

**MP MATERIALS CORP.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**I. PUTTING THIS CODE OF BUSINESS CONDUCT AND ETHICS TO WORK**

*About this Code of Business Conduct and Ethics*

We at MP Materials Corp. (the “Company”) are committed to the highest standards of business conduct in our relationships with each other, with companies with which we do business and with our stockholders and others. This requires that we conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business ethics. This Code of Business Conduct and Ethics (this “Code”) helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. This Code describes standards of conduct for all employees, officers, consultants and independent contractors of the Company (collectively, “Company Personnel”) as well as directors of the Company, as applicable below. This Code is a statement of the Company’s expectations for Company Personnel. Neither the adoption of this Code nor any description of its provisions constitutes a representation that all of its employees, officers, consultants and independent contractors are at any time in full compliance. For the avoidance of doubt, in the event the policies and/or procedures of this Code differ from the policies and/or procedures of the Company’s Code of Ethics for Senior Executive and Financial Officers (the “SOX Code”), the policies and/or procedures of the SOX Code will control for purposes of the Company Personnel who are subject to the SOX Code.

In this Code, “MP Materials,” the “Company,” “we,” “us” and “our” refer to MP Materials Corp. and our subsidiaries, unless the context otherwise requires.

The purpose of this Code is to deter wrongdoing and to promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (ii) full, fair, accurate, timely and understandable disclosure in our Securities and Exchange Commission reports and other public communications, (iii) compliance with applicable laws, rules and regulations, (iv) prompt internal reporting of violations of this Code to appropriate persons identified in this Code and (v) accountability for adherence to this Code.

Our business depends on the quality of the Company’s reputation and in turn on all of us to exhibit integrity and engage only in principled business conduct. Thus, in many instances, the policies referenced in this Code go beyond the requirements of the law.

This Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment or provision of services to the Company. Employees of the Company are employed at-will except when they are covered by an express, written employment agreement. This means that an employee may

choose to resign his or her employment at any time, for any reason or for no reason at all. Similarly, the Company may choose to terminate an individual's employment at any time, with or without notice and for any legal reason or for no reason at all.

### ***Meeting Our Shared Obligations***

Each of us is responsible for knowing and understanding the policies and guidelines contained in this Code. If questions arise, ask them; if there are ethical concerns, raise them. The Company's Legal Department, and where applicable, specified members or committees of the Board of Directors, are responsible for overseeing and monitoring compliance with this Code, and the other resources set forth in this Code are available to answer questions and provide guidance and for all to report suspected misconduct. Our conduct must reflect the Company's values, demonstrate ethical leadership and promote a work environment that upholds the Company's reputation for integrity, ethical conduct and trust.

## **II. RESPONSIBILITY TO OUR ORGANIZATION**

Company Personnel and directors are expected to dedicate their best efforts to the business of the Company and to avoid any conflicts with the interests of the Company.

### ***Conflicts of Interest***

The identification and management of all conflicts of interest must be fundamental considerations in all of your business related activities. Broadly speaking, a conflict of interest may be present whenever your interests are inconsistent with, or appear to be inconsistent with, those of the Company. Conflicts of interest, if not properly addressed, can cause serious harm to the Company. Even the mere appearance of a conflict of interest (i.e., where no conflict may actually exist) can result in potentially irreversible damage to the Company's reputation. As such, it is the responsibility of each of us to help in the effort to identify actual or potential conflicts of interest associated with the Company's business and promptly bring any such issues to the attention of the Company's Legal Department.

In order to maintain the highest degree of integrity in the conduct of the Company's business and to maintain independent judgment, Company Personnel and directors must avoid any activity or personal interest that creates or appears to create a conflict between personal interests and the interests of the Company. A conflict of interest occurs when the individual's private interests interfere in any way, or even appear to interfere, with the interests of the Company as a whole. A conflict situation can arise when the individual takes actions or has interests that make it difficult for the individual to perform his or her work objectively and effectively. Company Personnel and directors should never act in a manner that could cause them to lose their independence and objectivity or that could adversely affect the confidence of the companies with which we do business or fellow Company Personnel and directors, or the integrity of the Company or its procedures. Any transaction in which executive officers or directors have an interest must be brought to the attention of the Company's Legal Department and, if determined necessary by the Company's Legal Department, approved as required by the Company's Related Person Transaction Policy. Although we cannot list every conceivable conflict, the following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

