

**CHARTER
OF THE
FINANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
GENERAL MOLY, INC.**

(Adopted April 24, 2008)

(Re-Adopted August 20, 2013)

(Revised June 18, 2015)

GENERAL MOLY, INC.

FINANCE COMMITTEE CHARTER

I. Purpose

The Finance Committee of the Board of Directors (the “Board”) of General Moly, Inc. (the “Company”) shall provide assistance to the Board in fulfilling its responsibility to the Shareholders with respect to its oversight of:

- Financing Transactions, as defined herein.
- Proposed mergers, acquisitions or business combinations.
- Acquisition or disposition of assets not in the ordinary course of business.

The Committee’s principal responsibility is one of oversight and in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurances or professional certifications as to the accuracy or completeness of the data and information it reviews.

II. Committee Structure and Operations

The Finance Committee shall:

- A. Be composed of three (3) or more members of the Board;
- B. Be appointed by, and its members shall be subject to removal by, the Board;
- C. Meet separately or in conjunction with each scheduled meeting of the Board, or more frequently as circumstances require;
- D. The Committee may invite to its meetings any director or member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. Generally, it is

expected that any non-Committee members of the Board who are invited to Committee meetings will be limited to independent members of the Board. The Committee may also exclude from its meetings any non-Committee members it deems appropriate in order to carry out its responsibilities.

- E. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Committee will cause to be maintained adequate minutes of its proceedings and other records of its activities and shall regularly report to the Board concerning its activities.
- F. Have authority to form, and delegate its responsibilities to, subcommittees in its discretion, provided that any action approved by a subcommittee shall be subsequently reported to the Committee and subject to ratification by the Committee. The Chair shall prepare an agenda prior to each Committee meeting;
- G. Report Committee actions to the Board with such recommendations as the Committee may deem appropriate; and,
- H. With the approval of the Board to engage advisors as it determines is necessary to carry out its duties.

III. Duties and Responsibilities

- A. The Committee shall serve at the direction of the Board to assist the Board with respect to its oversight and review, evaluation and approval of certain financing and investment transactions identified below that are not in the ordinary course of the Company's business (each a "Transaction").
 - 1. any transaction pursuant to which the Company proposes to issue shares of its capital stock or other equity or debt securities of the Company, or options, warrants, or other securities convertible into or exchangeable for such securities, issued

principally for the purpose of raising financing for the Company and specifically excluding any such transaction which is primarily compensatory in nature;

2. any proposed acquisition or disposition of assets, operations or businesses by merger, acquisition/disposition, business combination or other means, including the financing related thereto (excluding dispositions of used equipment in the ordinary course of business and acquisitions of equipment pursuant to an approved plan or budget or in the ordinary course of business); or
3. any proposed initial or follow-on equity investment by the Company in any third party entity, outside of the ordinary course of business.

B. In carrying out its responsibilities, the Committee will, without limitation, be authorized and directed to do the following:

1. Review all activities in connection with a Transaction and make appropriate recommendations to the Board.
2. Assist management and the Board in evaluating the proposed terms for any Transaction for which Board approval is required and, as appropriate, recommend specific limits on the purchase price, the pricing of any securities or other equity or debt instruments and other terms and conditions to a proposed Transaction.
3. Assist management and the Board in assessing the specific risks and issues involved in each Transaction.
4. In advance of the Company undertaking due diligence with respect to any specific Transaction, review the Company's due diligence plan to determine that the plan considers risk mitigation and other procedures appropriate in the circumstances, and recommend changes to such plan, as appropriate.

5. Periodically, review the Company's integration plans for any proposed Transaction, as applicable.
6. Advise and report to the Board as to any Transaction that is either: (i) subject to ratification by the Board; or (ii) approved by the Committee pursuant to delegation of authority from the Board.
7. Assist management in developing effective and complete disclosures to the Board of the appropriate information to enable a fully informed review and evaluation of any proposed Transaction.
8. Conduct, as appropriate, periodic evaluations of the success of all Transactions previously completed by the Company.
9. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

C. General

1. The Committee shall annually perform a review and self-evaluation of the performance of the Committee, including its compliance with this Charter. In addition, the Committee shall annually review and assess the adequacy of this Charter and report to the Board any recommendations the Committee considers necessary or advisable.
2. The Committee shall undertake from time to time such additional activities the Committee deems to be within the scope of its primary functions and/or as assigned by the Board or its Chairman.