

MP MATERIALS CORP.

POLICY FOR REPORTING CONCERNS

As adopted by the Audit Committee, effective November 17, 2020

MP MATERIALS CORP. (the “Company”) is committed to conducting business in accordance with applicable laws, rules and regulations and high standards of business ethics and to fostering an environment in which all employees, executive officers and directors of the Company are encouraged to raise concerns about any potential wrongdoing within the Company, free from fear of discrimination, harassment or other forms of retaliation.

This Policy for Reporting Concerns (this “Policy”) sets forth (a) the procedures for reporting and handling questions and concerns regarding potential, suspected or known violations of applicable law, regulation, rule or standard or Company policy, the terms and implementation of any government contract, or a substantial and specific danger to public health or safety and (b) the Company’s policy prohibiting retaliation against employees who report concerns.

Applicability

“MP Materials,” the “Company,” “we,” “us” and “our” refer to MP Materials Corp. and our subsidiaries, unless the context otherwise requires. This Policy applies to all employees, executive officers and directors of the Company and its subsidiaries (collectively referred to as “you”).

Definitions

“Concern” means any question or concern about a potential, suspected or known violation that has occurred, may occur and/or is occurring of any applicable law, regulation, contract term or condition, rule or standard, the Company’s Code of Business Conduct and Ethics or any other Company policy, or substantial and specific danger to public health or safety. Reporting of a Concern also includes with respect to a Federal contract or grant, evidence reported to the Company evidencing waste, fraud, or abuse of authority, a substantial and specific danger to public health or safety, or a violation of law, rule, contract term or condition, or regulation related to such contract, including, without limitation, related to competition for, negotiation of, or performance of such contract or grant, or company policy.

“Corrective Action” means an action to be taken to address issues raised as part of a Concern and may include, for example, revision of policies and procedures, disciplinary action, regulatory reporting or recovery of the proceeds of fraud or other conduct that is in breach of applicable law, regulation, rule or standard, the Company’s Code of Business Conduct and Ethics or any other Company policy.

“**Investigation**” means the analysis and investigation of the factual, legal and ethical basis of a Concern, which may include interviews, review of documents and data, site visits and receipt of advice with respect to, but not limited to, the Concern and related Corrective Actions.

“**Investigator**” means any person or group of persons designated by the Legal Department pursuant to this Policy to coordinate and supervise the Investigation of a particular Concern.

“**Proceeding**” means any judicial or administrative proceeding by a court, agency, or other regulatory body having jurisdiction over Company related to an alleged legal, regulatory or contractual violation by Company; a substantial and specific danger to public health or safety; or mismanagement, waste of funds, abuse of authority, or censorship that would result in these forms of misconduct, related to a U.S. federal contract.

Reporting Concerns

Reporting: Concerns may be submitted in writing or orally by any person. No form is required to submit a Concern; however, if it is your intent to submit a Concern and you do so orally (other than through the Ethics Hotline), you should request a written acknowledgment that you have submitted a Concern. You may report a Concern by communicating it orally or in writing to any of the following:

- Your manager
- The Legal Department
- Human Resources
- Legal
- For accounting, auditing and financial disclosure related Concerns: Audit Committee, MP Materials Corp., 6720 Via Austi Parkway, Suite 450, Las Vegas, Nevada 89119, Attention: Audit Committee Chair
- Ethics Hotline: 800-916-7037 Company Identifier: 676875
- Reporting Website: at <http://report.mpmaterials.com>

Receipt of a Concern reported orally should be acknowledged in writing to the person reporting the Concern.

Confidential Reporting: You may request that your report of a Concern through any of the channels listed above be treated confidentially subject to the Company’s interests in properly investigating the Concern and/or taking other action to protect the health and safety of individuals and the Company’s interests. (All reported Concerns will be reviewed by the Legal Department.)

