of-mine production timing, volumes, costs, and prices; future mining and future processing plans; environmental reclamation and closure costs and timing; deferred taxes and related valuation allowances; estimates of the fair value of liability classified warrants; and estimates of fair value for long-lived assets and financial instruments. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable at the time the estimate is made. Actual results may differ from amounts estimated in these consolidated financial statements, and such differences could be material. Accordingly, amounts presented in these consolidated financial statements are not indicative of results that may be expected for future periods.

Reclassification of prior year presentation

During the year ended December 31, 2022, the Company completed processing of gold and silver ore previously placed on leach pads prior to ceasing mining operations in November 2021. As a result, the Company did not generate *Revenues* or incur *Cost of sales* during the year ended December 31, 2023. Accordingly, effective January 1, 2023, the Company began reporting amounts for *Mine site period costs* and *Depreciation and amortization* as *Operating expenses* as this presentation aligns with the manner in which the business is currently viewed and managed while the Company conducts activities for developing the Hycroft Mine and recommencing mining operations.

On November 14, 2023, the Company effectuated a reverse stock split with a ratio of 1-for-10. All share and per share information has been retroactively adjusted to give effect to the reverse stock split for all periods presented. The shares of Common Stock retained a par value of $ 0.0001 per share. The total number of authorized shares of Common Stock and preferred stock will not be reduced and remain at 1,400,000,000 and 10,000,000 shares, respectively.

Cash and cash equivalents

During 2022, the Company invested in the AAAm rated U.S. Government Money Market Funds that are readily convertible to cash and, as such, the Company has included them in *Cash and cash equivalents*. As of December 31, 2023, cash consisted of the Company's cash and money market fund balances. The Company has not experienced any losses on cash balances and believes that no significant risk of loss exists with respect to its cash.

Supplies inventories, net

Supplies are valued at the lower of average cost or net realizable value. Cost includes applicable taxes and freight. The Company monitors its supplies for turnover and obsolescence and records losses for excess and obsolete inventory, as appropriate.

Accounts receivable

Accounts receivable consists of amounts due from customers for gold and silver sales. The Company evaluates the customers' credit risk, payment history, and financial condition to determine whether an allowance for doubtful accounts is necessary. The Company collected the outstanding *Accounts receivable* balance during the first three months of 2023.

Property, plant, and equipment, net

Expenditures for new facilities and equipment, and expenditures that extend the useful lives or increase the capacity of existing facilities or equipment are capitalized and recorded at cost. Such costs are depreciated using either the straight-line method over the estimated productive lives of such assets or the units-of-production method (when actively operating). For equipment and facilities that are constructed by the Company, interest is capitalized to the cost of the underlying asset while being constructed until such asset is ready for its intended use. See *Note 5 – Property, Plant, and Equipment, Net* for additional information.

Impairment of long-lived assets

The Company's long-lived assets consist of *Note 5 – Property, Plant, and Equipment, Net*. The Company reviews and evaluates its long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Events that may trigger a test for recoverability include, but are not limited to, significant adverse changes to projected *Revenues,* costs, or future expansion plans or changes to federal and state regulations (with which the Company must comply) that may adversely impact the Company's current or future operations. An impairment is determined to exist if the total projected future cash flows on an undiscounted basis are less than the carrying amount of a long-lived asset group. An impairment loss is measured and recorded based on the excess carrying value of the impaired long-lived asset group over fair value.

In estimating future cash flows, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of future cash flows from other asset groups. The Company's estimates of future cash flows and estimates of fair value are based on numerous assumptions and are subject to significant risks and uncertainties. See *Note 5 – Property, Plant, and Equipment, Net* for additional information.

During the year ended December 31, 2023, the Company determined a triggering event had occurred as the Company does not expect to have significant revenue or cash flows from operations for the foreseeable future. In addition, the 2023 Hycroft TRS does not include estimates of mineral reserves. As a result, the Company does not have a basis for projecting future cash flows on an undiscounted basis. The Company used a market-based approach for determining fair value based on sales transactions of comparable assets. Because the Company's estimated fair value of long-lived assets held and used exceeded their carrying value, the Company determined no impairment of long-lived assets was necessary at December 31, 2023.

During the year ended December 31, 2022, the Company determined a triggering event had occurred as the Company completed processing of gold and silver ore previously placed on leach pads prior to ceasing mining operations and, as such, the Company does not expect to have significant revenue or cash flows from operations during 2023. In addition, the 2023 Hycroft TRS does not include estimates of mineral reserves. As a result, the Company does not have a basis for projecting future cash flows on an undiscounted basis. The Company used a market-based approach for determining fair value based on sales transactions of comparable assets. Because the Company's estimated fair value of long-lived assets held and used exceeded their carrying value, the Company determined no impairment of long-lived assets was necessary at December 31, 2022.

Restricted cash

The *Restricted cash* balance is primarily held as collateral for surety bonds that the Company uses to fulfill financial assurance obligations related to reclamation activity (see *Note 8 – Asset Retirement Obligation* for further detail). Additionally, interest received on cash collateral balances is restricted as to its use and is included as an increase to *Restricted cash* with a corresponding recognition of *Interest income* when earned. Restricted cash is excluded from cash and is listed separately on the Consolidated Balance Sheets. As of December 31, 2023 and December 31, 2022, the Company held $ 26.3 million and $ 34.0 million in *Restricted cash*, respectively. See *Note 6 – Restricted Cash* for additional information.

Assets held for sale

The Company classifies long-lived assets or disposal groups to be sold as held for sale in the period in which all of the following criteria are met: (i) management, having the authority to approve the action, commits to a plan to sell the asset or disposal group; (ii) the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets or disposal groups; (iii) an active program to locate a buyer and other actions required to complete the plan to sell the asset or disposal group have been initiated; (iv) the sale of the asset or disposal group is probable, and transfer of the asset or disposal group is expected to qualify for recognition as a completed sale within one year, except if events or circumstances beyond our control extend the period of time required to sell the asset or disposal group beyond one year; (v) the asset or disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

The Company initially measures a long-lived asset or disposal group that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset or disposal group until the date of sale. The Company assesses the fair value of a long-lived asset or disposal group less any costs to sell each reporting period it remains classified as held for sale and report any subsequent changes as an adjustment to the carrying value of the asset or disposal group, as long as the new carrying value does not exceed the carrying value of the asset at the time it was initially classified as held for sale.

Upon determining that a long-lived asset or disposal group meets the criteria to be classified as held for sale, the Company ceases depreciation and reports long-lived assets and/or the assets and liabilities of the disposal group as *Assets held for sale*, in our Consolidated Balance Sheets.

Asset retirement obligation

The Company's mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. The Company's *Asset retirement obligation* ("ARO"), associated with long-lived assets are those for which there is a legal obligation to settle under existing law, statute, written or oral contract, or by legal construction. The Company's ARO relates to the Hycroft Mine and was recognized as a liability at fair value in the period incurred. An ARO, which is initially estimated based on discounted cash flow estimates, is accreted to full value over time using the expected timing of future payments through charges to *Accretion* in the Consolidated Statements of Operations. As the Company's 2023 Hycroft TRS did not include mineral reserves, the Company's policy is to expense all asset retirement costs as incurred. In addition, once the Company establishes mineral reserves, asset retirement costs will be capitalized as part of the related asset's carrying value and depreciated on a straight-line method or units-of-production basis over the related long-lived asset's useful life. The Company's ARO is adjusted annually, or more frequently if necessary, to reflect changes in the estimated present value resulting from revisions to the timing or amount of reclamation and closure costs. Estimated mine reclamation and closure costs may increase or decrease significantly in the future as a result of changes in regulations, mine plans, cost estimates, or other factors.

Contract liabilities

The Company's *Contract liabilities* consist of deposits received toward the purchase of *Assets held for sale.* The Company records the deposits as *Contract liabilities* until: (i) risk of loss and title to the equipment is transferred to the buyer and the sale is considered complete; (ii) there are no remaining performance obligations, and substantially all of the consideration received is non-refundable; or (iii) the contract has been terminated, and the consideration received from the customer is nonrefundable.

Deferred gain on sale of royalty

The Company's *Deferred gain on sale of royalty* is carried at amortized cost with reductions calculated by dividing actual gold and silver production by the estimated total life-of-mine production from mineral reserves. Any updates to mineral reserves or the estimated life-of-mine production profile would result in prospective adjustments to the amortization calculation used to reduce the carrying value of the royalty obligation. Amortization reductions to the *Deferred gain on sale of royalty* are recorded to *Production costs,* which is included in *Cost of sales*. A portion of the Company's *Deferred gain on sale of royalty* was previously classified as current based upon the estimated gold and silver expected to be produced over the next 12 months. The *Deferred gain on sale of royalty* and its embedded features do not meet the requirements for derivative accounting.

Revenue recognition

The Company recognizes revenue for gold and silver sales when it satisfies the performance obligation of transferring finished inventory to the customer, which generally occurs when the refiner notifies the customer that gold has been credited or irrevocably pledged to their account, at which point the customer obtains the ability to direct the use and obtain substantially all of the remaining benefits of ownership of the asset. The transaction amount is determined based on the agreed upon sales prices and the number of ounces delivered. Concurrently, the payment date is agreed upon, which is usually within one week of the sale date. Historically, the majority of sales have been in the form of doré bars, but the Company also sells gold and silver laden carbon and slag, a by-product. During the year ended December 31, 2022, a majority of sales were attributable to the latter. All sales are final.

Projects, exploration, and development

Costs incurred for exploration, development and other project related expenses that do not qualify for capitalization are expensed within *Projects, exploration, and development*, which is included in *Operating expenses* on the Consolidated Statements of Operations. *Projects, exploration, and development* costs include expenditures for: (i) publishing technical studies; (ii) conducting geological studies; (iii) oversight and project management; and (iv) drilling, engineering, and metallurgical activities related to exploration and development.

Mine site period costs

Mine site period costs are costs related to care and maintenance activities at the Hycroft Mine, costs of activities that do not qualify for capitalization to *Production-related inventories* and adjustments to production inventories that are the result of recurring or significant downtime or delays, unusually high levels of repairs, inefficient operations, overuse of processing reagents, inefficient cost-volume structures, or other costs and activities, and cannot be recorded to *Production-related inventories* based on the threshold established by the calculation of the estimated net realizable value per ounce of gold, which incorporates estimated future processing, refining, and selling costs, as well as the value for silver by-product. Effective January

1, 2023, the Company began reporting amounts for *Mine site period costs* as *Operating expenses* as this presentation aligns with the manner in which the business is currently viewed and managed while the Company conducts activities for developing the Hycroft Mine and recommencing mining operations.

The following table summarize the components of *Mine site period costs* (in thousands):

	Year Ended December 31,	
	2023	2022
Production related costs	$ —	$ 13,328
Capitalized depreciation and amortization	—	392
Total	$ —	$ 13,720
Operating expense related costs	$ 11,886	$ —

Stock-based compensation

Stock-based compensation costs for non-employee directors and eligible employees are measured at fair value on the date of grant. *Stock-based compensation* costs are charged to *General and administrative* on the Consolidated Statements of Operations over the requisite service period. The fair value of awards is determined using the stock price on either the date of grant (if subject only to service conditions) or the date that the Compensation Committee of the Board of Directors establishes applicable performance targets (if subject to performance conditions). The Company records forfeitures as they occur. See *Note 17 – Stock-Based Compensation* for additional information.

Fair value measurements

The Financial Accounting Standards Board's (the "FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements*, defines fair value and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis;

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Certain financial instruments, including *Cash*, *Restricted cash*, *Accounts receivable*, *Prepaids and other, net*, and *Accounts payable and accrued expenses,* are carried at cost, which approximates their fair value due to the short-term nature of these instruments. See *Note 21 – Fair Value Measurements* for additional information.

Warrants

Warrant liabilities

The Company accounts for certain warrants to purchase shares of the Company's common stock that were issued to the special purpose acquisition company ("SPAC") sponsor and/or underwriter in a private placement and/or pursuant to a forward purchase contract (the "5-Year Private Warrants") that are not indexed to the Company's own stock as *Warrant liabilities* at fair value on the Consolidated Balance Sheets. These warrants are subject to remeasurement at each balance sheet date and any change in fair value is recognized as a component of *Other expenses* on the Consolidated Statements of Operations. The Company will continue to adjust the liability for changes in fair value until the earlier of the (i) exercise or expiration of the 5-Year Private Warrants or (ii) the transfer of any 5-Year Private Warrants to any person who is not a permitted transferee, at which time the warrant liability will be reclassified to *Additional paid-in capital* on the Consolidated Balance Sheets with no subsequent remeasurement of the fair value.

Equity classified warrants

Warrants that are considered indexed to the Company's own stock, which are not required to be recorded as a liability, are measured at fair value at the date of issuance and included in *Additional paid-in capital* on the Consolidated Balance Sheets and do not require subsequent remeasurement of the fair value.

Income taxes

The Company accounts for income taxes using the liability method, recognizing certain temporary differences between the financial reporting basis of the Company's liabilities and assets and the related income tax basis for such liabilities and assets. This method generates either a net deferred income tax liability or asset for the Company, as measured by the statutory tax rates in effect at the anticipated time of reversal. The Company derives its deferred income tax provision or benefit by recording the change in either the net deferred income tax liability or asset balance for the year. See *Note 18 – Income Taxes* for additional information.

The Company's deferred income tax assets include certain future tax benefits. The Company records a valuation allowance against any portion of those deferred income tax assets when it believes, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized. Evidence evaluated includes past operating results, forecasted earnings, estimated future taxable income, and prudent and feasible tax planning strategies. The assumptions utilized in determining future taxable income require significant judgment and are consistent with the plans and estimates used to manage the underlying business.

As necessary, the Company also provides reserves against the benefits of uncertain tax positions taken on its tax filings. The necessity for and amount of a reserve is established by determining, based on the weight of available evidence, the amount of benefit that is more likely than not to be sustained upon audit for each uncertain tax position. The difference, if any, between the full benefit recorded on the tax return and the amount more likely than not to be sustained is recorded as a liability on the Company's Consolidated Balance Sheets unless the additional tax expense that would result from the disallowance of the tax position can be offset by a net operating loss, a similar tax loss, or a tax credit carryforward. In that case, the reserve is recorded as a reduction to the deferred tax asset associated with the applicable net operating loss, similar tax loss, or tax credit carryforward.

Recently adopted accounting pronouncements

In June 2016, the FASB issued ASU No. 2016-13, Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 changes the way entities measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. For emerging growth companies, the new guidance is effective for annual periods beginning after January 1, 2023. The Company adopted ASU 2016-13 as of January 1, 2023, with no material impact on its Financial Statements or the related disclosures, as all outstanding Accounts receivable have been collected.

In April 2019, the FASB issued ASU No. 2019-04, Codification Improvements to Topic 326, Financial Instruments—Credit Losses; Topic 815, Derivatives and Hedging; and Topic 825, Financial Instruments ("ASU 2019-04"). ASU 2019-04 clarifies certain aspects of accounting for credit losses, hedging activities, and financial instruments. For emerging growth companies, the new guidance is effective for annual periods beginning after January 1, 2023. The Company adopted ASU 2019-04 as of January 1, 2023, with no impact on its Financial Statements or the related disclosures, as all outstanding *Accounts receivable* have been collected, and as such, there is no need to assess allowance for doubtful accounts.