- Improper Personal Benefits from the Company. Conflicts of interest arise when Company Personnel or directors, or members of the family of Company Personnel or directors, receive improper personal benefits as a result of a position with the Company. Company Personnel and directors may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedures.
- Business Arrangements with the Company. Executive officers and directors may not participate in a joint venture, partnership or other business arrangement with the Company, without the prior approval of a majority of the Company's disinterested and independent directors as more fully set forth in the Company's Related Person Transaction Policy.
- Outside Employment or Activities. Other than with the prior written consent of the Company's Legal Department or the Company's Executive Vice President of Human Resources, simultaneous employment with any other entity where such entity is a competitor of the Company, or where such employment interferes with the ability of Company Personnel to perform or carry out job responsibilities, serving as a director/trustee of a significant competitor of the Company, serving as a director/trustee of any entity in which the Company is invested or engaging in any activity that Company Personnel should reasonably expect to advance a competitor's interests, is strictly prohibited. It is the responsibility of such person to consult with the Company's Legal Department or the Company's Executive Vice President of Human Resources to determine whether a planned activity will compete impermissibly with any of the Company's business activities before you pursue the activity in question.
- Charitable, Government and Other Outside Activities. The Company encourages all Company Personnel and directors to participate in projects and causes that further the welfare of our local communities. However, Company Personnel must refrain from engaging in any activity that will create a conflict of interest or the appearance of a conflict of interest or otherwise interfere with the ability of Company Personnel to perform or carry out job responsibilities.
- Family Members Working In The Industry. Company Personnel and directors may find themselves in a situation where their spouse or significant other, one or more of their children, parents or in-laws, or someone else with whom they have a familial relationship is employed by or acting as a consultant to a competitor of the Company or a company or customer with which we do business. Such situations may not be prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest. There are several factors to consider in assessing such a situation. Among them: the relationship between the Company and the other company; the nature of the employee's, executive officer's, directors', consultant's and independent contractor's responsibilities with respect to the Company and those of the other person; and the access each of them has to their respective employer's confidential information. Such a situation, however harmless it may appear, could arouse suspicions among associates that might affect working

relationships. The very appearance of a conflict of interest can create problems, regardless of the propriety of the individual's behavior.

To remove any such doubts or suspicions, Company Personnel and directors must disclose their specific situation to the Company's Legal Department to assess the nature and extent of any concern and how it can be resolved. In some instances, any risk to the Company's interests is sufficiently remote that the Company's Legal Department may only remind you to guard against inadvertently disclosing Company confidential information and not to be involved in decisions on behalf of the Company that involve the other company. Directors must disclose their specific situation to the Chairman of the Board.

- Potential Company Conflicts of Interest. There are a variety of situations in which the Company itself may be viewed as having a conflict of interest. Ultimately, each of us is responsible for helping to identify Company-related conflicts of interest and promptly raising them with the Company's Legal Department.
- Loans or Other Financial Transactions. Company Personnel and directors may not obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that the individual knows or suspects is a customer, supplier or competitor of the Company without the approval of the Company's Legal Department.

### ***Company Opportunities***

Company Personnel and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Company Personnel and directors may not take for themselves personally opportunities that are discovered through the use of Company property, information or position or use Company property, information or position for personal gain. Nor may they compete with the Company in any manner if doing so would breach their fiduciary obligations to the Company.

### ***Entertainment, Gifts and Gratuities***

When Company Personnel and directors are involved in making business decisions on behalf of the Company, their decisions must be based on uncompromised objectivity of judgment. Individuals interacting with any person who has business dealings with the Company (including companies with which the Company does business, competitors, contractors, customers and consultants) must conduct such activities in the best interest of the Company. Company Personnel and directors must not accept any gifts, entertainment or gratuities that could influence or be perceived to influence decisions about the Company's best interests.

- Receipt of Gifts and Entertainment. Company Personnel and directors must not accept any gifts, entertainment or gratuities that could influence or be perceived to influence their business decisions on behalf of the Company. They must never request or ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and

commonly accepted business courtesies; are not excessive in value (i.e., do not exceed \$200); and are given and accepted without an express or implied understanding that the individual is in any way obligated by his or her acceptance of the gift. Gifts that are outside these guidelines may not be accepted without the prior written approval of the Company's Legal Department or in the case of directors, from the Chairman of the Board. Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited and must be returned promptly to the donor. Loans (not including loans at market rates from financial institutions made in the ordinary course of business) from any counter-party with which the Company conducts business, or entity in which the Company has an interest, are prohibited.

- Offering Gifts and Entertainment. When the Company is providing a gift, entertainment or other accommodation in connection with Company business, it must do so in a manner that is in good taste and without excessive expense. Company Personnel and directors may not furnish or offer to furnish any gift that goes beyond the common courtesies associated with accepted business practices or that are excessive in value. The above guidelines for receiving gifts should be followed in determining when it is appropriate to give gifts and when prior written approval is necessary. Gifts to U.S. government officials in any amount or form are prohibited, unless the Company's Legal Department has determined that an exception under applicable law applies to a particular gift. Companies with which we do business likely have gift and entertainment policies of their own. We must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. Company Personnel and directors are prohibited from providing gifts or anything of value to government officials or employees or members of their families in connection with Company business without the prior written approval of the Company's Legal Department or, in the case of a director, of the Chairman of the Board. For more information, see the section of this Code entitled "Interacting with Government."

Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

Company Personnel and directors who encounter an actual or potential conflict of interest, face a situation where declining the acceptance of a gift may jeopardize a Company relationship, are requested to pay a bribe or provide a kickback or encounter a suspected violation of this Code must immediately report the situation to the Company's Legal Department or, in the case of directors, to the Chairman of the Board.

### ***Protection and Proper Use of Company Assets***

We each have a duty to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. We should take measures to prevent damage to and theft or misuse of Company property. When an individual leaves the Company, all Company property must be returned to the Company. Incidental and occasional personal use of the Company's electronic mail and telephone systems is permitted. However, please be aware that even personal messages on the Company's computer and telephone systems are Company property and individuals therefore have no expectation of personal privacy in connection with their use of these resources, except as specifically authorized in this Code or elsewhere.

### ***Company Books and Records***

All Company documents must be completed accurately, truthfully and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. The Company's financial activities must be recorded in compliance with all applicable laws, regulations, contract terms and conditions, and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. Company Personnel and directors must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

### ***Record Retention***

In the course of its business, the Company produces and receives large numbers of documents. Numerous laws require the retention of certain Company documents for various periods of time. The Company is committed to compliance with all applicable laws and regulations relating to the preservation of records. The Company's policy is to identify, maintain, safeguard and destroy or retain, as applicable, all records in the Company's possession on a systematic and regular basis.

An individual who learns of a subpoena or a pending or contemplated litigation or government investigation should immediately contact the Company's Legal Department. The individual must retain and preserve ALL records that may reasonably be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until he or she is advised by the Company's Legal Department as to how to proceed. The individual must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Company. Furthermore, the Company's Legal Department will disseminate document retention instructions whenever necessary in connection with actual or potential legal matters, as it deems appropriate. Whenever such document retention notices are received, they must be implemented immediately and fully, and documents may not then be destroyed in accordance with normal document destruction policies until the Company's Legal Department has notified Company Personnel and directors (if applicable) that the document retention notice has been rescinded. Any questions regarding whether a particular record pertains to a pending or contemplated investigation or

litigation or may be responsive to a subpoena or regarding how to preserve particular types of records should be directed to the Company's Legal Department.

### ***Confidential Information***

Company Personnel and directors may learn, to a greater or lesser degree, facts about the Company's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as data of companies with which we do business, the terms offered or prices charged and marketing or strategic plans are examples of the Company's confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or companies with which we do business, if disclosed. During the course of performing their responsibilities, individuals may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies that the Company may be under an obligation to maintain as confidential.

Individuals must maintain the confidentiality of information entrusted to them by the Company or companies with which the Company does business, except when disclosure is authorized or legally mandated. Company Personnel and directors who possess or have access to confidential information or trade secrets must:

- not use the information for their benefit or the benefit of persons inside or outside the Company;
- carefully guard against disclosure of that information to people outside the Company. For example, such matters should not be discussed with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants;
- not disclose confidential information to other Company Personnel unless such Company Personnel need the information to carry out business responsibilities; and
- mark all confidential information in the manner required by any related agreement or Company policy.

Confidentiality agreements are commonly used when the Company needs to disclose confidential information to others. A confidentiality agreement puts the person receiving confidential information on notice that he or she must maintain the secrecy of such information. If, in doing business with persons not employed by or otherwise providing services to the Company, an individual foresees that he or she may need to disclose confidential information, he or she should consult with the Company's Legal Department and discuss the utility of entering into a confidentiality agreement.

The obligation to treat information as confidential does not end when an individual leaves the Company. Upon separation from the Company, everything that belongs to the Company, including all documents and other materials containing Company and customer confidential information must be returned. Confidential information must not be disclosed to a new employer or to others after separation from the Company.

Likewise a previous employer's confidential information must not be disclosed to the Company. Of course, individuals may use general skills and knowledge acquired during their previous employment.

### ***Trademarks, Copyrights and Other Intellectual Property***

- Trademarks. Company Personnel and directors must always properly use our trademarks and advise the Company's Legal Department of infringements by others. Similarly, the trademarks of third parties must be used properly.
- Copyright Compliance. All software or programs created by Company Personnel and directors in connection with their association with the Company or provision of services to the Company are "works for hire" and are the sole property of the Company. Company Personnel and directors understand that they have no right, title or interest in any intellectual property created by them in connection with their employment or provision of services to the Company unless otherwise expressly agreed to in writing by the Company's Legal Department.

Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of the Company's policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

The Company licenses the use of some of its computer software from outside companies. In most instances, this computer software is protected by copyright. Company Personnel and directors may not make, acquire or use unauthorized copies of computer software. Any questions concerning copyright laws should be directed to the Company's Legal Department.

- Intellectual Property Rights of Others. It is Company policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on the Company's website, individuals must do so properly and in accordance with applicable law.

### ***Computer and Communication Resources***

The Company's computer and communication resources, including computers, voicemail and e-mail, provide substantial benefits, but they also present significant security and liability risks to individuals and the Company. It is extremely important that Company Personnel take all necessary measures to secure their computer and any computer or voicemail passwords. All sensitive, confidential or restricted electronic information must be password protected, and, if sent across the Internet, must be protected by Company-approved encryption software. If an individual has any reason to believe that his or her password or the security of a Company computer or communication resource has in any manner been compromised, he or she must change the password immediately and report the incident to the Company's Legal Department.

When we are using Company resources to send e-mail, voicemail or to access Internet services, we are acting as representatives of the Company. Any improper use of these resources may reflect poorly on the Company, damage its reputation and expose the individual and the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of the Company and are intended for use by Company Personnel to conduct the Company's business. All e-mail, voicemail and personal files stored on Company computers are Company property. Company Personnel should therefore have no expectation of personal privacy in connection with these resources. The Company may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with Company policy. Incidental and occasional personal use of electronic mail and telephones is permitted, but such use should be minimized and the length of the messages should be kept as short as possible, as these messages cost the Company in both productive time and money. Even personal messages on the Company's e-mail and voicemail systems are Company property.

Company resources must not be used in a way that may be disruptive or offensive to others or unlawful. At all times when sending e-mail or transmitting any other message or file, individuals should not transmit comments, language, images or other files that the Company would be embarrassed to have read by any person. Remember that "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources but also the time and effort of Company Personnel who then have to sort and read through unnecessary e-mail.

Use of computer and communication resources must be consistent with all other Company policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

### ***Side Agreements***

It is our policy that contacts with customers, suppliers, vendors, or any other third parties must be established only through formal, written agreements, with approval by the appropriate authorized officer, and with the signatures of authorized Company management. Similarly, any modifications to an existing contract must occur through the same channels. This helps the Company ensure that we can meet all of our commitments, maintain accurate records of those commitments, and accurately account for the financial aspects of those commitments.

In keeping with this policy, side agreements are strictly prohibited. A "side agreement" is any commitment, verbal or written, even via email or text, outside the bounds of an authorized Company contract. Side agreements expose the Company to a variety of legal risks. If a contract already exists, a side agreement might modify the terms of that agreement, causing the Company to breach it inadvertently, or causing our accounting treatment of that contract to be inaccurate. On the other hand, where there is not a pre-existing contract, a side agreement might cause conflict with other Company commitments, again causing unwanted legal exposure for the

Company. If you are unsure whether a particular course of action might be considered a side agreement, seek guidance from the Company's Legal Department before you proceed.

### ***Insider Trading***

You are generally prohibited by Company policy and by law from buying or selling publicly traded securities for any purpose at a time when you are in possession of "material nonpublic information." This conduct is known as "insider trading." Passing such information on to someone who may buy or sell securities – known as "tipping" – is also illegal. Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security. If you have any question about whether a particular transaction may constitute insider trading, you should consult our Insider Trading and Confidentiality Policy which has been provided to you and, prior to trading, consult with the Company's Legal Department.

### ***Responding to Inquiries from Press and Others***

Company Personnel and directors who are not official spokespersons for the Company may not speak with the press, securities analysts, other members of the financial community, stockholders or groups or organizations as a representative of the Company or about the Company's business. The Company has designated the Chairman of the Board, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and General Counsel as the sole authorized spokespersons for the Company. Requests for financial or other information about the Company from the media, the press, the financial community, stockholders or the public should be referred to one or more of these authorized spokespersons. Requests for information from regulators or the government should be referred to the Company's Legal Department.