Anonymous Reporting: You may also report a Concern anonymously to:

- For accounting, auditing and financial disclosure related Concerns: Audit Committee, MP Materials Corp., 6720 Via Austi Parkway, Suite 450, Las Vegas, Nevada 89119, Attention: Audit Committee Chair
- Ethics Hotline: 800-916-7037 Company Identifier: 676875

- Reporting Website at: <http://report.mpmaterials.com>

If you choose to report anonymously, please ensure that you provide sufficiently detailed information to enable the Concern to be properly investigated (including, for example, details relating to the facts underlying the Concern and the person(s) involved). A third party contracted by the Company will take your initial report and handle gathering any follow up information. The initial report and any additional information are then communicated to the Company without disclosing any information about you. Accounting, auditing and financial disclosure-related Concerns are specifically communicated to the Audit Committee Chair in the same confidential manner. The Ethics Hotline and Reporting Website are designed to provide you with a case number so that you may provide additional information and receive a response relating to the Concern. For more information about the Ethics Hotline and Reporting Website, please refer to the Employee Handbook.

Protection for Reporting Concerns / Anti-Retaliation Policy

Certain laws and regulations prohibit retaliatory action against employees who report potential wrongdoing in certain circumstances. The Company prohibits retaliation against employees for reporting Concerns under this Policy or for participating in an Investigation or providing evidence of Company misconduct in any Proceeding. Employees should provide all the information they have and the basis for their there has been a possible violation of applicable law, regulation, contractual requirement, rule or standard, the Company's Code of Business Conduct and Ethics or any other Company policy, even if your report turns out to be unsubstantiated. Retaliation includes any unfavorable job action (such as termination, demotion, suspension, discipline, reduced hours, transfer or adverse compensation action), threat, harassment or other discrimination in the terms and conditions of employment.

Retaliation is a violation of this Policy and the Company's Code of Business Conduct and Ethics and may also violate the law. Retaliation should be reported in accordance with this Policy.

Handling and Investigating Concerns

The recipient of any reported Concern shall promptly communicate such Concern to the Legal Department. The Legal Department shall promptly provide written confirmation to the reporter that such Concern has been received. If the report has been submitted anonymously, the Legal Department shall provide written confirmation to the extent possible.

The Legal Department shall review within a reasonable time frame each Concern reported through any of the mechanisms for reporting Concerns listed above. The Legal Department shall assign an identification number to enable tracking of the Concern and shall communicate the Concern to the appropriate Investigator for review and Investigation, if needed, with appropriate consideration regarding confidentiality concerns. Persons who have reported Concerns anonymously can use the identification number to provide additional information and receive a response relating to the Concern.

The Investigator will typically be from within the relevant business unit or corporate function but may be from within the Legal Department, Internal Audit, the Audit Committee or the Board of Directors depending on the nature of the Concern and the persons involved.

The Investigator shall prepare a plan of Investigation, which the Legal Department shall review and approve before the Investigation commences. A plan of Investigation should set forth the process and expected timing for conducting the Investigation, including persons to be interviewed, documents to be reviewed, reports to be prepared and the roles of Company personnel and outside advisors. Investigators may seek assistance in any Investigation from other Company personnel, including people outside the relevant business unit or corporate function. In addition, depending on the scope and nature of the Investigation, Investigators may require assistance from outside advisors (such as legal counsel, external auditors, accountants, fraud investigators, information technology experts, etc.) but shall obtain the prior approval of the Legal Department before approaching or retaining such advisors.

The person who is the subject of the Investigation shall be notified in a timely manner about the Investigation and involved in the Investigation as deemed necessary and appropriate.

You are expected to cooperate when your assistance, or the assistance of any person under your supervision, is sought with respect to any Investigation.

The Legal Department shall meet with the Investigator on a regular basis as determined by the Legal Department to provide oversight and receive updates on the progress of the Investigation.

Where the Concern implicates the Legal Department, Internal Audit shall perform the responsibilities of the Legal Department set forth in this Policy. Where the Concern implicates the Legal Department, such concerns shall be reported to the Audit Committee and the Audit Committee shall review the matter and take appropriate action, including appropriate Investigation or other appropriate action, within a reasonable period of time.

Investigations shall be treated as confidential to the extent possible and only discussed with those outside the investigation team on a need-to-know basis. Employees are required to keep confidential any information they receive as part of an Investigation, including the existence of the Investigation, the persons involved and the factual, legal and ethical issues.