In March 2020, the FASB issued authoritative guidance which provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. The amendments apply only to contracts, hedging relationships, and other transactions that reference the London Interbank Offered Rate ("LIBOR") or another reference rate expected to be discontinued because of reference rate reform and was effective for all entities upon issuance on March 12, 2020, through December 31, 2022. ASU 2022-06, Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848, defers the expiration date of Topic 848 to December 31, 2024 to realign with the revised cessation date for LIBOR. The guidance permits a company to elect certain optional expedients and exceptions when affected by the changes in reference rate reform. As of July 1, 2023, the Company amended the Second Amended and Restated Credit Agreement, dated as of March 30, 2022, by and between the Company and Sprott Private Resource Lending II (Collector), LP, Sprott Resource Lending Corp., and certain subsidiaries of the Company as guarantors ("Second A&R Agreement"), to replace LIBOR with the Secured Overnight Financing Rate ("SOFR") by entering into the Second Amendment to Second A&R Agreement ("Second Amendment to Second A&R Agreement"). The Company has elected to adopt the optional expedients, which allow for the update from LIBOR to SOFR in the Second A&R Agreement to be accounted for as a modification rather than an extinguishment. The Company does not expect any further impact to the Financial Statements as the Second A&R Agreement is the only debt instrument that references LIBOR.

Accounting pronouncements not yet adopted

In March 2022, the FASB issued ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities to Contractual Sale Restrictions ("ASU 2022-03"). For emerging growth companies, the new guidance is effective for annual periods beginning after December 15, 2023. The Company is currently evaluating the impact that adopting this update will have on its financial statement disclosures.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280)—Improvements to Reportable Segment Disclosures. The ASU requires that an entity disclose significant segment expenses impacting profit and loss that are regularly provided to the chief operating decision maker. The update is required to be applied retrospectively to prior periods presented, based on the significant segment expense categories identified and disclosed in the period of adoption. The amendments in this ASU are required to be adopted for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that adopting this update will have on its financial statement disclosures.

3. Prepaids and Deposits

The following table provides the components of *Prepaids and deposits* (in thousands):

	Year Ended December 31,	
	2023	2022
Current prepaids and deposits:		
Prepaids:		
Insurance	$ 1,631	$ 1,221
Mining claims	400	400
Permitting fees	95	95
Surety bond fees	643	446
License fees	280	287
Other	73	154
Deposits	204	238
Total current prepaids and deposits	$ 3,326	$ 2,840
Non-current prepaids:		
Insurance	$ 947	$ —
Royalty – advance payment on Crofoot Royalty	600	600
Total non-current prepaids	$ 1,547	$ 600

Royalty – advance payment

As of December 31, 2023 and 2022, royalty-advance payments included annual advance payments for a portion of the Hycroft Mine that is subject to a mining lease requiring a 4 % net profit royalty be paid to the previous owners of certain patented and unpatented mining claims. See *Note 24 – Commitments and Contingencies* for further detail.

Insurance – non-current

During the year ended December 31, 2023, the Company purchased directors and officers insurance that extends coverage through September 2025.

4. Supplies Inventories, Net

At December 31, 2023 and December 31, 2022, *Supplies inventories, net* was $ 1.8 million and $ 2.8 million, respectively. The Company maintains inventory reserves to account for potential losses due to inventory obsolescence, damage, or other factors that could affect the value of its inventory. As of December 31, 2023 and December 31, 2022, the Company recognized a *Write-down of supplies inventories* on the Consolidated Statement of Operations of $ 0.5 million and $ 1.1 million, respectively, for obsolete and slow moving supplies inventories .

5. Property, Plant, and Equipment, Net

The following table provides the components of *Property, plant, and equipment, net* (in thousands):

	Depreciation Life or Method	Year Ended December 31, 2023	2022
Production leach pads	Units-of-production	$ 11,190	$ 11,190
Test leach pads	18 months	6,241	6,241
Process equipment	5 - 15 years	17,556	17,302
Buildings and leasehold improvements	10 years	9,419	9,280
Mine equipment	5 - 7 years	4,732	4,872
Vehicles	3 - 5 years	1,700	1,578
Furniture and office equipment	7 years	713	370
Mineral properties	Units-of-production	50	—
Construction in progress and other		35,504	35,721
		87,105	86,554
Less, accumulated depreciation and amortization		(34,014)	(31,722)
Total		$ 53,091	$ 54,832

Depreciation expense related to *Property, plant, and equipment, net* was $ 2.8 million and $ 3.4 million for the years ended December 31, 2023 and December 31, 2022, respectively.

Leach pads

The Company has historically recorded depreciation on its test leach pads over the test pads' estimated remaining useful life. An estimated useful life of 18 months was based upon the expectation of when the tests would be completed. During the year ended December 31, 2022, the Company's test leach pads were fully depreciated.

Construction in progress and other

The primary project included in construction in progress at December 31, 2023 and December 31, 2022, was construction of a new larger leach pad. Construction on this project commenced in 2020 and continued until February 2021 when it was temporarily suspended. The incurred construction costs for the new, larger leach pad were $ 32.9 million since commencing construction in 2020.

6. Restricted Cash

The following table provides the components of *Restricted cash* (in thousands):

	Year Ended December 31, 2023	2022
Reclamation and other surety bond cash collateral	$ 26,287	$ 33,929
Credit card collateral	53	53
Total	$ 26,340	$ 33,982

As of both December 31, 2023 and December 31, 2022, the Company's surface management surety bonds totaled $ 58.7 million. In both periods, $ 58.3 million secured the financial assurance requirements for the Hycroft Mine. The remaining portion is related to the financial assurance requirements for the adjacent water supply well field and exploration. Events or circumstances that would necessitate the guarantor's performance include a deteriorating financial condition or a breach of contract. Periodically, the Company may need to provide collateral to support these instruments. When the specified requirements are met, the party holding the related instrument cancels and/or returns it to the issuing entity. The Company is confident that it currently complies with all relevant bonding obligations and will be able to meet future bonding requirements through existing methods or alternative solutions as they arise.

In the fourth quarter of 2023, the Company released $ 9.1 million from its surety bond cash collateral.

The financial assurance requirement for the adjacent water supply well field and exploration within the project boundary was reduced to $ 0.4 million during the second quarter of 2022. This reduction was achieved by canceling a $ 1.0 million surety bond and replacing it with a $ 0.4 million increase to an existing surety bond. The $ 1.0 million surety bond was collateralized with $ 0.3 million cash which, upon cancellation, was returned to the Company. The $ 0.4 million increase to the existing surety bond was achieved without additional cash collateral.

During the years ended December 31, 2023 and December 31, 2022, the Company earned $ 1.6 million and $ 0.4 million of *Interest income* on its *Restricted cash* . Interest received on cash collateral balances is restricted as to its use and is included as an increase to *Restricted cash* with a corresponding recognition of *Interest income* when earned.

7. Assets Held For Sale

As of December 31, 2023 and December 31, 2022, the Company's *Assets held for sale* was comprised of equipment not-in-use of $ 7.1 million.

In August 2022, the Company entered into an Equipment Purchase Agreement to sell one ball mill and one semi-autogenous ("SAG") mill for consideration of $ 12.0 million. The Company amended the Equipment Purchase Agreement in December 2022 to include one sub-station transformer (collectively, "Equipment") for an additional amount of $ 1.6 million for a total amended agreement amount of $ 13.6 million of which the Company has received payments totaling $ 1.1 million through year end 2022. Under the terms of the agreement, the final payment was due December 31, 2022, and the buyer was permitted to extend the payment for all or any portion of the final payment of $ 12.5 million up to and including June 30, 2023 provided that the buyer paid the Company interest at a rate of 5 % per annum on any outstanding balance for the ball mill and SAG mill from January 1, 2023, through March 31, 2023, and 7.5 % per annum on any outstanding balance from April 1, 2023, until June 30, 2023. As such, the Company received required, monthly interest payments totaling $ 0.8 million and Nil for the years ended December 31, 2023 and December 31, 2022, respectively. The buyer has never been delinquent in making principal or interest payments. In addition, the agreement requires the buyer to reimburse the Company for certain holding costs related to the Equipment. These costs are recorded as an offset to the expense included in the Consolidated Statement of Operations.

The Equipment Purchase Agreement was subsequently amended three additional times in 2023 (January 27, 2023, May 15, 2023, and December 29, 2023) and the final payment period was extended up to and including June 30, 2024. Together the original agreement and the four amendments make up the entire agreement and allows for the sale of some or all of the Equipment to third parties and for the buyer to terminate all or a portion of the Equipment Purchase Agreement and the Company received non-refundable deposit payments totaling $ 0.5 million in the year ended December 31, 2023, for a total of $ 1.6 million received to date. As of December 31, 2023, the outstanding balance related to the Equipment Purchase Agreement was $ 12.1 million. Effective March 1, 2024, the buyer terminated a portion of the agreement. See *Note 26 – Subsequent Events* for additional information.

As of December 31, 2023, the remaining *Assets held for sale* that are not included in the Equipment Purchase Agreement discussed above are being marketed for sale. The Company has received interest from potential purchasers. It is the Company's intention to sell these assets within the upcoming year.

A summary of the Company's completed sales of equipment included in *Assets held for sale* during the year ended December 31, 2022:

- In February 2022, the Company completed the sale of a regrind mill for gross proceeds of $ 1.3 million.
- In August 2022, the Company completed the sale of the mine equipment for gross proceeds of $ 0.1 million.
- In December 2022, the Company completed the sale of the dual pinion ball mill and related assets for gross proceeds of $ 6.3 million, reduced by a commissions expense calculated as 17.5 % of total gross proceeds less certain other selling expenses.

As of December 31, 2023, the Company still held title to and risk of loss of the one ball mill, one SAG mill, and one sub-station transformer and, as such, all payments received toward the purchase of these assets have been included in *Contract liabilities.* See *Note 11 – Contract Liabilities* below for additional information.

As of December 31, 2023 and 2022, the Company estimated the fair value of the *Assets held for sale* and determined that the fair value estimate exceeded the carrying value and as such no impairment loss was recorded.

8. Asset Retirement Obligation

The following table summarizes changes in the Company's Asset Retirement Obligation ("ARO") (in thousands):

	Year Ended December 31,	
	2023	2022
Balance, beginning of period	$ 10,302	$ 5,193
Accretion	1,087	408
Liabilities reduced	(529)	—
	10,860	5,601
Changes in estimates	(2,887)	4,701
Total, end of period	$ 7,973	$ 10,302
Current	$ 3,172	$ —
Non-current	$ 4,801	$ 10,302

During the years ended December 31, 2023 and 2022, the Company recorded a change in estimate to the ARO of a $ 2.9 million reduction and $ 4.7 million increase, respectively.

The change in estimate during the year ended December 31, 2023, reflected a net decrease in estimate attributable to the completion of part of the Crofoot leach pad re-sloping and the change in timing of water treatment Phases 2 and 3, and evaporation over a three-year period at the end of the mine life, partly offset by increased labor and equipment costs. In accordance with the change in estimate, the Company recorded a reduction in expense of $ 2.9 million as the Company does not have mineral reserves, and accordingly, all costs are expensed until such time that it declares mineral reserves. The change in estimate during the year ended December 31, 2022, was due to updated assumptions regarding cost estimate, regulatory changes requiring additional sloping, and timing of costs for reclamation activities associated with the Crofoot leach pad. In accordance with the change in estimate, the Company recorded an expense of $ 4.7 million as the Company does not have mineral reserves and accordingly all costs are expensed until such time that it declares mineral reserves.

The Company estimates that reclamation expenditures will be made in 2024 and that reclamation work will be completed by the end of 2065.

Any underestimate or unanticipated reclamation costs or any changes in governmental reclamation requirements could require us to record or incur additional reclamation costs.

9. Debt, Net

The following table summarizes the components of *Debt, net* (in thousands):

	Year Ended December 31,	
	2023	2022
Debt, net, current:		
Sprott Credit Agreement, including $ 2.2 million additional interest	$ 2,200	$ 2,200
Note payable	130	128
Total	$ 2,330	$ 2,328
Debt, net, non-current:		
Sprott Credit Agreement, including $ 1.1 million additional interest and net of original issue discount ($ 10.5 million, net)	$ 42,530	$ 42,503
Subordinated Notes	101,639	92,080
Note payable	76	205
Less, debt issuance costs	(1,628)	(2,098)
Total	$ 142,617	$ 132,690

HYCROFT MINING HOLDING CORPORATION
Notes to Consolidated Financial Statements

The following table summarizes the Company's contractual payments of *Debt, net*, including current maturities, for the five years subsequent to December 31, 2023 (in thousands):

2024	$	2,329
2025		1,154
2026		22
2027		151,329
2028		—
Total		154,834
Less, original issue discount, net of accumulated amortization ($ 11.9 million)		(8,259)
Less, debt issuance costs, net of accumulated amortization ($ 3.3 million)		(1,628)
Total debt, net	$	144,947

Interest expense

The following table summarizes the components of recorded *Interest expense* (in thousands):

	Year Ended December 31,			
	2023		2022	
Sprott Credit Agreement [(1)]	$	6,206	$	5,310
Subordinated Notes[(2)]		9,565		9,620
Amortization of original issue discount		2,227		2,840
Amortization of debt issuance costs[(3)]		463		689
Other interest expense		6		22
Total	$	18,467	$	18,481

(1) As of both December 31, 2023 and 2022, the Amended and Restated Credit Agreement (the "Sprott Credit Agreement") bears interest monthly at a floating rate not less than 8.5 % and the current effective interest rate was 14.4 %.

(2) The 10 % Senior Secured Notes ("Subordinated Notes") bear interest at 10.0 % per annum (non-cash), payable in-kind on a quarterly basis.

(3) As of both December 31, 2023 and 2022, the effective interest rate for the amortization of the discount and issuance costs was 1.6 %.

The Company capitalizes interest to *Property, plant, and equipment, net* for construction projects in accordance with ASC Topic 835, *Interest*. *Interest expense* incurred under the Subordinated Notes is payable-in-kind. In May 2021, the Company began paying cash for interest expense incurred under the Sprott Credit Agreement. Prior to May 2021, interest expense incurred under the Sprott Credit Agreement was payable-in-kind.

Debt covenants

The Company's debt agreements contain representations and warranties, events of default, restrictions and limitations, reporting requirements, and covenants that are customary for agreements of these types.

On February 28, 2022, the Company entered into the February 2022 Waiver and Amendment with Sprott Private Resource Lending II (Collector) and LP (the "Lender"). Pursuant to the February 2022 Waiver and Amendment, the Lender: (i) waived the Company's obligation under the Sprott Credit Agreement (as then amended in 2020) to maintain at least $ 9.0 million of Unrestricted Cash on the last day of each calendar month during the period ending May 10, 2022 (the "Waiver Period"), provided that, the Company maintained at least $ 7.5 million of Unrestricted Cash on the last day of February 2022 and at least $ 9.0 million on the last day of each month thereafter during the Waiver Period; (ii) waived all obligations of the Company to prepay the facility with the net cash proceeds of any Mill Asset Sales (as defined in the February 2022 Waiver and Amendment) until the earlier of: (a) the date on which the Company completes a private placement or other offering or issuance of its equity securities (the "Offering Date"); and (b) March 31, 2022; and (iii) extended the payment due date for the additional February interest payment and the February principal payment until the earlier of: (a) the Offering Date; and (b) March 31, 2022. Further, pursuant to the February 2022 Waiver and Amendment, any failure by the Company to comply with the terms of the preceding sentence would constitute an immediate Event of Default under the Credit Agreement.