### ***Internal Accounting Controls and Procedures for Financial Reporting***

The Company's policy is to maintain a system of internal accounting controls to ensure reliability and adequacy of the Company's books and records and proper recording of all transactions including dispositions of assets. The Company has adopted and implemented internal accounting controls, procedures and records to ensure, among other things, the flow of information from all levels of the Company to the Company's Chief Financial Officer and the Chief Executive Officer. Full, fair, accurate, timely and understandable disclosure is required in all financial reports of the Company. These internal accounting controls, procedures and records are based on the following principles:

- **Authorization & Approval**. The transactions that are entered into, and recorded, by the Company in its books and records are those that specifically, properly and formally approved by a duly designated or appointed director, officer or employee of the Company. Such approval shall be in accordance with the procedures and policies of the Company. In addition, it is necessary that documentary evidence shall verify the validity of each particular transaction. Any transaction that fulfills these conditions must be recorded in the Company's books and records.
- **Accounting**. The Company will record in its books and other records all the transactions that entered into by the Company. In order to ensure reliability and

adequacy of Company's books and records, each entry to the books or records will be coded into an account which accurately and fairly reflects the true nature of the transaction.

- Independent Auditors. The Company's books, records, premises and assets shall be available for review and audit by the Company's independent auditors in connection with their review and audit (if applicable) of the Company's financial statements and any other Company financial reports.
- Compliance. All officers and employees of the Company shall comply at all times with the Company's system of internal accounting controls and ensure that the Company's financial reports comply with U.S. generally accepted accounting principles, to the extent required.
- Responsibility. It is the primary responsibility of the Audit Committee to oversee internal accounting controls, policies and procedures. The Chief Financial Officer is responsible for the implementation and the maintenance of the internal accounting controls, procedures and records under the requirements of this Code.

### III. FAIR DEALING

The Company depends on its reputation for quality, service and integrity. The way we deal with competitors and companies with which we do business molds our reputation, builds long term trust and ultimately determines our success. Company Personnel and directors should endeavor to deal fairly with the Company's competitors and their employees and companies with which we do business and their employees. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

#### *Antitrust and Competition*

The activities of the Company are subject to the antitrust and anti-competition laws of the United States and the states in which the Company conducts business. Federal and state anti-competition laws prohibit agreements that may restrain trade or reduce competition. Violations may include agreements with competitors or others to fix or control prices or to allocate territories or markets, and criminal violations are punishable by large fines and incarceration. Please consult with the Company's Chief Financial Officer or General Counsel on any matters that may raise potential antitrust concerns.

Unless prior approval has been received from the Company's Chief Financial Officer or General Counsel, the Company prohibits Company Personnel and directors from participating in any discussions or other communications, understandings or agreements with, or for the benefit of, a competitor regarding matters that may raise potential antitrust concerns, such as:

- raising, lowering, stabilizing or otherwise affecting prices, rates or commissions;
- allocating markets, territories or potential buyers or other customers;
- limiting competition;
- encouraging the boycott of a product or service;

- discussing what constitutes a “fair” profit level; or
- discussing credit terms.

Industry exchanges of price data or other sensitive information must strictly comply with legal requirements and may not be undertaken without approval of the Company’s Chief Financial Officer or General Counsel.

Company Personnel and directors are also prohibited from discussing with or providing to any competitor or other third party any artificially inflated bids, prices and/or other terms and conditions in order to lessen competition by, for example, conferring a commercial advantage upon a third party and/or creating a false appearance of legitimate competition within the industry.

#### **IV. INTERACTING WITH GOVERNMENT**

##### ***Prohibition on Gifts to Government Officials and Company Personnel***

The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and government employees. In general, gifts to U.S. government officials in any amount or form are prohibited, whether cash, gift certificates, travel or entertainment costs, meals or meal reimbursements, or any other in-kind types of gifts, unless the Company’s Legal Department has determined in advance in writing that an exception applies under relevant law to a particular gift. Company Personnel are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without the prior written approval of the Company’s Legal Department.

##### ***Political Contributions and Activities***

Laws of certain jurisdictions prohibit the use of Company funds, assets, services or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing and in advance by the Company’s Legal Department.

Work time may be considered the equivalent of a contribution by the Company. Therefore, Company Personnel will not be paid by the Company for any time spent running for public office, serving as an elected official or campaigning for a political candidate. Nor will the Company compensate or reimburse them, in any form, for a political contribution that they intend to make or have made.

##### ***Lobbying Activities***

Laws of some jurisdictions require registration and regular reporting of their activities by anyone who engages in a lobbying activity. Generally, lobbying includes: (1) communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation; (2) communicating with certain government officials, including those in the Executive Branch, for the purpose of influencing government action; or (3) engaging in research or other activities to support or prepare for such communication.

So that the Company may comply with lobbying laws, Company Personnel and directors must notify the Company's Legal Department before engaging in any activity on behalf of the Company that might be considered "lobbying" as described above.

