

COMPENSATION & CORPORATE GOVERNANCE COMMITTEE

I. PURPOSE

The function of the Compensation & Corporate Governance Committee (the “C&CG Committee”) is to assist the Board of Directors of Equinox Gold Corp. (the “Company”) in its oversight responsibilities with respect to (i) compensation of its officers, employees and Directors; and (ii) corporate governance.

II. COMPOSITION, MEETINGS AND AUTHORITY

1. The C&CG Committee shall be comprised of three non-executive directors
2. Each member shall have skills and/or experience which are relevant to the mandate of the C&CG Committee.
3. The members of the C&CG Committee shall be elected by the Board of Directors. Unless a Chair is elected by the full Board of Directors, the members of the C&CG Committee may designate a Chair by a majority vote of the full C&CG Committee membership.
4. The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time to time under the circumstances.
5. Meetings of the C&CG Committee shall be held from time to time, at least once annually, as the C&CG Committee or the Chair of the C&CG Committee shall determine upon 48 hours’ notice to each of its members. The notice period may be waived by a quorum of the C&CG Committee. The C&CG Committee may ask members of Management or others to attend meetings or to provide information as necessary.
6. The Chief Executive Officer shall not be present during any vote or other deliberations of the C&CG Committee regarding the performance or compensation of the Chief Executive Officer.
7. The C&CG Committee may retain and terminate the services of outside compensation specialists, search firms, counsel or other consultants and advisors to the extent it deems appropriate and shall have the sole authority to approve their fees and other retention terms. The Company shall provide for appropriate funding, as determined by the C&CG Committee, for payment to any advisors retained by the C&CG Committee.
8. The quorum for the transaction of business at any meeting of the C&CG Committee or any subcommittee shall be a majority of the members of the C&CG Committee or subcommittee.
9. The C&CG Committee shall prepare and maintain minutes of its meetings, and periodically report to the Board of Directors regarding such matters as are relevant to the Committee’s discharge of its responsibilities, and shall report in writing on request of the Chairman of the Board.
10. The C&CG Committee shall evaluate its own performance at least annually.

III. RESPONSIBILITIES AND DUTIES – COMPENSATION AND RELATED MATTERS

The responsibilities and duties of the C&CG Committee regarding compensation matters include:

1. Periodically (not less than annually) reviewing and making recommendations to the Board of Directors with respect to the Company's overall compensation and benefits philosophies and programs for employees, including base salaries, bonus and incentive plans, deferred compensation and retirement plans, share-based plans, other benefits and perquisites, and employment and change of control agreements.
2. Annually reviewing and making recommendations to the Board of Directors with respect to the compensation for the President and Chief Executive Officer and other senior officers of the Company including base salaries, bonuses and other performance incentives and stock-based grants and other benefits and perquisites.
3. Annually reviewing the *Statement of Executive Compensation* included in the Management Information Circular and other compensation disclosure documents, and otherwise reviewing all executive compensation disclosure before it is publicly disclosed.
4. Annually reviewing and recommending to the Board of Directors the compensation of the Directors, including annual Board and committee retainers, meeting fees, stock-based grants and other benefits conferred upon the Board of Directors.
5. Reviewing and reporting to the Board of Directors on potential risks arising from the Company's compensation policies and practices.
6. Reviewing corporate goals and objectives relevant to the Chief Executive Officer and other senior officers, evaluating the performance of the Chief Executive Officer and other senior officers generally and in light of annual corporate goals and objectives under any incentive compensation plan, and making compensation recommendations accordingly.
7. Making recommendations to the Board of Directors regarding appointment of officers.

IV. RESPONSIBILITIES AND DUTIES – CORPORATE GOVERNANCE MATTERS

The responsibilities and duties of the C&CG Committee regarding corporate governance matters include:

1. Annually reviewing this Charter and charters of other committees of the Board of Directors and making recommendations for any changes to the Board of Directors.
2. Annually reviewing the size, composition and qualifications of the Board of Directors, committees of the Board of Directors, including assessment and determination of desired skills and expertise, and ensuring that an appropriate number of non-executive directors sit on the Board and its committees.
3. Annually overseeing the evaluation of the effectiveness of the Board of Directors as a whole, the committees of the Board (including the C&CG Committee) and the contribution of individual directors.
4. Identifying and recommending possible nominees for the Board of Directors (and, where appropriate, recommending removal of Directors).
5. Recommending the nominees for the Board of Directors for election by Shareholders.
6. Establishing orientation and education programs for new Directors.

7. Making recommendations to the Board of Directors, as necessary, regarding the establishment of new Board committees, including ad hoc committees.
8. Recommending membership of committees of the Board.
9. Developing and recommending governance policies and practices for adoption by the Board of Directors.
11. Annually assessing the quality of the Company's governance policies and practices and making recommendations for any changes to those policies and practices.
12. Annually preparing and/or reviewing the report on corporate governance included in the Management Information Circular and other governance related disclosure documents, and otherwise reviewing all corporate governance disclosure before it is publicly disclosed.
13. Satisfying itself as to the integrity of the Chief Executive Officer and other senior officers and that such officers and the Board of Directors create a culture of integrity throughout the organization.
14. Managing Board of Directors succession planning.

V. OVERSIGHT FUNCTION

While the Committee has responsibilities set out in this Charter, the members of the Committee are members of the Board appointed to provide broad oversight of the Company's affairs, and are specifically not accountable or responsible for the day to day activities, nor the administration or implementation or arrangements relating thereto.

APPROVED BY THE BOARD OF DIRECTORS

Date: April 26, 2017