As of December 31, 2023, the Company was in compliance with all financial covenants under its debt agreements.

Sprott Credit Agreement

On October 4, 2019, the Company, as borrower, certain subsidiaries of the Company, as guarantors, and the Lender, as arranger, executed a secured multi-advance term credit facility pursuant to which Lender committed to make, subject to certain conditions set forth therein, term loans in an aggregate principal amount up to $ 110.0 million. On May 29, 2020, the Company entered into the Sprott Credit Agreement to update the conditions precedent and effect certain other changes to conform to the details of the business combination. On May 29, 2020, at the consummation of the business combination transaction (the "Recapitalization Transaction"), the Company borrowed $ 70.0 million under the Sprott Credit Agreement, which was equal to the amount available under the first and second tranches, and issued to Lender 49,663 shares of common stock, which was equal to 1.0 % of the Company's post-closing shares of common stock outstanding. The Company paid an original issuance discount equal to 2.0 % ($ 1.4 million) of the amount borrowed.

Advances under the Sprott Credit Agreement bear interest monthly at a floating rate equal to 7.0 % plus the greater of (i) U.S. Dollar three-month LIBOR and (ii) 1.5 %, per annum, accruing daily and compounded monthly. For each three-month period commencing on February 28, 2021, and ending on the maturity date, the Company shall pay Lender additional interest on the last business day of such three-month period, calculated according to a formula set forth in the Sprott Credit Agreement and currently equal to $ 0.5 million per quarter ($ 9.3 million in total over the life of the Sprott Credit Agreement). Upon a prepayment of the entire Sprott Credit Agreement, all remaining additional interest payments and all remaining and yet unpaid additional interest must be prepaid as well.

The Company was required to make principal repayments beginning on August 31, 2021, and on the last business day every three months thereafter. The first four principal repayments are equal to 2.5 % of the outstanding principal amount of the Sprott Credit Agreement on May 31, 2021 (including all capitalized interest thereon, if any, but excluding the principal repayment then due). All subsequent principal repayments are equal to 7.5 % of the outstanding principal amount of the Sprott Credit Agreement on May 31, 2021 (including all capitalized interest thereon, if any, but excluding the principal repayment then due). The Company is required to make prepayments of its outstanding principal balance equal to 50 % or 100 % of the proceeds received as outlined in the Sprott Credit Agreement. The Company reviewed the features of the Sprott Credit Agreement for embedded derivatives and determined no such instruments exist.

Second Amendment to Sprott Credit Agreement

On March 30, 2022, the Company and Lender under the Sprott Credit Agreement entered into the Second Amended and Restated Credit Agreement ("Second A&R Agreement"), which: (i) extended the maturity date for all of the loans and other principal obligations under the Sprott Credit Facility by two years , to May 31, 2027; (ii) provided for the Company to prepay principal under the facility in the amount of $ 10.0 million promptly upon the Company's receipt of cash proceeds from the Private Placement Offering with American Multi-Cinema, Inc. ("AMC") and 2176423 Ontario Limited (the "Initial Equity Proceeds Prepayment"); (iii) provided for the Company to prepay principal under the Sprott Credit Facility in the amount of $ 13.9 million (representing 10 % of the subsequent issuance of its equity interests consummated on or prior to March 31, 2022) (the "Subsequent Equity Proceeds Prepayments"); and (iv) eliminated the prepayment premiums otherwise payable with respect to the Initial Equity Proceeds Prepayment, the Subsequent Equity Proceeds Prepayments and all future prepayments of principal under the Sprott Credit Facility. In addition, the Company's obligations: (i) to prepay principal with proceeds of asset sales will be credited/offset by the aggregate amount of Initial Equity Proceeds Prepayment and the Subsequent Equity Proceeds Prepayments ($ 23.9 million); and (ii) to maintain a minimum amount of Unrestricted Cash (as defined in the Second A&R Agreement) was increased to $ 15.0 million. The Company: (i) paid the previously deferred additional interest of $ 0.5 million; (ii) made the Initial Equity Proceeds Prepayment of $ 10.0 million and paid in-kind a $ 3.3 million fee in connection with the modification and capitalized it to principal on March 16, 2022; and (iii) made the Subsequent Equity Proceeds Prepayment of $ 13.9 million on March 30, 2022. The Company accounted for the Second A&R Agreement as a debt modification as the Second A&R Agreement did not result in debt that was substantially different.

In addition, the Company prepaid principal of $ 1.1 million for the Sprott Credit Agreement in November 2022.

Subordinated Notes

In connection with the business combination and pursuant to a 1.25 Lien Exchange Agreement, on May 29, 2020, the Company assumed $ 80.0 million in aggregate principal amount of Seller's 1.25 Lien Notes that were exchanged as part of the Recapitalization Transaction. The Subordinated Notes are secured and subordinate in priority to the obligations under the Sprott Credit Agreement. The Subordinated Notes bear interest at a rate of 10.0 % per annum, payable in-kind on a quarterly basis. The principal on the new Subordinated Notes is due December 1, 2025.

On November 28, 2022, the Company entered into a Note Purchase and Sale Agreement (the "Highbridge Agreement") with Highbridge MSF International Ltd. ("Highbridge") whereby the Company agreed to purchase and Highbridge agreed to sell, $ 11.1 million (including $ 0.2 million in accrued unpaid interest) of Subordinated Notes. The purchase of the Subordinated Notes was completed in two transactions: (i) cash consideration of $ 5.6 million; and (ii) the issuance of 50,000 shares of common stock with a grant date fair value of $ 0.4 million. In addition, the Company paid $ 0.1 million in legal fees related to the Highbridge Agreement. As a result of the Highbridge Agreement, the Company recorded a *Gain on extinguishment of debt* of $ 5.0 million which represented the difference between the carrying value of the Subordinated Notes of $ 11.1 million and the total consideration paid, including legal fees, of $ 6.1 million. The purchase of the Subordinated Notes represented a discount of approximately 42 % to the face value of the debt.

Amendment to the 10 % Senior Secured Notes and Note Exchange Agreement

On March 14, 2022, the Company entered into an amendment to the 10 % Senior Secured Notes and Note Exchange Agreement (the "Note Amendment"), with: (i) certain direct and indirect subsidiaries of the Company as Guarantors; (ii) holders of the Subordinated Notes, including certain funds affiliated with, or managed by, Mudrick Capital Management, L.P. ("Mudrick"), Whitebox Advisors, LLC, Highbridge Capital Management, LLC, and Aristeia Capital, LLC (collectively, the "Amending Holders"); and (iii) Wilmington Trust, National Association, in its capacity as collateral agent. The Note Amendment amends the Note Exchange Agreement dated as of January 13, 2020 (the "Note Exchange Agreement"), and the Subordinated Notes issued thereunder in order to extend the maturity date of the Subordinated Notes from December 1, 2025 to December 1, 2027. The Note Amendment also removed the requirements that a holder receive the consent of the Company and the other holders in order to transfer any Subordinated Note. The Amending Holders constituted all of the holders of the Subordinated Notes. The Note Amendment became effective upon the closing of a private placement upon receipt of $ 55.9 million gross cash proceeds (before deduction of fees and expenses). The Company accounted for the Note Amendment as a debt modification as the Note Amendment did not result in debt that was substantially different. The Company incurred a $ 1.8 million liability management fee attributable to the completion of the Note Amendment. As the Note Amendment was accounted for as a debt modification, the $ 1.8 million paid to a third-party was charged to *General and administrative.*

2023 Waiver and Amendment

On March 9, 2023, the Company entered into a letter agreement (the "2023 Waiver and Amendment"), by and between the Company, the Lender, and Sprott Private Resource Lending II (Co) Inc. ("SPRL II" and together with the Lender, the "Sprott Parties"). Pursuant to the terms of the Sprott Credit Agreement, the Company agreed that while any indebtedness is outstanding under the Sprott Credit Agreement or while the credit facility under the Sprott Credit Agreement remains available to the Company, the Company and guarantors under the Sprott Credit Agreement would not undertake certain corporate actions without the Lender's prior written consent.

As of January 5, 2024, the Company voluntarily pre-paid $ 34.7 million of the first lien loan, along with $ 3.3 million for the additional interest balance, totaling $ 38.0 million. See *Note 26 – Subsequent Events* for additional information.

10. Accounts Payable and Accrued Expenses

As of December 31, 2023 and December 31, 2022, *Accounts payable and accrued expenses* was $ 1.6 million and $ 5.6 million, respectively.

During the year ended December 31, 2021, the Company recorded a loss of $ 2.1 million in the Statement of Operations related to a firm purchase commitment for crusher liners under consignment over a period of three years , commencing in August 2020. This loss represented the unfulfilled commitment obligation outstanding as of the date the Company terminated the agreement and that loss was initially recognized in *Accounts payable and accrued expenses*.

During the year ended December 31, 2023, the Company reached a settlement agreement with the vendor, whereby the Company agreed to pay $ 1.0 million to the vendor and in return, the vendor agreed to release the Company from any future obligations. As a result, the Company recorded a *Gain on settlement of accrued liability* of $ 1.2 million during the year ended December 31, 2023.

11. Contract Liabilities

As of December 31, 2023 and December 31, 2022, the Company's *Contract liabilities* was comprised of deposits for equipment not-in-use of $ 1.6 million and $ 1.1 million, respectively. These deposits were received in accordance with the amended sales agreement for one SAG mill, one ball mill, and one sub-station transformer. In accordance with Topic 606, *Revenue from Contracts with Customers* , if the sale does not materialize by the deadline provided in the Agreement (June 30, 2024) and no further extensions are provided, then the contract is over and the nonrefundable deposit payments received will be recognized as *Other income*. See *Note 7 – Assets Held for Sale* for additional details.

12. Other Liabilities

The following table summarizes the components of current and non-current portions of *Other liabilities* (in thousands):

	Year Ended December 31,	
	2023	2022
Other liabilities, current		
Accrued compensation	$ 3,000	$ 2,868
Accrued directors' fees	38	36
Excise tax liability	—	96
Operating lease liability	25	11
Total	$ 3,063	$ 3,011
Other liabilities, non-current		
Operating lease liability	$ 8	$ —

Accrued compensation

Accrued compensation reflects amounts for pay earned but not yet due, amounts for accrued and unused vacation pay, and accrued incentive compensation.

Excise tax liability

A gold and silver excise tax applied to gross sales proceeds became effective for the Company on July 1, 2021, following the passage of Assembly Bill 495 at the Nevada Legislative Session ended on May 31, 2021. This gold and silver excise tax is a tiered tax, with a highest rate of 1.1% and the first payment was made on April 1, 2022.

The bill does not take into consideration expenses or costs incurred to generate gross proceeds. Therefore, this tax is treated as a gross receipts tax and not as a tax based on income. As a result, the gold and silver excise tax was reported as a component of *Cost of sales* and not as income tax expense. As of December 31, 2023 and 2022, the Company accrued Nil and $ 0.1 million, respectively, related to the annual excise tax.

13. Deferred Gain on Sale of Royalty

On May 29, 2020, the closing date of the Recapitalization Transaction, the Company and Sprott Private Resource Lending II (Co) Inc. (the "Payee") entered into a royalty agreement with respect to the Hycroft Mine (the "Sprott Royalty Agreement") in which Payee paid to the Company cash consideration in the amount of $ 30.0 million, for which the Company granted to Payee a perpetual royalty equal to 1.5 % of the Net Smelter Returns from the Hycroft Mine, payable monthly. Net Smelter Returns for any given month are calculated as Monthly Production multiplied by the Monthly Average Gold Price and the Monthly Average Silver Price, minus Allowable Deductions, as such terms are defined in the Sprott Royalty Agreement. The Company is required to remit royalty payments to the Payee free and clear and without any present or future deduction, withholding, charge or levy on account of taxes, except Excluded Taxes as such term is defined in the Sprott Royalty Agreement.

The Company had the right to repurchase up to 33.3 % (0.5 % of the 1.5 % royalty) of the royalty on each of the first and second anniversaries from May 29, 2020. The Company did not exercise its right to repurchase 0.5 % on the first anniversary and waived its right to repurchase on the second anniversary. The Sprott Royalty Agreement is secured by a first priority lien on certain property of the Hycroft Mine, including: (i) all land and mineral claims, leases, interests, and rights; (ii) water rights, wells, and related infrastructure; and (iii) stockpiles, buildings, structures, and facilities affixed to, or situated on, the Hycroft Mine, which ranks senior to security interests and liens granted pursuant to the Sprott Credit Agreement. In addition to the terms generally described above, the Sprott Royalty Agreement contains other terms and conditions commonly contained in royalty agreements of this nature.

As of December 31, 2023, the Company classified the entire deferred gain from the sale of its royalty as a non-current liability as a result of the cessation of mining operations in November 2021.

During the years ended December 31, 2023 and 2022, the Company made payments under the Sprott Royalty Agreement of $ 0.1 million and $ 0.4 million, respectively, which are included in *Operating expenses* and *Cost of sales*, respectively, on the

Consolidated Statements of Operations.

14. Warrant Liabilities

The following table summarizes the Company's outstanding warrant liabilities (in thousands):

	Balance at December 31, 2022		Fair Value Adjustments[1]		Transfers to 5-Year Public Warrants[2]		Balance at December 31, 2023	
	Warrants	Amount	Warrants	Amount	Warrants	Amount	Warrants	Amount
5-Year Private Warrants	9,126,515	$ 786	—	$ (175)	(8,261,093)	$ (585)	865,422	$ 26

	Balance at December 31, 2021		Fair Value Adjustments[1]		Transfers to 5-Year Public Warrants[2]		Expiration		Balance at December 31, 2022	
	Warrants	Amount	Warrants	Amount	Warrants	Amount	Warrants	Amount	Warrants	Amount
5-Year Private Warrants	9,478,830	$ 664	—	$ 164	(352,315)	$ (42)	—	$ —	9,126,515	$ 786
Seller Warrants	12,721,901	5	—	(5)	—	—	(12,721,901)	—	—	—
Total	22,200,731	$ 669	—	$ 159	(352,315)	$ (42)	(12,721,901)	$ —	9,126,515	$ 786

[1] Liability classified warrants are subject to fair value remeasurement at each balance sheet date in accordance with ASC 815-40, *Contracts on Entity's Own Equity*. As a result, fair value adjustments related exclusively to the Company's liability classified warrants. See *Note 21 – Fair Value Measurements* for further detail on the fair value of the Company's liability classified warrants.

[2] See *Note 15 – Stockholders' Equity*.

The following table summarizes additional information on the Company's outstanding warrants as of December 31, 2023:

	Exercise Price	Exercise Period	Expiration Date	Warrants Outstanding
5-Year Private Warrants	$ 11.50	5 years	May 29, 2025	865,422

Warrant Liabilities

5-Year Private Warrants

The 5-Year Private Warrants cannot be redeemed and can be exercised on a cashless basis if the 5-Year Private Warrants are held by the initial purchasers or their permitted transferees. If the 5-Year Private Warrants are transferred to someone other than the initial purchasers or their permitted transferees (an "Unrelated Third Party"), such warrants become redeemable by the Company under substantially the same terms as the 5-Year Public Warrants. Since the original issue of private warrants, transfers to 5-Year Public Warrants totaled 9,374,578 , including 8,261,093 , 352,315 , and 409,585 during the years ended December 31, 2023, 2022, and 2021, respectively.