### ***Compliance With Laws And False Claims Act***

In addition to the provisions of this Code and other Company policies, Company Personnel working with the U.S. federal, national, state or local governments or government funded entities, have an additional obligation to know, understand and abide by the laws, regulations and ethical policies of those governments that may be more strict than those that apply to our non-government customers and suppliers. Company Personnel working on U.S. Government contracts or subcontracts or directly or indirectly involved in the filing of a claim for payment by the government can be subject to civil or criminal penalties if they make false statements concerning their work on the contract, submit or cause the Company to submit a claim with false or fraudulent information or otherwise violate U.S. laws and/or regulations. The standard applicable to violations of the civil False Claims Act is that they were done deliberately or with reckless disregard for the law; accordingly, Company Personnel must strictly adhere to all of the requirements of government contracts to ensure that they do not contravene these laws and regulations. The consequences of such violations can involve substantial penalties, treble damages, and other very serious results, such as suspension or debarment from government contracts. Note also that many states and local governments have their own version of the False Claims Act that often replicate the federal statutes. Company Personnel acknowledge their understanding of this fact when they acknowledge this Code as set forth below.

### ***Conflicts Of Interest***

Managers and supervisors will be aware of and comply with conflict of interest laws and regulations covering government procurements, including circumstances under which current or former government associates may be offered, or can accept, employment with the Company. In particular, federal procurement regulations prohibit companies from having what are known as "Organizational Conflicts of Interest," defined as including a number of different kinds of improprieties, from obtaining confidential information about a competing company's bid or bids, to performing both as consultants in structuring competitive procurements and also bidding on those procurements, and obtaining an unfair competitive advantage and therefore deviating from the fair competitions required by law. Company Personnel must ensure that fair procurement practices are followed at all times, in accordance with the Federal Acquisition Regulations and applicable agency supplements thereto.

### ***Truth in Negotiations Act***

In transactions involving the U.S. Government, you must adhere to the provisions of the Truth in Negotiations Act and make certain that cost and pricing data are current, accurate, complete and properly disclosed, documented and retained in appropriate files.

### ***Anti-Kickback Act of 1986***

You must strictly adhere to the Anti-Kickback Act of 1986, which prohibits giving or receiving anything of value in order to receive favorable treatment in connection with items or services paid for by the U.S. Government. If you are involved with government contracts, you should never give anything of value to or receive anything of value from a supplier, customer or subcontractor without receiving prior approval from the Company Legal Department. In case of any doubts or questions please contact the Company's Legal Department or the Whistleblower Hotline at 800-916-7037 (Company Identifier: 676875).

### ***Classified Information***

You must strictly adhere to all laws and regulations regarding the protection of classified information, which should only be made available to individuals who have a need to know and who hold the proper government security clearance. Violations may result in imprisonment or fines. If you are aware of a potential violation, you must immediately report it to the head of security at your facility, as well as to your supervisor.

### ***Confidential Information***

You may not attempt to obtain or use confidential information of other companies or source selection information of the government. Source selection information is information that the government uses in evaluating bids or proposals. If you think that you have received either confidential information or source selection information, you should immediately contact the Company Legal Department or the Whistleblower Hotline at 800-916-7037 (Company Identifier: 676875). You should not examine the information or copy it.

### ***Other Requirements***

There are many other requirements with which the Company is obligated to comply. In particular, you must:

- bill labor and material costs correctly;
- submit cost and pricing data correctly in accordance with the Truth in Negotiations Act, as well as comply with all other requirements of this Act;
- not submit any false or fraudulent claims within the meaning of the False Claims Act;
- fully comply with all contract specifications and requirements;
- correctly account for research and development costs and report inventions made under contract; and
- maintain appropriate records, such as inspection and testing records, invoices and time cards.

### ***Bribery of Foreign Officials***

Company policy, the U.S. Foreign Corrupt Practices Act (the "FCPA") and the laws of many other countries prohibit the Company and Company Personnel, directors and agents from giving or offering to give money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of

that person or entity, to obtain or retain business or to secure any improper advantage. A foreign official is an officer or employee of a government or any department, agency or instrumentality thereof, or of certain international agencies, such as the World Bank or the United Nations, or any person acting in an official capacity on behalf of one of those entities. Officials of government-owned corporations are considered to be foreign officials.

Payments need not be in cash to be illegal. The FCPA prohibits giving or offering to give “anything of value.” Over the years, many non-cash items have been the basis of bribery prosecutions, including travel expenses, golf outings, automobiles, and loans with favorable interest rates or repayment terms. Indirect payments made through agents, contractors or other third parties are also prohibited. Company Personnel and directors may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the FCPA.

The FCPA does allow for certain permissible payments to foreign officials. Specifically, the law permits “facilitating” payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses, visas, mail, utilities hook-ups and the like. However, determining what is a permissible “facilitating” payment involves difficult legal judgments. In addition, Company Personnel must be aware that the laws of other jurisdictions, such as the United Kingdom, expressly prohibit even such “facilitating payments.” Therefore, Company Personnel must obtain permission from the Company’s Legal Department before making any payment or gift thought to be exempt from the FCPA.