Corrective Actions

At the conclusion of an Investigation, the Investigator and/or the Legal Department may recommend that certain Corrective Actions be taken. The Legal Department shall monitor completion of any recommended Corrective Actions. Any Corrective Action that consists of discipline of any Company personnel shall be discussed in advance with Human Resources. Disciplinary action shall be consistent with applicable law and regulation and the guidelines for disciplinary action included in the Employee Handbook. Types of disciplinary action include, but are not limited to, reprimand (verbal or written), suspension, reduction in current or future salary or other compensation such as bonuses, demotion and termination.

Reporting Relating to Concerns, Investigations and Corrective Actions

The Legal Department shall maintain a log of all Concerns and the status of any Investigations and Corrective Actions. The Legal Department shall report on Concerns, Investigations and Corrective Actions to the Audit Committee at least quarterly and more frequently as circumstances require. Company personnel who have raised a Concern shall be kept apprised of the status of their Concern where appropriate.

Special Notice To Employees Regarding Government Contractor Employee Whistleblower Rights And Certain Internal Confidentiality Agreements Or Statements

Per 41 U.S.C. §4712, employees working on a Federal Government contract, subcontract or grant are provided enhanced whistleblower protections.

In general, an employee of a U.S. Government contractor, subcontractor, or grantee may not be discharged, demoted, or otherwise discriminated against as a reprisal for disclosing to Covered Person (as defined below) information that the employee reasonably believes is evidence of gross mismanagement of a Federal contract or grant, a gross waste of Federal funds, an abuse of authority relating to a Federal contract or grant, a substantial and specific danger to public health or safety, or a violation of law, rule, or regulation related to a Federal contract (including the competition for or negotiation of a contract) or grant.

For purposes of this section, “Covered Persons” means:

- (a) A Member of Congress or a representative of a committee of Congress.
- (b) An Inspector General.
- (c) The Government Accountability Office.
- (d) A Federal employee responsible for contract or grant oversight or management at the relevant agency.
- (e) An authorized official of the Department of Justice or other law enforcement agency.
- (f) A court or grand jury.
- (g) A management official or other employee of the contractor, subcontractor, or grantee who has the responsibility to investigate, discover, or address misconduct.

An employee who initiates or provides evidence of contractor or subcontractor misconduct in any judicial or administrative proceeding relating to waste, fraud, or abuse on a Federal contract shall be deemed to have made a disclosure. An employee of a contractor, subcontractor, or grantee who believes that he or she has been discharged, demoted, or otherwise discriminated against in violation of this section may submit a complaint with the Inspector General of the agency concerned. Procedures for submitting fraud, waste, abuse, and whistleblower complaints are generally accessible on agency Office of Inspector General Hotline or Whistleblower Internet sites. A complaint by the employee may not be brought under 41 U.S.C. §4712 more than three years after the date on which the alleged reprisal took place.

Special Notice Regarding Pre-Existing Or Conflicting Confidentiality Requirements.

The Federal Acquisition Regulation section 52.203-19 prohibits U.S. Government contractors from requiring their employees and subcontractors to sign or comply with internal confidentiality agreements or statements prohibiting or otherwise restricting the lawful reporting of waste, fraud, or abuse related to the performance of a Government contract to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information (e.g., agency Office of the Inspector General).

Pursuant to the Defend Trade Secrets Act (18 U.S.C. §1833), employees may disclose trade secret information either (i) in confidence to a federal, state or local government official or to an attorney solely to report or investigate a suspected violation of law, or (ii) under seal in a complaint or other document filed in a lawsuit or other proceeding without fear of prosecution, liability or retaliation provided they do so in strict adherence with 18 U.S.C. §1833.

To the extent that the prohibitions and restrictions of any preexisting internal confidentiality agreements or other written statement of the Company regarding nondisclosure of Company information by employees or subcontractors (subject to certain exceptions) are inconsistent with the Federal Acquisition Regulation section 52.203-19 and/or to the extent that such disclosure is a protected disclosure under the Defend Trade Secrets Act (18 U.S.C. §1833), such prohibitions are no longer in effect.

Policy Review

The Audit Committee shall review this Policy periodically.

Questions about this Policy should be directed to the Legal Department.