Seller Warrants

On August 3, 2022, the Company issued a notice under the Seller Warrant Agreement notifying the holders of its Seller Warrants that the terms of the Seller Warrants were adjusted effective as of August 3, 2022 as a result of the issuance or deemed issuance of additional equity awards under the HYMC 2020 Performance and Incentive Pay Plan to "Restricted Persons" (as defined in the Seller Warrant Agreement) through August 3, 2022, in the aggregate amount of 2,570,602 restricted stock units convertible into shares of common stock and for the prospective issuance of up to 50,000 shares of common stock to participants who may be deemed to be Restricted Persons. These shares of common stock were not prospectively adjusted under the Seller Warrant provisions.

In accordance with the adjustment provisions of the Seller Warrant Agreement: (i) the exercise price of each Seller Warrant was decreased from $ 40.31 per share of common stock to $ 39.90 per share of common stock; (ii) the number of shares of common stock issuable upon exercise of each Seller Warrant was increased from 0.028055 to 0.028347 ; and (iii) as adjusted, the aggregate number of shares of common stock issuable upon full exercise of the 12,721,901 outstanding Seller Warrants was increased from 356,912 to 360,628 shares of common stock.

Pursuant to the terms of the Seller Warrant Agreement, the Seller Warrants expired on October 22, 2022, seven years following the original issuance date. As of their expiration, the Seller Warrants were no longer exercisable or outstanding. See *Note 24 – Commitments and Contingencies* for further details regarding legal proceedings related to the Seller Warrants.

15. Stockholders' Equity

Common stock

As of December 31, 2023, there were 20,736,612 shares of common stock issued and outstanding. Each holder of common stock is entitled to one vote for each share of common stock held by such holder. The holders of common stock are entitled to the payment of dividends and other distributions as may be declared from time to time by the Board of Directors in accordance with applicable law and to receive other distributions from the Company.

On November 14, 2023, the Company effectuated a reverse stock split with a ratio of 1-for-10. The reverse stock split was intended to increase the price per share of the Company's common stock to allow the Company to demonstrate compliance with the $1.00 minimum bid price requirement for continued listing on Nasdaq. All share and per share data have been retroactively adjusted for this reverse split.

Preferred stock

As of December 31, 2023, there were no shares of preferred stock issued and outstanding.

Dividend policy

The Sprott Credit Agreement contains provisions that restrict the Company's ability to pay dividends. For additional information see *Note 9 – Debt, Net*.

Amendment to the Company's Second Amended and Restated Certificate of Incorporation

On March 11, 2022, the Board approved an amendment to the Company's Second Amended and Restated Certificate of Incorporation increasing the number of authorized shares of the Company's common stock by 1,000,000,000 to a total of 1,400,000,000 (the "Certificate of Incorporation Amendment") and directed that the Certificate of Incorporation Amendment be submitted for consideration by the stockholders of the Corporation. On March 15, 2022, AMC, 2176423 Ontario Limited, and entities affiliated with Mudrick, who together constituted the holders of a majority of the issued and outstanding common stock, approved the Certificate of Incorporation Amendment by written consent. The Certificate of Incorporation Amendment became effective upon filing of the Certificate of Incorporation Amendment with the Delaware Secretary of State on April 22, 2022, 20 days after the Company commenced distribution of an Information Statement on Schedule 14C to the stockholders of the Company.

Common Stock

Private placement offering

On March 14, 2022, the Company entered into subscription agreements with AMC and 2176423 Ontario Limited pursuant to which the Company agreed to sell the entities an aggregate of 46,816,480 units at a purchase price per unit of $ 1.193 with each unit consisting of one-tenth share of the Company's common stock (on a post 1-for-10 reverse stock split basis) and one warrant to purchase one-tenth share of Common Stock ("Warrants") and the shares issuable upon exercise of the Warrants (the "Warrant Shares"), providing for a total purchase price of approximately $ 55.9 million. The Warrants have an exercise price of $ 1.068 per Warrant Share and will expire five years after issuance. On March 15, 2022, the Private Placement Offering closed and the Company received gross proceeds of $ 55.9 million before deducting expenses incurred in connection therewith. Net proceeds were $ 53.6 million, after deducting legal and other fees of $ 2.3 million (including a non-cash $ 1.8 million financial advisor fee related to the Private Placement Offering discussed under *Settlement fee* below).

At-the-market offering

On March 15, 2022, the Company implemented an ATM Program by entering into an At Market Issuance Sales Agreement with B. Riley Securities, Inc. ("Sales Agreement"). Under the terms of the Sales Agreement, the Company may from time to time to or through the Agent, acting as sales agent or principal, offer and sell shares of its Class A common stock, par value $ 0.0001 per share, having a gross sales price of up to $ 500.0 million. Shares of common stock sold under the Sales Agreement were issued pursuant to the Company's shelf registration statement on Form S-3 (No. 333-257567) that the SEC declared effective on July 13, 2021, including the prospectus, dated July 13, 2021, and the prospectus supplement, dated March 15,

2022. The Company suspended the ATM Program on March 25, 2022 (while keeping the Sale Agreement in place), and received total gross proceeds, before deducting fees and expenses of the ATM Program, of $ 138.6 million from the sale of 8,955,358 shares of the Company's common stock (on a post 1-for-10 reverse stock split basis). Net proceeds, after deducting commissions and fees of $ 5.0 million were $ 133.5 million.

Beginning on November 17, 2023, the Company again began accessing the ATM Program under the terms of the Sales Agreement, and as of December 31, 2023, sold an additional 523,328 shares of common stock for aggregate gross proceeds of $ 1.1 million, less commissions and offering expenses of $ 0.3 million. As of December 31, 2023, there were $ 360.3 million of common stock available for issuance under the ATM Program.

Stock issuance – other

Settlement fee

In February 2022, the Company engaged the financial advisor to assist with its financing efforts. During March 2022, the Company completed the Private Placement Offering, the ATM Program and entered into the Second A&R Agreement and Note Amendment without assistance from the financial advisor. As the Company completed the aforementioned equity and debt transactions during the engagement period, the Company and the financial advisor agreed to a fee of $ 3.5 million of which 50 % is related to liability management for the Note Amendment and 50 % is attributable to the Private Placement Offering. On July 26, 2022, the Company executed a settlement agreement and the engagement was terminated with no future obligations. The Company agreed to pay $ 1.75 million in cash and issue shares of common stock under a private placement for the remaining $ 1.75 million. The Company issued 171,467 shares of common stock (on a post 1-for-10 reverse stock split basis) on July 28, 2022, and remitted the cash payment on August 1, 2022. The number of shares of common stock issued was determined using the volume weighted average price on the Nasdaq for the ten trading days preceding the effective date of the settlement agreement.

Salary continuation payments

The Company entered into separation agreements with former executives that provide for, among other things, continuation of such former executives' salaries and certain benefits for periods of 12 - 24 months from the dates of separation.

On October 6, 2021, the Company entered into a Waiver and Amendment to the Transition and Succession Agreement and Consulting Agreement with a former employee. The Waiver and Amendment amends the Transition and Succession Agreement and the Consulting Agreement between the Company and the employee, dated July 1, 2020. The Waiver and Amendment terminated the remaining unpaid cash payments to the employee pursuant to the Transition and Succession Agreement and Consulting Agreement in the aggregate amount of $ 0.7 million, in exchange for the issuance of an aggregate of up to 27,500 shares of the Company's common stock (on a post 1-for-10 reverse stock split basis), of which 13,750 shares of common stock were issued on October 8, 2021, and 13,750 shares of common stock were issued on June 30, 2022.

Principal payments on debt and finance leases

The following table provides the components of *Principal payments on debt and finance leases* (in thousands):

	Year Ended December 31,	
	2023	2022
Principal payments on debt	$ (2,200)	$ (32,885)
Principal payments on finance leases	(128)	(125)
Total	$ (2,328)	$ (33,010)

Equity Classified Warrants

The following table summarizes the Company's outstanding equity classified warrants included in *Additional paid-in capital* on the Consolidated Balance Sheets (dollars in thousands):

	Balance at December 31, 2022		Transfers from 5-Year Private Warrants(1)		Balance at December 31, 2023	
	Warrants	Amount	Warrants	Amount	Warrants	Amount
5-Year Public Warrants	25,163,383	$ 28,954	8,261,093	$ 585	33,424,476	$ 29,539
Public Offering Warrants	9,583,334	12,938	—	—	9,583,334	12,938
Private Placement Offering Warrants	46,816,480	25,604	—	—	46,816,480	25,604
Total	81,563,197	$ 67,496	8,261,093	$ 585	89,824,290	$ 68,081

	Balance at December 31, 2021		Warrant Issuances		Transfers from 5-Year Private Warrants(1)		Balance at December 31, 2022	
	Warrants	Amount	Warrants	Amount	Warrants	Amount	Warrants	Amount
5-Year Public Warrants	24,811,068	$ 28,912	—	$ —	352,315	$ 42	25,163,383	$ 28,954
Public Offering Warrants	9,583,334	12,938	—	—	—	—	9,583,334	12,938
Private Placement Offering Warrants	—	—	46,816,480	25,604	—	—	46,816,480	25,604
Total	34,394,402	$ 41,850	46,816,480	$ 25,604	352,315	$ 42	81,563,197	$ 67,496

(1) See *Note 14 – Warrant Liabilities.*

5-Year Public Warrants

Prior to the Recapitalization Transaction, MUDS issued 20,800,000 units, with each unit consisting of one-tenth share of common stock (on a post 1-for-10 reverse stock split basis) and one warrant to purchase one-tenth share of common stock (on a post 1-for-10 reverse stock split basis) at an exercise price of $ 11.50 per share for a period of five years from the May 29, 2020, Recapitalization Transaction (the "IPO Warrants"), and concurrently with the Recapitalization Transaction, the Company issued 3,249,999 warrants upon substantially the same terms as part of a backstop unit offering at an exercise price of $ 11.50 per share for a period of five years from the issuance date (the "Backstop Warrants" and collectively with the IPO Warrants, the "5-Year Public Warrants"). During the years ended December 31, 2023 and 2022, 8,261,093 and 352,315 , respectively, 5-Year Private Warrants were transferred from a 5-Year Private Warrant holder to an Unrelated Third Party, and accordingly, those warrants are now included with the 5-Year Public Warrants. The Company has certain abilities to call the 5-Year Public Warrants if the last reported sale price of common stock equals or exceeds $ 18.00 per share (as adjusted for share splits, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30 -trading day period. As of December 31, 2022, the Company had 25,163,383 5-Year Public Warrants outstanding. The 5-Year Public Warrants (other than the Backstop Warrants) are listed for trading on the Nasdaq under the symbol "HYMCW."

Public Offering Warrants

On October 6, 2020, the Company issued 9,583,334 units in an underwritten public offering at an offering price to of $ 9.00 per unit, with each unit consisting of one-tenth share of common stock (on a post 1-for-10 reverse stock split basis) and one warrant to purchase one-tenth share of common stock at an exercise price of $ 10.50 per share ("Public Offering Warrants"). Of the 9.6 million units issued, 5.0 million units were issued to Restricted Persons, as defined under the Seller Warrant Agreement. After deducting underwriting discounts and commission and offering expenses, the proceeds net of discount and equity issuance costs to the Company were $ 83.1 million. The Public Offering Warrants are immediately exercisable and entitle the holder thereof to purchase one-tenth share of common stock (on a post 1-for-10 reverse stock split basis) at an exercise price of $ 10.50 for a period of five years from the closing date. The shares of common stock and the Public Offering Warrants were separated upon issuance. The Public Offering Warrants are listed for trading on the Nasdaq under the symbol "HYCML."

Private Placement Warrants

Pursuant to the Private Placement Offering, the Company issued 46,816,480 Warrants with an exercise price of $ 1.068 per Warrant Share that expire five years from the date of issuance. The Warrants are deemed freestanding, equity-linked financial instructions that do not require liability classification under ASC Topic 480-10 *Overall Debt* because: (i) they are not mandatorily redeemable shares; (ii) they do not obligate the Company to buy back shares; and (iii) they are not settled in a variable number of shares. As a result, the Company allocated the gross proceeds of $ 55.9 million from the Private Placement Offering between the Warrants and common stock as of the closing date of March 15, 2022. The Company used the Black-Scholes option pricing model to determine the fair value of the Warrants upon the issuance date using the following assumptions:

	As of March 15, 2022
Expected term (years)	5
Risk-free interest rate	2.1 %
Expected volatility	118.4 %
Expected dividend yield	—

The following table summarizes additional information on the Company's outstanding equity-classified warrants as of December 31, 2023:

	Exercise price	Exercise period	Expiration date	Warrants outstanding
5-Year Public Warrants	$ 11.50	5 years	May 29, 2025	33,424,476
Public Offering Warrants	$ 10.50	5 years	October 6, 2025	9,583,334
Private Placement Offering Warrants	$ 1.068	5 years	March 15, 2027	46,816,480

16. Revenues

The table below is a summary of the Company's gold and silver sales (in thousands):

	Year Ended December 31,			
	2023		2022	
	Amount	Ounces Sold	Amount	Ounces Sold
Gold sales	$ —	—	$ 32,249	17,728
Silver sales	—	—	980	44,084
Total	$ —		$ 33,229	

The Company’s gold and silver sales during the year ended December 31, 2023 and 2022, were attributable to the following customers:

	Year Ended December 31,			
	2023		2022	
	Amount	Percentage	Amount	Percentage
Customer A	$ —	N/A	$ 12,159	36.6 %
Customer B	—	N/A	10,997	33.1 %
Customer C	—	N/A	10,073	30.3 %
Total	$ —	N/A	$ 33,229	100.0 %

17. Stock-Based Compensation

Performance and Incentive Pay Plan

The HYMC Performance and Incentive Pay Plan (the “PIPP”) was approved on February 20, 2019 and amended on May 29, 2020 and June 2, 2022. The PIPP is a stock-based and cash-based compensation plan to attract, retain and motivate employees and directors while directly linking incentives to increases in stockholder value. Terms and conditions (including performance-based vesting criteria) of awards granted under the PIPP are approved by the Board of Directors or the Compensation Committee of the Board of Directors, who administer the PIPP. Awards may be granted in a variety of forms, including restricted stock, restricted stock units, stock options, stock appreciation rights, performance awards, and other stock-based awards.

On June 2, 2022, the Company’s stockholders approved an amendment to the PIPP which increased the number of authorized shares of common stock available for issuance by 1.2 million shares of common stock. As a result, 1,450,800 shares of common stock are authorized for issuance under the PIPP. As of December 31, 2023, there were 482,070 shares of common stock available for issuance under the PIPP.

As of December 31, 2023, all awards granted under the PIPP were in the form of restricted stock units to employees or consultants of the Company. Restricted stock units granted under the PIPP without performance-based vesting criteria typically vest in either equal annual installments over two to four years , or in entirety on the fourth anniversary after the grant date. Awards granted with performance-based vesting criteria typically vest in annual installments over three years subject to the achievement of certain financial and operating results of the Company. Certain restricted stock units granted to non-employee directors vest immediately while others vest in substantially equal installments over a two to three years period.