### ***Import Laws, Export Controls and Economic Sanctions***

Our Company engages in international trade, export, import, marketing, sales and business entrepreneurship in world markets. As a global Company that manages its business on the international playing field, we strictly comply with the local and international legal regulations for world trade that are incumbent on our activities, including, but not limited to, the import and export controls laws and regulations.

Customs import trade laws require all imported goods to be accurately declared and the payment of duties and taxes, when applicable. When engaging in import activities, we must utilize accurate documentation, correctly assigned duty tariff codes and declare the proper valuation, capturing all associated production costs of the imported goods, along with any required export and/or import licenses, commercial invoices, duty preference support, labels, country of origin markings and accurate transport waybills.

Many countries (including the United States) place controls and/or prohibitions on certain international transactions for national security, foreign policy and other reasons. Export control laws govern the exports of products, software, technology (including technical data and technical assistance) and services (“Items”). Additionally, under some laws, including U.S. law, exports can include re-exports, in- country transfers of Items and the release or disclosure of Items to foreign persons in the relevant country. Furthermore, under U.S. export control laws, unauthorized or prohibited exports can occur even in the U.S., if Items are viewed or accessed in any way by non-U.S. persons (defined for this purpose as individuals who are not U.S. citizens or “green card” holders, that is, lawful permanent residents of the U.S. and certain people with refugee or asylee status under U.S. law). Such occurrences are known as “deemed exports,” and Company Personnel must demonstrate great caution so as not to allow such to occur. Export control laws may restrict

the sale and/or shipment of products to certain specified countries, specified entities and specified individuals, and for specified end-uses. Under these laws, an export or transfer may occur by any means, including electronic transmission, meetings or phone calls.

U.S. economic sanctions laws apply to U.S. citizens and permanent residents, wherever located, entities organized under the laws of the United States, any entity or individual within the United States and, in limited cases, foreign subsidiaries of U.S. companies (“U.S. Persons”). U.S. economic sanctions laws restrict transactions, including financial transactions, by U.S. Persons with certain targeted countries, territories, individuals or entities. These laws also prohibit U.S. Persons from facilitating transactions by third parties that would be prohibited for the U.S. Person to engage in directly. Non-U.S. economic sanctions laws apply in a similar manner.

The Company must comply with all such applicable laws, rules and regulations and the highest standard of conduct set forth by the Company. Failure to comply with such laws, rules and regulations may result in criminal, civil and/or administrative penalties, for the individual, as well as for the Company, including loss of the Company's import or export privileges and, conceivably, the Company's ability to participate in government contracting and subcontracting.

Prior to engaging in an international transaction, you must ensure that such transaction complies with all applicable laws, rules and regulations and Company policies. Additional guidelines regarding import, export controls and economic sanctions are available from the Company's Legal Department. When in doubt or if you have any questions concerning compliance with import laws, export controls or economic sanctions laws, please contact the Company's Legal Department. Company Personnel should report any non-compliant import or export matter to the Company's Legal Department or the Whistleblower Hotline at 800-916-7037 (Company identifier: 676875).

### ***Employees***

The Company pursues fair employment practices in every aspect of its business and is committed to providing a safe, respectful and professional workplace environment that is free from acts or threats of violence, harassment or discrimination. Company Personnel must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. Company Personnel must strictly adhere to the Company's Discrimination, Harassment and Retaliation Prevention Policy, Health & Safety Standards and related safety policies, and other policies found in its employee handbook.

### ***Equal Employment Opportunity and Nondiscrimination***

The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. We will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, marital status, national origin, sexual orientation, citizenship, Vietnam-era or disabled veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment. The Company complies strictly with all applicable affirmative action and equal opportunity provisions in the Federal Acquisition Regulation, agency supplements thereto, and applicable regulations of the U.S. Department of Labor.

You must treat all Company people, customers, suppliers and others with respect and dignity.

### ***Prohibition on Human Trafficking***

The federal government has a strict policy, as well as contract clauses and requirements in some cases for the creating of codes of conduct, specifically prohibiting human trafficking by government contractors. Note that the definition of human trafficking in these provisions is very broad and includes activities that may not themselves constitute human trafficking but which serve to support, directly or indirectly, to human trafficking, including the mistreatment of individuals who have been victimized by human traffickers. The Company is strictly opposed to all such forms of abuses and will not tolerate any activities by its personnel that condone or take advantage of the victims of human trafficking. The Company has set forth its expectations for Company Personnel in its Policy Against Human Trafficking.