For restricted stock units granted prior to August 2020, a price per share was not determined upon the grant date. The number of shares of common stock of the Company to be issued upon vesting was calculated on the vesting date, which was either the second or third anniversary of the date of the grant, or the annual date the compensation committee determined the achievement of the corporate performance targets. Such unvested restricted stock unit awards were included in *Other liabilities* until each vesting date when the amount was transferred to *Additional paid-in capital*. As of December 31, 2022, there were no remaining restricted stock unit grants outstanding required to be accounted for as *Other liabilities*. Prior to each vesting date, the Company estimated the number of shares of common stock to be issued upon vesting using the closing share price of its common stock on the last day of each reporting period as quoted on the Nasdaq.

On November 14, 2023, the Company effectuated a reverse stock split with a ratio of 1-for-10. All share and per share information has been retroactively adjusted to give effect to the reverse stock split for all periods presented.

The following tables summarize the Company’s unvested share awards outstanding as of December 31, 2023 and 2022, under the PIPP:

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value Per Unit
Unvested at December 31, 2022	354,715	$ 19.94
Granted	501,691	4.61
Canceled/forfeited	(62,934)	12.17
Vested[(1)]	(186,374)	14.12
Unvested at December 31, 2023	607,099	$ 10.04

	Number of Restricted Stock Units	Weighted Average Grant Date Fair Value Per Unit
Unvested at December 31, 2021 [2]	221,091	$ 28.21
Granted	330,707	13.03
Impact of fluctuations in share price [3]	(51,520)	6.04
Canceled/forfeited[1]	(28,250)	30.96
Vested	(117,313)	29.64
Unvested at December 31, 2022 [1]	354,715	$ 19.94

(1) For the years ended December 31, 2023 and 2022, 2,595 and 3,115 respectively of restricted stock units vested and the corresponding issuance of shares of common stock was deferred as the Company was under a trading black-out as of the date of vesting. The shares of common stock will be issued upon expiration of the trading blackout.

(2) Amount includes liability-based awards for which the number of units awarded was not determined until the vesting date. The number of liability-based award units included in this amount were estimated using the market value of the Company's shares of common stock as of the end of each reporting period.

(3) Amount represents difference between liability-based awards estimated as of the end of the previous reporting period and the number of shares of common stock issued upon vesting.

During the year ended December 31, 2022, the Company reclassified $ 0.8 million from *Other liabilities, current* to *Additional paid-in capital* for performance-based restricted stock units that vested.

During the years ended December 31, 2023 and 2022, the Company recorded compensation expense of $ 2.9 million and $ 2.5 million, respectively, related to restricted stock awards.

As of December 31, 2023, there was $ 3.3 million of unrecognized compensation cost related to unvested restricted stock units .

18. Income Taxes

For the years ended December 31, 2023 and 2022, the Company recorded no *Income tax expense (benefit)*. The annual effective tax rate was Nil for both 2023 and 2022, which was driven primarily by net operating losses for each period and a full valuation allowance was provided for deferred tax assets.

The Company will be subject to mining taxes in Nevada, which will be classified as income taxes as such taxes are based on a percentage of mining profits. The Company did not incur any mining tax expense in 2023 or 2022 due to continued mining losses. The Company is not subject to foreign income taxes as all of the Company's operations and properties are located within the United States.

The Company's loss before income taxes was attributable solely to domestic operations in the United States. The components of the Company's *Income tax expense (benefit)* were as follows (in thousands):

	Year Ended December 31,	
	2023	2022
Current		
Federal	$ —	$ —
Deferred		
Federal	(11,428)	(17,719)
Change in Valuation Allowance	11,428	17,719
Income tax expense (benefit)	$ —	$ —

For the years ended December 31, 2023 and 2022, the Company incurred no net *Income tax expense (benefit)*.

HYCROFT MINING HOLDING CORPORATION
Notes to Consolidated Financial Statements

The following table provides a reconciliation of income taxes computed at the United States federal statutory tax rate of 21% in 2023 and 2022, to the income tax provision (dollars in thousands):

	Year Ended December 31,	
	2023	2022
Loss before income taxes	$ (55,026)	$ (60,828)
United States statutory income tax rate	21 %	21 %
Income tax (benefit) at United States statutory income tax rate	(11,555)	(12,774)
Change in valuation allowance	11,428	17,719
Warrant fair value adjustment	(37)	33
Adjustment of prior year income taxes	164	(4,978)
Income tax expense (benefit)	$ —	$ —

For the year ended December 31, 2023, the effective tax rate was a result of an increase in the valuation allowance of $ 11.4 million.

For the year ended December 31, 2022, the effective tax rate was a result of an increase in the valuation allowance of $ 17.7 million and adjustment to prior year income taxes.

The components of the Company's deferred tax assets are as follows (in thousands):

	Year Ended December 31,	
	2023(1)	2022
Net operating loss	$ 74,821	$ 49,765
Mineral properties	48,677	39,322
Plant, equipment, and mine development	1,373	23,219
Intangible assets	17,192	18,698
Deferred gain on sale of royalty	6,266	6,266
Asset retirement obligation	1,674	2,163
Accrued compensation	593	1,258
Stock-based compensation	1,835	536
Inventories	835	221
Assets available for sale	(398)	—
Other	31	23
Valuation allowance	(152,899)	(141,471)
Total	$ —	$ —

(1) During 2023, the Company determined that it did not timely elect out of Internal Revenue Code ("IRC") § 168(k) bonus depreciation for 2020 and 2021, and therefore its reported 2023 deferred tax assets related primarily to Net operating loss, Mineral properties, and Plant, equipment, and mine development included adjustments to reflect the proper IRC § 168(k) bonus depreciation.

Based on the weight of evidence available as of both December 31, 2023 and 2022, which included recent operating results, future projections, and historical inability to generate positive operating cash flow, the Company concluded that it was more likely than not that the benefit of its net deferred tax assets would not be realized and, as such, recorded full valuation allowances of $ 152.9 million and $ 141.5 million, respectively, against its net deferred tax assets.

The Company had net operating loss carryovers as of December 31, 2023 and 2022, of $ 356.3 million and $ 237.5 million, respectively, for federal income tax purposes. The carryforward amount as of December 31, 2023, can be carried forward indefinitely and can be used to offset taxable income and reduce income taxes payable in future periods, subject to limitations under IRC § 382.

IRC § 382 imposes limitations on the use of U.S. federal net operating losses upon a more than 50% change in ownership in the Company within a three-year period. In connection with its at-the-market equity offering, the Company underwent an IRC § 382 ownership change on March 25, 2022. As a result, utilization of $ 286.5 million of the Company's net operating losses and certain unrealized losses are limited on an annual basis. The Company's annual limitation under IRC § 382 is approximately $ 1.3 million. If the IRC § 382 annual limitation amount is not fully utilized in a particular tax year, then the unused portion from that tax year is added to the IRC § 382 annual limitation in subsequent years.

As necessary, the Company provides a reserve against the benefits of uncertain tax positions taken in its tax filings that are more likely than not to not be sustained upon examination. Based on the weight of available evidence, the Company does not believe it has taken any uncertain tax positions that require the establishment of a reserve. The Company has not recorded any income tax reserves or related interest, or penalties related to income tax liabilities as of December 31, 2023. The Company's policy, if it were to have uncertain tax positions, is to recognize interest and/or penalties related to unrecognized tax benefits as part of its *Income tax expense (benefit)*. With limited exception, the Company is no longer subject to U.S. federal income tax audits by taxing authorities for tax years 2017 and prior; however, net operating loss and credit carryforwards from all years are subject to examinations and adjustments for at least three years following the year in which the attributes are used.

19. Loss Per Share

Net loss per share calculations for all periods have been adjusted to reflect the Company's 1-for-10 reverse stock split effectuated November 14, 2023. Basic and diluted net loss per share is computed by dividing the net loss for the period by the weighted average number of shares of common stock outstanding during the period.

The table below summarizes the Company's basic and diluted loss per share calculations (in thousands, except share and per share amounts):

	Year Ended December 31,	
	2023	2022
Net loss	$ (55,024)	$ (60,828)
Weighted average shares outstanding		
Basic	21,113,516	16,977,306
Diluted	21,113,516	16,977,306
Basic loss per common share	$ (2.61)	$ (3.58)
Diluted loss per common share	$ (2.61)	$ (3.58)

Due to the Company's net loss during the years ended December 31, 2023 and 2022, respectively, there was no dilutive effect of common stock equivalents because the effects of such would have been anti-dilutive. The following table summarizes the shares excluded from the weighted average number of shares of common stock outstanding, as the impact would be anti-dilutive (in thousands):

	Year Ended December 31,	
	2023	2022
Shares after conversion of warrants	9,069	9,069
Restricted stock units	607	355
Total	9,676	9,424

20. Segment Information

The Company's reportable segments are comprised of operating units that have *Revenues*, earnings or losses, or assets exceeding 10% of the respective consolidated totals, and are consistent with the Company's management reporting structure. Each segment is reviewed by the executive decision-making group to make decisions about allocating the Company's resources and to assess their performance. The tables below summarize the Company's segment information (in thousands):

	Year Ended December 31, 2023		
	Hycroft Mine	Corporate and Other	Total
Operating costs	$ 32,881	$ 12,673	$ 45,554
Loss from operations	(32,881)	(12,673)	(45,554)
Interest expense – Note 9	(1)	(18,466)	(18,467)
Interest income	2,422	5,856	8,278
Gain on sale of assets, net of commissions	544	—	544
Fair value adjustment to warrants – Notes 14 and 21	—	175	175
Net loss	$ (29,916)	$ (25,108)	$ (55,024)
Total Assets	$ 66,129	$ 135,564	$ 201,693

	Year Ended December 31, 2022		
	Hycroft Mine	Corporate and Other	Total
Revenues – Note 16	$ 33,229	$ —	$ 33,229
Cost of sales	53,589	—	53,589
Other operating costs	18,763	14,367	33,130
Loss from operations	(39,123)	(14,367)	(53,490)
Interest expense – Note 9	(10)	(18,471)	(18,481)
Interest income	439	1,874	2,313
Gain on extinguishment of debt	—	5,041	5,041
Fair value adjustment to warrants – Notes 14 and 21	—	(159)	(159)
Gain on sale of assets, net of commissions	3,948	—	3,948
Net loss	$ (34,746)	$ (26,082)	$ (60,828)
Total Assets	$ 102,057	$ 146,897	$ 248,954

21. Fair Value Measurements

<u>*Recurring fair value measurements*</u>

The following table sets forth by level within the fair value hierarchy, the Company's liabilities measured at fair value on a recurring basis (in thousands).

	Hierarchy Level	Year Ended December 31, 2023	Year Ended December 31, 2022
5-Year Private Warrants	2	$ 26	$ 786

The 5-Year Private Warrants are valued using a Black-Scholes model that requires various inputs including the Company's stock price, the strike price of the 5-Year Private Warrants, the risk-free rate, and the implied volatility. As the terms of the 5-

Year Private Warrants are identical to the terms of the 5-Year Public Warrants except that the 5-Year Private Warrants, while held by certain holders or their permitted transferees, are precluded from mandatory redemption and are entitled to be exercise on a "cashless basis" at the holder's election, the implied volatility used in the Black-Scholes model is calculated using a Generalized AutoRegressive Conditional Heteroskedasticity model of the 5-Year Public Warrants that factors in the restrictive redemption and cashless exercise features of the 5-Year Private Warrants. The Company updates the fair value calculation on at least a quarterly basis, or more frequently if changes in circumstances and assumptions indicate a change from the existing carrying value.

Items disclosed at fair value

Debt, net

The Sprott Credit Agreement and the Subordinated Notes are privately held and, as such, there is no public market or trading information available for such debt instruments. As of December 31, 2023 and December 31, 2022, the fair value of the Company's debt instruments was $ 149.2 million and $ 130.7 million, compared to the carrying value of $ 144.9 million and $ 135.0 million as of December 31, 2023 and December 31, 2022, respectively. The fair value of the principal of the Company's debt instruments, including capitalized interest, was estimated using a market approach in which pricing information for publicly traded, non-convertible debt instruments with speculative ratings were analyzed to derive a mean trading multiple to apply to the December 31, 2023 and December 31, 2022, balances.

22. Supplemental Cash Flow Information

The following table provides supplemental cash flow information (in thousands):

	Year Ended December 31,	
	2023	2022
Cash interest paid	$ 6,212	$ 5,318
Significant non-cash financing and investing activities:		
Increase in debt from in-kind interest – Note 9	9,559	9,619
Debt issuance costs paid in-kind – Note 9	—	3,300
Shares of common stock issued as payment of Settlement Fee – Note 15	—	1,749
Liability based restricted stock units transferred to equity – Note 17	—	727
Shares of common stock issued for purchase of Subordinated Notes – Note 9	—	385
Shares of common stock issued for salary continuation payments – Note 15	—	158

23. Employee Benefit Plans

401(k) Plan

The Hycroft Mining Corporation 401(k) Plan (the "401(k) Plan") is a defined contribution plan that is available to all employees of the Company upon their date of hire. The 401(k) Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, and Section 401(k) of the IRC. Administration fees of the 401(k) Plan are paid by the Company. The assets of the 401(k) Plan are held and the related investments are executed by the 401(k) Plan's trustee.

Participants in the 401(k) Plan exercise control and direct the investment of their contributions and account balances among various investment alternatives. The Company matches a percentage of employee deferrals to the 401(k) Plan up to certain limits. For the years ended December 31, 2023 and 2022, the Company's matching contributions totaled $ 0.6 million and $ 0.4 million, respectively.

During the quarter ended December 31, 2022, the Company switched the 401(k) plan provider from Fidelity Investments to Aon. Aon's pooled employer plan will reduce risks and costs for the Company by (i) eliminating future 401(k) audits, (ii) reduced fees and administrative costs, and (iii) reduced time performing plan maintenance. As of December 15, 2022, all plan assets were transferred to the new provider. These changes will not affect the benefits or rights of plan participants and the Company will continue to make contributions to the plan as before.

24. Commitments and Contingencies

Legal Proceedings

The Company has been named as a defendant in four pro se actions that assert claims for breach of contract and declaratory judgment arising from or directly relating to Warrants purportedly held by the Pro Se Plaintiffs in the Delaware Chancery Court. In various forms, they allege that the Company or its predecessor entities breached the Warrant Agreement, dated October 22, 2015, and/or related Amendment Agreement, dated February 26, 2020. In sum, in all four actions, Plaintiffs allege, by or on behalf of "Warrant holders," that the Company or its predecessor(s) breached these agreements by failing to make proper "Mechanical Adjustments" to the Warrants in accordance with terms of the Warrant Agreement upon the occurrence of certain business transactions and events, including the May 29, 2020, Business Combination. On January 10, 2024, in response to the Company's motion to consolidate the four pro se actions, the Delaware Chancery Court ordered the parties to submit a proposed briefing schedule for the defendant's preliminary motions to dismiss.

The Company expenses legal fees and other costs associated with legal proceedings as incurred. The Company assessed, in conjunction with its legal counsel, the need to record a liability related to the Complaint and determined that a loss was not probable nor reasonably estimable. Litigation accruals are recorded when, and if, it is determined that a loss related matter is both probable and reasonably estimable. Material loss contingencies that are reasonably possible of occurrence, if any, are subject to disclosure. No losses have been recorded during the year ended December 31, 2022 or 2021, respectively, with respect to litigation or loss contingencies.

Insurance

The Company has deductible-based insurance policies for certain losses related to general liability, workers' compensation, and automobile coverage. The Company records accruals for contingencies related to its insurance policies when it is probable that a liability has been incurred and the amount can be reasonably estimated. These accruals are adjusted periodically as assessments change or additional information becomes available. Insurance losses for claims filed and claims incurred but not reported are accrued based upon estimates of the aggregate liability for uninsured claims using historical loss development factors and actuarial assumptions followed in the insurance industry.

Royalties

As of December 31, 2023 and December 31, 2022, the Company's off-balance sheet arrangements consisted of a net profit royalty arrangement and a net smelter royalty arrangement.

Crofoot Royalty

Hycroft purchased patented claims and unpatented claims that are subject to a 4 % net profit royalty be paid to the sellers ("Crofoot Royalty"). Every year that mining occurs on those claims, the agreement requires an annual advance payment of $ 120,000 . All advance annual payments are credited against the future payments due under the 4 % net profit royalty. An additional payment of $ 120,000 is required for each year total tons mined on the claims exceeds 5.0 million tons. As the Company ceased mining operations in November 2021, the Company was not required to pay the annual advance payment of $ 120,000 in 2023 or 2022. The total payments due under the mining lease are capped at $ 7.6 million, of which the Company has paid $ 3.3 million and included $ 0.6 million of advanced annual payments in *Other assets* in the Consolidated Balance Sheets as of December 31, 2023 and December 31, 2022.

Net smelter royalty

Pursuant to the Sprott Royalty Agreement in which the Company received cash consideration in the amount of $ 30.0 million, the Company granted a perpetual royalty equal to 1.5 % of the Net Smelter Returns from the Hycroft Mine, payable monthly. Net Smelter Returns for any given month are calculated as Monthly Production multiplied by the Monthly Average Gold Price and the Monthly Average Silver Price, minus Allowable Deductions, as such terms are defined in the Sprott Royalty Agreement. The Company is required to remit royalty payments to the payee free and clear and without any present or future deduction, withholding, charge or levy on account of taxes, except Excluded Taxes as such term is defined in the Sprott Royalty Agreement.

At both December 31, 2023 and December 31, 2022, the estimated net present value of the Company's net smelter royalty was $ 146.7 million. The net present value of the Company's net smelter royalty was modeled using the following inputs: (i) market consensus inputs for future gold and silver prices; (ii) a precious metals industry consensus discount rate of 5.0 %; and (iii) estimates of the Hycroft Mine's life-of-mine gold and silver production volumes and timing.

25. Related Party Transactions

During the years ended December 31, 2023 and 2022, the Company paid $ 0.3 million and $ 0.9 million, respectively, to Ausenco Engineering South USA, Inc. (“Ausenco”) for the preparation of the 2023 Hycroft TRS, due diligence assistance, and a new 2024 technical report. The Company’s President and Chief Executive Officer is currently a non-executive director for Ausenco’s parent company Board of Directors.

As of December 31, 2023 and 2022, AMC was considered a related party because an AMC representative serves on the Company’s Board of Directors, and as of December 31, 2022, AMC held more than 10 % of the common stock of the Company. The AMC representative disclaims any beneficial ownership of the shares of our common stock and all cash payments for directorship are paid directly to AMC. In total, the Company paid the AMC representative $ 0.2 million, including $ 0.1 million in cash compensation, and granted restricted stock units with a grant date fair value of $ 0.1 million. As of December 31, 2023 and 2022, AMC was entitled to receive 18,007 and 6,119 , respectively, shares of common stock upon the future vesting of restricted stock units.

Certain amounts of the Company’s indebtedness have historically, and with regard to the Subordinated Notes, were held by five financial institutions. As of December 31, 2023, none of the financial institutions held more than 10% of the common stock of the Company. As of December 31, 2022, one of the financial institutions, Mudrick, held more than 10 % of the common stock of the Company and, as a result, was considered a related party in accordance with ASC 850, *Related Party Disclosures* . For the year ended December 31, 2022, *Interest expense* included $ 4.0 million for the debt held by Mudrick and as of December 31, 2022, Mudrick held $ 42.9 million of *Debt, net* .

26. Subsequent Events

As of January 5, 2024, the Company voluntarily pre-paid $ 34.7 million of the first lien loan, along with $ 3.3 million for the additional interest balance, totaling $ 38.0 million with a remaining outstanding balance of $ 15.0 million. As a result of this payment, the applicable margin will be reduced by 100 basis points through the final payment.

Effective March 1, 2024, the buyer terminated a portion of the Equipment Purchase Agreement related to one ball mill and one SAG mill, but not the one sub-station transformer. At the time of termination of a portion of the agreement, the outstanding balance related to the Equipment Purchase Agreement was $ 12.1 million. In accordance with Topic 606, *Revenue from Contracts with Customers* , because the sale did not materialize for a portion of the agreement, the nonrefundable deposit payments received of $ 1.5 million will be recognized as *Other income* in the first quarter of 2024.

During the first quarter of 2024, the Company continued to access the ATM and as of March 13, 2024, the Company sold an additional 265,985 shares of common stock for aggregate gross proceeds of $ 0.6 million before deducting commissions and offering expenses. As of March 13, 2024, there was $ 359.7 million of common stock available for issuance under the ATM Program.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, the Company conducted an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer determined whether, as of December 31, 2023, the disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and the Chief Financial Officer determined that, as of December 31, 2023, our disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. In designing disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving desired control objectives, and that management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published consolidated financial statements. Internal control over financial reporting is promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and effectuated by our Board of Directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting, no matter how well designed, has inherent limitations and may not prevent or detect misstatements. Therefore, even effective internal control over financial reporting can only provide reasonable assurance with respect to the financial statement preparation and presentation.

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2023. Our management's evaluation of our internal control over financial reporting was based on the 2013 framework in Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that as of December 31, 2023, our internal control over financial reporting was effective.

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must consider the benefits of controls relative to their costs. Inherent limitations within a control system include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. While the design of any system of controls is to provide reasonable assurance of the effectiveness of disclosure controls, such design is also based in part upon certain assumptions about the likelihood of future events, and such assumptions, while reasonable, may not take into account all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be prevented or detected.

Changes in Internal Control Over Financial Reporting

There were no significant changes in our internal control over financial reporting during the most recent fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

(a) None.

(b) During the fiscal quarter ended December 31, 2023, none of our officers or directors informed us of the adoption , modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Item 408 of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information regarding our directors will be included in our Proxy Statement to be filed with the SEC no later than 120 days after December 31, 2023) for our 2024 Annual Meeting of Stockholders (the "Proxy Statement") under the heading *Proposal No. 1 – Election of Directors* and the information to be included therein is incorporated herein by reference.

Information regarding our directors' and executive officers' compliance with Section 16(a) of the Exchange Act will be included in the Proxy Statement, if required, under the heading *Delinquent Section 16(a) Reports* and if included in the Proxy statement, the information to be included therein is incorporated herein by reference.

Information regarding the Nominating and Governance Committee of our Board of Directors and the procedures by which our stockholders may recommend nominees to our Board of Directors, and information regarding the Audit Committee of our Board of Directors and its "audit committee financial experts," will be included in the Proxy Statement under the headings *Board and Corporate Governance Matters* and *Other Matters – Submission of Stockholder Proposals for the 2025 Annual Meeting* and the information to be included therein is incorporated herein by reference.

We have adopted a Code of Ethics as required by the Nasdaq listing standards and the rules of the SEC. The Code of Ethics applies to all of our directors, officers, including our Chief Executive Officer and Chief Financial Officer, and employees. The Code of Ethics is publicly available on our website at https://hycroftmining.com/corporate-responsibility/overview/. If we make substantive amendments to the Code of Ethics or grant any waiver, including any implicit waiver, that applies to any of our directors or executive officers, we will disclose the date and nature of such amendment or waiver on our website or in a current report on Form 8-K in accordance with applicable Nasdaq and SEC rules.

ITEM 11. EXECUTIVE COMPENSATION

Information required by Item 11 of Part III is included in our Proxy Statement under the headings *Executive Compensation* and *Board and Corporate Governance Matters—Director Compensation* and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by Item 12 of Part III is included in our Proxy Statement under the headings *Proposal No. 2—Equity Compensation Plan Information Table* and *Security Ownership of Certain Beneficial Owners and Management* and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by Item 13 of Part III is included in our Proxy Statement under the headings *Certain Relationships and Related Party Transactions* and *Board and Corporate Governance Matters—Director Independence* and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by Item 14 of Part III is included in our Proxy Statement *Proposal No. 5—Ratification of Appointment of Independent Registered Public Accounting Firm—Independent Registered Public Accountant Fees* and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits

Exhibit Number	Description
2.1	Purchase Agreement, dated as of January 13, 2020, by and among Mudrick Capital Acquisition Corporation, MUDS Acquisition Sub, Inc. and Hycroft Mining Corporation (incorporated by reference to Exhibit 2.1. to the registrant’s Current Report on Form 8-K, filed with the SEC on January 14, 2020).
2.2	Amendment to Purchase Agreement, dated as of February 26, 2020, by and among Mudrick Capital Acquisition Corporation, MUDS Acquisition Sub, Inc. and Hycroft Mining Corporation (incorporated by reference to Annex A-1 to the joint proxy statement/prospectus on Form S-4 (File No. 333-236460) of the registrant filed with the SEC on April 7, 2020).
3.1	Second Amended and Restated Certificate of Incorporation of Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K, filed with the SEC on June 4, 2020).
3.2	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Hycroft Mining Holding Corporation dated April 22, 2022 (incorporated by reference to Exhibit 3.2 to the registrant’s registration statement on Form S-8 (File No. 333-265434) filed with the SEC on June 6, 2022).
3.3	Amended and Restated Bylaws of Hycroft Mining Holding Corporation(f/k/a Mudrick Capital Acquisition Corporation) (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).
3.4	Certificate of Amendment filed with the Delaware Secretary of State on November 9, 2023 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed by the Company on November 9, 2023).
4.1	Warrant Agreement, dated as of October 22, 2015, by and between Hycroft Mining Corporation, Computershare Inc. and its wholly owned subsidiary, Computershare Trust Company N.A., a federally chartered trust company, collectively as warrant agent (incorporated by reference to Exhibit 10.11 to the joint proxy statement/prospectus on Form S-4/A (File No. 333-236460) of the registrant filed with the SEC on April 7, 2020).
4.2	Warrant Agreement, dated February 7, 2018, by and between and Mudrick Capital Acquisition Corporation and Continental Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K, filed with the SEC on February 13, 2018).
4.3	Warrant Agreement, dated May 29, 2020, by and between Hycroft Mining Holding Corporation (f/k/a/ Mudrick Capital Acquisition Corporation) and Continental Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.3 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).
4.4	Warrant Agreement dated October 6, 2020 between Hycroft Mining Holding Corporation and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed with the SEC on October 6, 2020).
4.5	Warrant Agreement dated March 14, 2022 between Hycroft Mining Holding Corporation and American Multi-Cinema, Inc. (incorporated by reference to Exhibit 10.5 to the registrant’s Current Report on Form 8-K, filed with the SEC on March 15, 2022).
4.6	Warrant Agreement dated March 14, 2022 between Hycroft Mining Holding Corporation and 2176423 Ontario Limited (incorporated by reference to Exhibit 4.6 to the registrant’s Annual Report on Form 10-K, filed with the SEC on March 31, 2022).

4.7 Warrant Adjustment Certificate, dated November 9, 2020 from Hycroft Mining Holding Corporation to Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.5 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on November 9, 2020).

4.8 Warrant Adjustment Certificate dated January 19, 2021 from Hycroft Mining Holding Corporation to Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed with the SEC on January 20, 2021).

4.9 Description of Securities (incorporated by reference to Exhibit 4.9 to the registrant's Annual Report on Form 10-K filed with the SEC on March 31, 2022).

4.10 Warrant Adjustment Certificate dated as of August 3, 2022 from Hycroft Mining Holding Corporation to Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.3 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on August 4, 2022).

10.1 Second Amended and Restated Credit Agreement, dated as of March 30, 2022, by and between Hycroft Mining Holding Corporation, as borrower, Autar Gold Corporation (f/k/a Muds Holdco Inc.), Hycroft Resources & Development, LLC and Allied VGH LLC, as guarantors, Sprott Private Lending II (Collector), LP, as lender, and Sprott Resource Lending Corp. as arranger (incorporated by reference to Exhibit 10.1 to the registrant's Annual Report on Form 10-K filed with the SEC on March 31, 2022).

10.2 Amended and Restated Credit Agreement, dated as of May 29, 2020, by and between Hycroft Mining Holding Corporation, as borrower, MUDS Acquisition Sub, Inc., MUDS Holdco, Inc., Hycroft Resources & Development, LLC and Allied VGH LLC, as guarantors, Sprott Private Resource Lending II (Collector), LP, as lender, and Sprott Resource Lending Corp., as arranger (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).

10.3 Waiver, dated November 9, 2021, between Hycroft Mining Holding Corporation and Sprott Private Resource Lending II (Collector), LP. (incorporated by reference to Exhibit 10.1. to the registrant's Current Report on Form 8-K, filed with the SEC on November 10, 2021) .

10.4 Waiver and Amendment, dated January 6, 2022 between Hycroft Mining Holding Corporation and Sprott Private Resource Lending II (Collector), LP (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed with the SEC on January 10, 2022).

10.5 Waiver and Amendment, dated February 28, 2022 among Hycroft Mining Holding Corporation, Sprott Private Resource Lending II (Collector), LP and Sprott Private Resource Lending II (Co) Inc. (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed with the SEC on March 1, 2022).

10.6 Letter Agreement dated March 11, 2022 between Hycroft Mining Holding Corporation and Sprott Private Resource Lending II (Collector), LP (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the SEC on March 15, 2022).

10.7 Sprott Royalty Agreement, dated May 29, 2020, by and between the Registrant, Hycroft Resources & Development, LLC and Sprott Private Resource Lending II (Co) Inc. (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).

10.8 Amended and Restated Registration Rights Agreement, dated May 29, 2020, by and between Mudrick Capital Acquisition Corporation, Mudrick Capital Acquisition Holdings LLC, Cantor Fitzgerald & Co. and the restricted stockholders (incorporated by reference to Exhibit 10.5 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).

10.9 Form of Indemnification Agreement (incorporated by reference to Exhibit 10.6 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).

10.10 Subscription Agreement dated March 14, 2022 between Hycroft Mining Holding Corporation and American Multi-Cinema, Inc. (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K , filed with the SEC on March 15, 2022).