### ***Sexual and Other Forms of Harassment***

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. Company will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment.

Forms of sexual harassment can include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

### ***Other Forms of Harassment***

- Harassment on the basis of other characteristics is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, color, national origin, citizenship, religion, sexual orientation, marital status, age, has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts and written or graphic material that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, national origin, age, or disability and that is displayed on walls, bulletin boards, or other locations on your premises or circulated in the workplace

### ***Environment, Health and Safety***

The Company is committed to providing a safe and healthy working environment for all Company Personnel and avoiding adverse impact and injury to the environment and the communities in which it does business. Company Personnel and directors must comply with all applicable environmental, health and safety laws, regulations and Company standards, and immediately report accidents, injuries, and unsafe equipment, practices or conditions. All Company resources should be utilized appropriately and efficiently, and all waste must be disposed of in accordance with applicable laws, rules and regulations. Additionally, we must comply with all reporting obligations concerning potentially harmful incidents such as the release of pollutants into the air, water or ground. The Company is committed to behaving in an environmentally responsible manner and protecting the environment in our community. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. You should contact the Company's General Counsel if you have any questions about the laws, regulations and policies that apply to you. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Company's General Counsel.

### ***Alcohol & Drugs***

As a government contractor, the Company will comply with all requirements for a U.S. federal drug free workplace. Company Personnel shall report to work free from the influence of any substance that could impair job performance.

## **V. IMPLEMENTATION OF THIS CODE**

### ***Responsibilities***

While each of us is individually responsible for putting this Code to work, we need not go it alone. The Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Code are available from the Company's Legal Department. A statement acknowledging compliance with this Code must be signed by all Company Personnel and directors.

### ***Seeking Guidance***

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code, or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Company's Legal Department or the other resources identified in this Code.

## ***Reporting Violations***

If you know of or suspect a violation of applicable laws, rule, or regulations, this Code or the Company's related policies, you must immediately report that information. All reports of suspected violations or misconduct, shall be made pursuant to the procedures set forth in the Company's Policy for Reporting Concerns Handbook. Report suspected violations of the Code, the Company's policies, or the law to the Company's Legal Department or other resource available for assistance. You can visit <http://report.mpmaterials.com>; or submit an anonymous inquiry, by calling the Company's Whistleblower Hotline at 800-916-7037. You will then be prompted to enter the Company identifier, please enter: 676875. (if you are outside North America, visit <http://report.mpmaterials.com> for global phone numbers).

Any reports of suspected violations or misconduct with respect to the "Internal Accounting Controls and Procedures for Financial Reporting" section of this Code shall be made to the Audit Committee, the General Counsel or via the Whistleblower Hotline at 800-916-7037 (Company identifier: 676875), or using the Company's anonymous, third-party online reporting tool at <http://report.mpmaterials.com>.

As further set forth in the Company's Policy For Reporting Concerns, the Company will not allow any form of retaliation against individuals who report alleged violations of law, rule, or regulation, this Code, or those who cooperate in the Company's investigation of such reports.

## ***Special Disclosure and Consent Provisions with Respect to Directors***

With respect to directors, in each instance in this Code where disclosure is required to be made to, or consent is required to be obtained from, the Company's Legal Department and is not otherwise specifically required to be made to or obtained from the Chairman, the Board of Directors or a committee thereof, then such disclosure or consent shall be required to be made to, or obtained from, the Company's Legal Department *and* the Chairman.

## ***Investigations of Suspected Violations***

All reported violations will be promptly investigated and treated confidentially to the greatest extent possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

## ***Discipline for Violations***

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, Company Personnel and directors who violate this Code and/or other Company policies and procedures may be subject to disciplinary action, up to and including termination of their association with the Company.

### ***Waivers of this Code***

The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of specific provisions in this Code for Company Personnel may be made only in exceptional circumstances, and only after review by the General Counsel and Chief Financial Officer. Waivers of this Code for directors and executive officers of the Company may be made only by the Nominating and Corporate Governance Committee of the Board of Directors and must be promptly disclosed as required by applicable New York Stock Exchange and Securities and Exchange Commission rules or any other applicable law, rule or regulation. This Code may be amended or modified at any time by the Board of Directors. Any material amendment or waiver, with respect to directors and executive officers, to the Code shall be promptly disclosed to the Company's stockholders through a posting on the Company's website.

### ***No Rights Created***

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any officer, director, employee, client, supplier, competitor, stockholder or any other person or entity. Further, this Code does not, in any way, constitute an employment contract or an assurance of continued employment or provision of services to the Company.

### ***Remember***

Ultimate responsibility to assure that the Company complies with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and the Company's policies and guidelines pertaining to them.