10.11	Subscription Agreement dated March 14, 2022 between Hycroft Mining Holding Corporation and 2176423 Ontario Limited (incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K , filed with the SEC on March 15, 2022).
10.12	Exchange Agreement, dated as of January 13, 2020, by and among MUDS Acquisition Sub, Inc., Hycroft Mining Corporation and certain investment funds affiliated with or managed by Mudrick Capital Management, L.P., Whitebox Advisors LLC, Highbridge Capital Management, LLC, Aristeia Capital, LLC and Wolverine Asset Management, LLC, in each case, signatory thereto (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed with the SEC on January 14, 2020).
10.13	Note Exchange Agreement, dated as of January 13, 2020, by and among Hycroft Mining Corporation and certain investment funds affiliated with or managed by Mudrick Capital Management, L.P., Whitebox Advisors LLC, Highbridge Capital Management, LLC, Aristeia Capital, LLC or Wolverine Asset Management, LLC, in each case, signatory thereto (incorporated by reference to Exhibit 10.7 to the joint proxy statement/prospectus on Form S-4/A (File No. 333-236460) of the registrant, filed with the SEC on April 7, 2020).
10.14	Omnibus Amendment to Note Purchase Agreements and Note Exchange Agreement, dated May 28, 2020 by and between MUDS Acquisition Sub, Inc., Hycroft Mining Corporation and certain of its direct and indirect subsidiaries and certain investment funds affiliated with or managed by Mudrick Capital Management, L.P., Whitebox Advisors LLC, Highbridge Capital Management, LLC, Aristeia Capital, LLC and Wolverine Asset Management, LLC, in each case, signatory thereto (incorporated by reference to Exhibit 10.14 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).
10.15	Amendment to the 10% Senior Secured Notes and Note Exchange Agreement dated as of March 14, 2022 among Hycroft Mining Holding Corporation, certain subsidiaries of Hycroft Mining Holding Corporation and holders of the Notes, including certain funds affiliated with, or managed by, Mudrick Capital Management, L.P, Whitebox Advisors, LLC, Highbridge Capital Management, LLC, Aristeia Highbridge Capital Management, LLC and Wolverine Asset Management, LLC and Wilmington Trust, National Association, in its capacity as collateral agent (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K , filed with the SEC on March 15, 2022).
10.16†	HYMC 2020 Performance and Incentive Pay Plan (incorporated by reference to Exhibit 10.7 to the registrant's Current Report on Form 8-K, filed with the SEC on June 4, 2020).
10.17†	Restricted Stock Unit Agreement (Time) dated as of February 20, 2019, by and between Hycroft Mining Corporation and Jeffrey Stieber (incorporated by reference to Exhibit 10.29 to the registrant's registration statement on Form S-1 (File No. 333-239840), filed with the SEC on July 13, 2020).
10.18†	Amendment to the Restricted Stock Unit Agreement (Performance) dated as of May 29, 2020 by and between Hycroft Mining Corporation and Jeffrey Stieber (incorporated by reference to Exhibit 10.30 to the registrant's registration statement on Form S-1 (File No. 333-239840), filed with the SEC on July 13, 2020).
10.19†	Amendment to the Restricted Stock Unit Agreement (Time) dated as of May 29, 2020 by and between Hycroft Mining Corporation and Jeffrey Stieber (incorporated by reference to Exhibit 10.31 to the registrant's registration statement on Form S-1 (File No. 333-239840), filed with the SEC on July 13, 2020).
10.20†	Employment Agreement, dated March 25, 2019, by and between Hycroft Mining Corporation and Jeffrey Stieber (incorporated by reference to Exhibit 10.10 to the registrant's registration statement on Form S-1, filed with the SEC on July 13, 2020).
10.21†	Transition and Succession Agreement, dated July 1, 2020, between Randy Buffington and Hycroft Mining Holding Corporation and Autar Gold Corporation (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K , filed with the SEC on July 2, 2020).
10.22†	Restricted Stock Unit Agreement (Time-Vesting), dated July 1, 2020, between Randy Buffington and Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K , filed with the SEC on July 2, 2020).

10.23†	Consulting Agreement, dated July 1, 2020, between Randy Buffington and Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K , filed with the SEC on July 2, 2020).
10.24†	Waiver And Amendment To Transition And Succession Agreement And Consulting Agreement dated as of October 6, 2021 between Hycroft Mining Holding Corporation and Randy Buffington (incorporated by reference to Exhibit 10.1. to the registrant's Current Report on Form 8-K, filed with the SEC on October 7, 2021)
10.25†	Employment Agreement, dated August 31, 2020, between Diane R. Garrett and Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 10.1 to registrant's Current Report on Form 8-K , filed with the SEC on August 31, 2020).
10.26†	Restricted Stock Unit Agreement (Time-Vesting), dated August 31, 2020, between Diane R. Garrett and Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 10.2 to registrant's Current Report on Form 8-K , filed with the SEC on August 31, 2020).
10.27†	Employment Agreement, dated October 20, 2020 between Stanton Rideout and Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K , filed with the SEC on October 21, 2020).
10.28†	Restricted Stock Unit Agreement (Time Vesting), dated October 20, 2020 between Stanton Rideout and Hycroft Mining Holding Corporation (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K , filed with the SEC on October 21, 2020).
10.29†	Employment Agreement dated January 11, 2021 between Hycroft Mining Holding Corporate and John William Henris (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on January 12, 2021).
10.30†	Form of Initial Restricted Stock Unit Agreement (Time-Vesting) (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed with the SEC on January 12, 2021).
10.31	First Amendment to Subscription Agreement dated as of April 8, 2022 between Hycroft Mining Holding Corporation and American Multi-Cinema, Inc. (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on April 11, 2022).
10.32	First Amendment to Warrant Agreement dated as of April 8, 2022 between Hycroft Mining Holding Corporation and American Multi-Cinema, Inc. (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed with the SEC on April 11, 2022).
10.33	First Amendment to Warrant Agreement dated as of April 8, 2022 between Hycroft Mining Holding Corporation and 2176423 Ontario Limited (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed with the SEC on April 11, 2022).
10.34	Letter Agreement, dated May 3, 2022 between Hycroft Mining Holding Corporation and Sprott Private Resource Lending II (Collector), LP (incorporated by reference to Exhibit 10.9 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2022).
10.35	First Amendment to the HYMC 2020 Performance and Incentive Pay Plan (incorporated by reference to Exhibit 4.2 to the registrant's registration statement on Form S-8 (File No. 333-265434) filed with the SEC on June 6, 2022).
10.36	Note Purchase and Sale Agreement dated November 28, 2022 between Hycroft Mining Holding Corporation and Highbridge Capital Management, LLC (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on December 2, 2022).

10.37	Letter Agreement, dated March 9, 2023, by and among the registrant and Sprott Private Resource Lending II (Collector), LP and Sprott Private Resource Lending II (Co) Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed by the Company on March 15, 2023).
10.38	Second Amendment to Second Amended and Restated Credit Agreement, dated July 1, 2023, by and among the registrant and Sprott Private Resource Lending II (Collector), LP, Sprott Resource Lending Corp., and certain subsidiaries of the registrant as guarantors (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed by the Company on July 3, 2023).
21.1*	Subsidiaries of the registrant.
23.1*	Consent of independent registered public accounting firm – Moss Adams, LLP.
23.2*	Consent of third-party firm – Ausenco Engineering USA South Inc.
23.3*	Consent of third-party qualified person – Independent Mining Consultants, Inc.
23.4*	Consent of third-party qualified person – WestLand Engineering & Environment Services, Inc.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
95.1*	Mine Safety Disclosures
96.1	Hycroft Property Initial Assessment Technical Report Summary Humboldt and Pershing Counties, Nevada, with an effective date of March 27, 2023 (incorporated by reference to Exhibit 96.1 to the registrant's Current Report on Form 8-K filed with the SEC on March 28, 2023).
97.1*	Compensation Recovery Policy dated November 17, 2023.
101.INS*	Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document

104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

*Filed herewith.

** Furnished herewith.

† Management contract or compensatory plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of the Securities Exch ange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HYCROFT MINING HOLDING CORPORATION
(Registrant)

Date: March 14, 2024

By: /s/ Diane R. Garrett
Diane R. Garrett
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Diane R. Garrett and Stanton Rideout, and each of them individually, his or her true and lawful attorney-in-fact, with full power of substitution and re-substitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments to the Annual Report on Form 10-K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 14, 2024.

Name	Title
/s/ Diane R. Garrett Diane R. Garrett	President and Chief Executive Officer (Principal Executive Officer) and Director
/s/ Stanton Rideout Stanton Rideout	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Stephen Lang Stephen Lang	Chairman
/s/ Sean Goodman Sean Goodman	Director
/s/ Michael J. Harrison Michael James Harrison	Director
/s/ David C. Naccarati David C. Naccarati	Director
/s/ Thomas S. Weng Thomas S. Weng	Director
/s/ Marni Wieshofer Marni Wieshofer	Director

Exhibit 21.1

Subsidiaries

The following is a list of the subsidiaries of Hycroft Mining Holding Corporation, each of which is wholly owned by Hycroft Mining Holding Corporation either directly or through another subsidiary.

Subsidiary	State of Incorporation or Organization
AuxAg Mining Corporation	Delaware
Autar Gold Corporation	Delaware
Allied Nevada Gold Holdings LLC	Nevada
Allied VGH LLC	Delaware
Hycroft Resources & Development, LLC	Delaware
Victory Exploration LLC	Delaware
Allied Nevada Delaware Holdings LLC	Delaware

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Hycroft Mining Holding Corporation's Registration Statements on Form S-1 (File No. 333-264393), Form S-3 (File No. 333-257567), and Form S-8 (File Nos. 333-249620 and 333-265434) of our report dated March 14, 2024, relating to the consolidated financial statements which appear in this Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ Moss Adams LLP

Dallas, Texas
March 14, 2024

Exhibit 23.2

Ausenco Engineering USA South Inc.
595 S. Meyer Ave.
Tucson, AZ 85701

CONSENT OF AUSENCO ENGINEERING USA SOUTH INC.

Ausenco Engineering USA South Inc. ("Ausenco"), in connection with the filing of the Hycroft Mining Holding Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "Form 10-K), consents to:

- the filing of the technical report summary titled "Hycroft Property Initial Assessment Technical Report Summary, Humboldt and Pershing Counties, Nevada, United States of America" (the "2023 Hycroft TRS"), with an effective date of March 27, 2023, as an exhibit to and referenced in the Form 10-K;

- the use of and references to our name in connection with the Form 10-K and the 2023 Hycroft TRS; and

- the information derived, summarized, quoted or referenced from the 2023 Hycroft TRS, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is included or incorporated by reference in the Form 10-K.

Ausenco also consents to the incorporation by reference in Hycroft Mining Holding Corporation's registration statements on Form S-8 (Nos. 333-249620 and 333-265434) of the above items as included in the Form 10-K.

Ausenco is responsible for authoring, and this consent pertains to, the following Sections of the 2023 Hycroft TRS: 1.1, 1.2, 1.3, 1.5, 1.8, 1.10, 1.11, 2, 3.1, 3.2, 3.3, 3.4, 3.5, 3.7, 3.8, 4, 5, 10, 21, 22.1, 22.3, 22.5, 22.7.2, 23.3 and portions of sections 23.1, 24, and 25.

March 12, 2024

<u>/s/ Jim Norine</u>
Signature of Authorized Person for
Ausenco Engineering USA South Inc.

<u>Jim Norine – Director M&M</u>
Print name of Authorized Person for
Ausenco Engineering USA South Inc.

Exhibit 23.3

Independent Mining Consultants, Inc.
3560 E. Gas Road
Tucson, AZ 85714

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Independent Mining Consultants, Inc. (“IMC”), in connection with the filing of the Hycroft Mining Holding Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (“Form 10-K”) , consent to:

- the filing and use of the technical report summary titled “Hycroft Property Initial Assessment Technical Report Summary, Humboldt and Pershing Counties, Nevada, United States of America” (the “2023 Hycroft TRS”), with an effective date of March 27, 2023, as an exhibit to and referenced in the Form 10-K;

- the use of and references to our name, including our status as an expert or “qualified person” (as defined in Subpart 1300 of Regulation S-K promulgated by the Securities and Exchange Commission), in connection with the Form 10-K and the 2023 Hycroft TRS; and

- the information derived, summarized, quoted or referenced from the 2023 Hycroft TRS, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is included or incorporated by reference in the Form 10-K.

IMC also consents to the incorporation by reference in Hycroft Mining Holding Corporation’s registration statements on Form S-8 (Nos. 333-249620 and 333-265434) of the above items as included in the Form 10-K.

IMC is responsible for authoring, and this consent pertains to, the following sections of the 2023 Hycroft TRS: sections 1.4, 1.6, 1.7, 1.9, 6, 7, 8, 9, 11, 20, and for portions of sections 22, 23, 24, and 25.

March 12, 2024

/s/ John M. Marek
Signature of Authorized Person for
Independent Mining Consultants, Inc.

John M. Marek
Print name of Authorized Person for
Independent Mining Consultants, Inc.

Exhibit 23.4

WestLand Engineering & Environmental Services, Inc.
1650 Meadow Wood Lane
Reno, NV 89502

CONSENT OF THIRD-PARTY QUALIFIED PERSON

WestLand Engineering & Environmental Services, Inc.(“WestLand”), in connection with the filing of the Hycroft Mining Holding Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (“Form 10-K”), consent to:

- the filing and use of the technical report summary titled “Hycroft Property Initial Assessment Technical Report Summary, Humboldt and Pershing Counties, Nevada, United States of America” (the “2023 Hycroft TRS”), with an effective date of March 27, 2023, as an exhibit to and referenced in the Form 10-K;

- the use of and references to our name, including our status as an expert or “qualified person” (as defined in Subpart 1300 of Regulation S-K promulgated by the Securities and Exchange Commission), in connection with the Form 10-K and the 2023 Hycroft TRS; and

- the information derived, summarized, quoted or referenced from the 2023 Hycroft TRS, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is included or incorporated by reference in the Form 10-K.

WestLand also consents to the incorporation by reference in Hycroft Mining Holding Corporation’s registration statements on Form S-8 (Nos. 333-249620 and 333-265434) of the above items as included in the Form 10-K.

WestLand is responsible for authoring, and this consent pertains to, subsection 3.6 of the 2023 Hycroft TRS.

March 12, 2024

/s/Richard F. DeLong
Signature of Authorized Person for
WestLand Engineering & Environmental Services, Inc.

Richard F. DeLong
Print name of Authorized Person for
WestLand Engineering & Environmental Services, Inc.

Exhibit 31.1

CERTIFICATION

I, Diane R. Garrett, certify that:

• 1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2023 of Hycroft Mining Holding Corporation;

• 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

• 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

• 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

– (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

– (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

– (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

– (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

• 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

– (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

– (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 14, 2024	*/s/ Diane R. Garrett*
	Diane R. Garrett
	President and Chief Executive Officer
	(principal executive officer)

Exhibit 31.2

CERTIFICATION

I, Stanton Rideout, certify that:

• 1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2023 of Hycroft Mining Holding Corporation;

• 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

• 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

• 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

– (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

– (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

– (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

– (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

• 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

– (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

– (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 14, 2024	*/s/ Stanton Rideout*
	Stanton Rideout
	Executive Vice President and Chief Financial Officer
	(principal financial officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Hycroft Mining Holding Corporation (the “Corporation”) on Form 10-K for the fiscal year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Diane R. Garrett, President and Chief Executive Officer of the Corporation, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

ɪarch 14, 2024	/s/ *Diane R. Garrett*
	Diane R. Garrett
	President and Chief Executive Officer
	(principal executive officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Hycroft Mining Holding Corporation (the “Corporation”) on Form 10-K for the fiscal year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Stanton Rideout, Executive Vice President and Chief Financial Officer, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

March 14, 2024	*/s/ Stanton Rideout*
	Stanton Rideout
	Executive Vice President and Chief Financial Officer
	(principal financial officer)

Exhibit 95.1

MINE SAFETY DISCLOSURE

The following disclosures are provided pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Financial Reform Act”) and Item 104 of Regulation S-K, which requires certain disclosures by companies required to file periodic reports under the Exchange Act that operate mines regulated under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”).

Mine Safety Information

Whenever the Federal Mine Safety and Health Administration (“MSHA”) believes a violation of the Mine Act, any health or safety standard or any regulation has occurred, it may issue a citation which describes the alleged violation and fixes a time within which the operator (e.g., our subsidiary, Hycroft Resources & Development Inc.) must abate the alleged violation. In some situations, such as when MSHA believes that conditions pose a hazard to miners, MSHA may issue an order removing miners from the area of the mine affected by the condition until the alleged hazards are corrected. When MSHA issues a citation or order, it generally proposes a civil penalty, or fine, as a result of the alleged violation, that the operator is ordered to pay. Citations and orders can be contested and appealed, and as part of that process, are often reduced in severity and amount, and are sometimes dismissed.

The following table reflects citations and orders issued to us by MSHA during the year ended December 31, 2023, excluding citations and orders issued to contractors. The proposed assessments as of and for the year ended December 31, 2023 were taken from the MSHA Mine Data Retrieval System. Section references below are to sections of the Mine Act.

Mine or Operation[1]:	Hycroft Mine (MSHA ID# 2601962)
Total # of "Significant and Substantial" Violations Under §104(a)[2]	—
Total # of Orders Issued Under §104(b)[3]	—
Total # of Citations and Orders Issued Under §104(d)[4]	—
Total # of Flagrant Violations Under §110(b)(2)[5]	—
Total # of Imminent Danger Orders Under §107(a)[6]	—
Total Amount of Proposed Assessments from MSHA under the Mine Act[7]	$0
Total # of Mining-Related Fatalities[8]	—
Pending Legal Actions[9]	—
Legal Actions Instituted[10]	—
Legal Actions Resolved[11]	2

[1] MSHA assigns an identification number to each mine or operation and may or may not assign separate identification numbers to related facilities. The definition of “mine” under section 3 of the Mine Act includes the mine, as well as other items used in, or to be used in, or resulting from, the work of extracting minerals, such as land, structures, facilities, equipment, machines, tools, and minerals preparation facilities.

[2] Represents the total number of citations issued by MSHA under Section 104 of the Mine Act for violations of health or safety standards that could significantly and substantially contribute to a serious injury if left unabated.

[3] Represents the total number of orders issued under Section 104(b) of the Mine Act, which represents a failure to abate a citation under Section 104(a) of the Mine Act within the period prescribed by MSHA. This results in an order of immediate withdrawal from the area of the mine affected by the condition until MSHA determines the violation has been abated.

[4] Represents the total number of citations and orders issued by MSHA under Section 104(d) of the Mine Act for unwarrantable failure to comply with mandatory health or safety standards.

[5] Represents the total number of flagrant violations identified by MSHA under Section 110(b)(2) of the Mine Act.

[6] Represents the total number of imminent danger orders issued under Section 107(a) of the Mine Act.

[7] Amount represents the total United States dollar value of proposed assessments received from MSHA during the year ended December 31, 2023.

[8] Represents the total number of mining-related fatalities at mines subject to the Mine Act pursuant to Section 1503(a)(1)(G) of the Financial Reform Act.

[9] Represents the total number of legal actions pending as of December 31, 2023 before the Federal Mine Safety and Health Review Commission as required by Section 1503(a) of the Financial Reform Act.

[10] Represents the total number of legal actions instituted as of December 31, 2023 before the Federal Mine Safety and Health Review Commission as required by Section 1503(a) of the Financial Reform Act.

[11] Represents the total number of legal actions resolved as of December 31, 2023 before the Federal Mine Safety and Health Review Commission as required by Section 1503(a) of the Financial Reform Act.

Pattern or Potential Pattern of Violations

In addition, as required by the reporting requirements regarding mine safety included in Section 1503(a)(2) of the Financial Reform Act, for the year ended December 31, 2023, none of the Company's mines of which the Company is an operator has received written notice from MSHA of:

(a) a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards under Section 104(e) of the Mine Act; or

(b) the potential to have such a pattern.

HYCROFT MINING HOLDING CORPORATION

COMPENSATION RECOVERY POLICY

Effective November 17, 2023

Hycroft Mining Holding Corporation (the "Company") is committed to strong corporate governance. As part of this commitment, the Company's Board of Directors (the "Board") has adopted this Compensation Recovery Policy (the "Policy"). The Policy is intended to further the Company's pay-for-performance philosophy and to comply with applicable law by providing for the reasonably prompt recovery of certain incentive-based compensation received by Executive Officers in the event of an Accounting Restatement.

Capitalized terms used in the Policy are defined below, and the definitions have a substantive impact on its application, so reviewing them carefully is important to your understanding. Applying the Policy to Executive Officers is not discretionary, except to the limited extent provided below, and applies without regard to whether an Executive Officer was at fault.

The Policy is intended to comply with, and will be interpreted in a manner consistent with, Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act"), with Exchange Act Rule 10D-1 and with the listing standards of the national securities exchange (the "Exchange") on which the securities of the Company are listed, including any interpretive guidance provided by the Exchange.

Persons Covered by the Policy

The Policy is binding and enforceable against all Executive Officers. "Executive Officer" means each individual who is or was ever designated as an "officer" by the Board in accordance with Exchange Act Rule 16a-1(f). Each Executive Officer will be required to sign and return to the Company an acknowledgment that such Executive Officer will be bound by the terms and comply with the Policy. The failure to obtain such acknowledgment will have no impact on the applicability or enforceability of the Policy.

Administration of the Policy

The Compensation Committee of the Board (the "Committee") has full delegated authority to administer the Policy. The Committee is authorized to interpret and construe the Policy and to make all determinations necessary, appropriate, or advisable for the administration of the Policy. In addition, if determined at the discretion of the Board, the Policy may be administered by the independent members of the Board or another committee of the Board made up of independent members of the Board, in which case all references to the Committee will be deemed to refer to the independent members of the Board or the other Board committee. All determinations of the Committee will be final and binding and given the maximum deference permitted by law.

Accounting Restatements Requiring Application of the Policy

If the Company is required to prepare an accounting restatement due to the material noncompliance by the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (an "Accounting Restatement"), then the Committee must determine the Excess Compensation, if any, that must be recovered. The Company's obligation to recover Excess Compensation is not dependent on if or when the restated financial statements are filed.

Compensation Covered by the Policy

The Policy applies to certain Incentive-Based Compensation that is Received on or after November 1, 2023 (the "Effective Date"), during the Covered Period, while the Company has a class of securities listed on a national securities exchange. The Incentive-Based Compensation is considered "Clawback Eligible Incentive-Based Compensation" if the Incentive-Based Compensation is Received by a person after such person became an Executive Officer and the person served as an Executive Officer at any time during the performance period to which the Incentive-Based Compensation applies. The "Excess Compensation" that is subject to recovery under the Policy is the amount of Clawback Eligible Incentive-Based Compensation that exceeds the amount of Clawback Eligible Incentive-Based Compensation that otherwise would have been Received had such Clawback Eligible Incentive-Based Compensation been determined based on the restated amounts (this is referred to in the listings standards as "erroneously awarded incentive-based compensation").

To determine the amount of Excess Compensation for Incentive-Based Compensation based on stock price or total shareholder return, where it is <u>not</u> subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received and the Company must maintain documentation of the determination of that reasonable estimate and provide the documentation to the Exchange.

"Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. <u>*To avoid doubt, no compensation that is potentially subject to recovery under the Policy will be earned until the Company's right to recover under the Policy has lapsed.*</u>

The following items of compensation are not Incentive-Based Compensation under the Policy: Salaries, bonuses paid solely at the discretion of the Committee or Board that are not paid from a bonus pool that is determined by satisfying a Financial Reporting Measure, bonuses paid solely upon satisfying one or more subjective standards and/or completion of a specified employment period, non-equity incentive plan awards earned solely upon satisfying one or more strategic measures or operational measures, and equity awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period (e.g., time-based vesting equity awards) and/or attaining one or more non-Financial Reporting Measures.

"Financial Reporting Measures" are measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the financial statements or included in a filing with the Securities and Exchange Commission.

Incentive-Based Compensation is "Received" under the Policy in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment, vesting, settlement or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, the Policy does not apply to Incentive-Based Compensation for which the Financial Reporting Measure is attained prior to the Effective Date.

"Covered Period" means the three completed fiscal years immediately preceding the Accounting Restatement Determination Date. In addition, Covered Period can include certain transition periods resulting from a change in the Company's fiscal year.

"Accounting Restatement Determination Date" means the earliest to occur of (a) the date the Board, a committee of the Board, or one or more of the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; and (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

Repayment of Excess Compensation

The Company must recover Excess Compensation reasonably promptly and Executive Officers are required to repay Excess Compensation to the Company. Subject to applicable law, the Company may recover Excess Compensation by requiring the Executive Officer to repay such amount to the Company by direct payment to the Company or such other means or combination of means as the Committee determines to be appropriate (these determinations do not need to be identical as to each Executive Officer). These means may include:

(a) requiring reimbursement of cash Incentive-Based Compensation previously paid;

(b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;

(c) offsetting the amount to be recovered from any unpaid or future compensation to be paid by the Company or any affiliate of the Company to the Executive Officer;

(d) canceling outstanding vested or unvested equity awards; and/or

(e) taking any other remedial and recovery action permitted by law, as determined by the Committee.

The repayment of Excess Compensation must be made by an Executive Officer notwithstanding any Executive Officer's belief (whether or not legitimate) that the Excess Compensation had been previously earned under applicable law and, therefore, is not subject to clawback.

To the extent that the Executive Officer has already reimbursed the Company for any erroneously awarded compensation received under any duplicative recovery obligations established by the Company or applicable law, it shall be appropriate for any such reimbursed amount to be credited to the amount of erroneously awarded compensation that is subject to recovery under this Policy.

In addition to its rights to recovery under the Policy, the Company may take any legal actions it determines appropriate to enforce an Executive Officer's obligations to the Company or to discipline an Executive Officer, including (without limitation) termination of employment, reporting of misconduct to appropriate governmental authorities, reduction of future compensation opportunities or change in role. The decision to take any actions described in the preceding sentence will not be subject to the approval of the Committee and can be made by the Board or any committee of the Board. The applicable Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering such erroneously awarded compensation in accordance with this paragraph.

Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by this Section of the Policy if the Committee (which, as specified above, is composed entirely of independent directors) determines that recovery would be impracticable and any of the following two conditions are met:

- The Committee has determined that the direct expenses paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered, provided that, before making this determination, the Company must make a reasonable attempt to recover the erroneously awarded compensation, documented such attempt(s) and provided such documentation to the Exchange; or

- Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended, and regulations thereunder; or

- Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on a violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to the Exchange, that recovery would result in such a violation and must provide such opinion to Exchange.

The Company shall file all disclosures with respect to this Policy required by applicable U.S. Securities and Exchange Commission ("SEC") filings and rules.

Limited Exceptions to the Policy

The Company must recover Excess Compensation in accordance with the Policy except to the limited extent that the conditions set forth below are met, and the Committee determines that recovery of the Excess Compensation would be impracticable:

(a) The direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before reaching this conclusion, the Company must make a reasonable attempt to recover the Excess Compensation, document the reasonable attempt(s) taken to so recover, and provide that documentation to the Exchange; or

(b) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the legal requirements as such.

Other Important Information in the Policy

The Policy is in addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 that are applicable to the Company's Chief Executive Officer and Chief Financial Officer, as well as any other applicable laws, regulatory requirements, or rules.

Notwithstanding the terms of any of the Company's organizational documents (including, but not limited to, the Company's certificate of incorporation and bylaws), any corporate policy or any contract (including, but not limited to, any indemnification agreement), neither the Company nor any affiliate of the Company will indemnify or provide advancement for any Executive Officer against any loss of Excess Compensation. Neither the Company nor any affiliate of the Company will pay for or reimburse insurance premiums for an insurance policy that covers potential recovery obligations. In the event that pursuant to the Policy the Company is required to recover Excess Compensation from an Executive Officer who is no longer an employee, the Company will be entitled to seek recovery in order to comply with applicable law, regardless of the terms of any release of claims or separation agreement such individual may have signed.

The Committee or Board may review and modify the Policy from time to time.

If any provision of the Policy or the application of any such provision to any Executive Officer is adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of the Policy or the application of such provision to another Executive Officer, and the invalid, illegal or unenforceable provisions will be deemed amended to the minimum extent necessary to render any such provision or application enforceable.

The Policy will terminate and no longer be enforceable when the Company ceases to be a listed issuer within the meaning of Section 10D of the Exchange Act.

Mandatory Disclosures

The Company shall file this Policy as an exhibit to its Annual Report on Form 10-K and, if applicable, disclose information relating to the occurrence of an accounting restatement in accordance with applicable law, including, but not limited to, the rules of the Exchange, and the Exchange Act.

In the event the Company is required to clawback any erroneously awarded incentive-based compensation from Executive Officers in accordance with the rules of the Exchange and the Exchange Act., and the occurrence of such is disclosed by the Company in a public filing required by the Exchange Act, the Company will disclose (i) the aggregate amount recovered, or (ii) if no amount was recovered, the absence of a recoverable amount.

Noncompliance

Failure by the Company to adhere to this policy governing the recovery of erroneously awarded compensation could result in the Company being subject to delisting from the Exchange.

Amendment and Termination

The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary. Notwithstanding anything herein to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule or Nasdaq rules. The Board may terminate this Policy at any time.

***

ACKNOWLEDGEMENT

- I acknowledge that I have received and read the Compensation Recovery Policy (the "Policy") of Hycroft Mining Holding Corporation (the "Company").

- I understand and acknowledge that the Policy applies to me and all of my beneficiaries, heirs, executors, administrators or other legal representatives and that the Company's right to recovery in order to comply with applicable law will apply, regardless of the terms of any release of claims or separation agreement I have signed or will sign in the future.

- I agree to be bound by and to comply with the Policy and understand that determinations of the Committee (as such term is used in the Policy) will be final and binding and will be given the maximum deference permitted by law.

- I understand and agree that my current indemnification rights, whether in an individual agreement or the Company's organizational documents, exclude the right to be indemnified for amounts required to be recovered under the Policy.

- I understand that my failure to comply in all respects with the Policy is a basis for termination of my employment with the Company and any affiliate of the Company, as well as any other appropriate discipline.

- I understand that neither the Policy nor the application of the Policy to me gives rise to a resignation for good reason (or similar concept) by me under any applicable employment agreement or arrangement.

- I acknowledge that if I have questions concerning the meaning or application of the Policy, it is my responsibility to seek guidance from the Legal Department or my own personal advisers.

- I acknowledge that neither this Acknowledgement nor the Policy is meant to constitute an employment contract.

- In the event of any inconsistency between the provisions of the Policy and this Acknowledgment or any applicable incentive-based compensation arrangements, employment agreement, equity agreement, indemnification agreement or similar agreement or arrangement setting forth the terms and conditions of any Incentive-based Compensation, the terms of the Policy shall govern.

Please review, sign and return this form to Human Resources.

Executive Officer: _________________________ Date: _________________________________