



ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

Our workforce, the environment and the development of local communities are at the core of our values. Our activities with respect to the environment, social and governance matters are guided by the United Nations Guiding Principles on Business and Human Rights, the United Nations Sustainable Development Goals and internationally recognized best practices. Further, we are committed to achieving sustainable development and recognize that the long-term sustainability of our business is dependent on good stewardship in both the protection of people and the environment, and the efficient management of the exploration and extraction of mineral resources.

Equinox Gold Inc. and its subsidiaries (together the “**Company**”) are committed to achieving excellence in the management of health and safety, environmental performance and community engagement and development. Our management systems adopt internationally recognized standards to ensure that Equinox:

- complies in all material respects with applicable laws and regulations in the countries in which we operate;
- identifies, mitigates and monitors risks to workers, the environment and communities; and
- continually improves through corrective actions following regular assessments and audits and investigation analysis of incidents.

The primary function of the Environment, Social and Governance Committee (the “**Committee**”) is to assist the Board of Directors of the Company in fulfilling its oversight responsibilities with respect to the Company's policies, standards, accountabilities and programs relative to environment, social and governance related matters, including health, safety, sustainable development, community relations, human rights, government relations and communications and social responsibility (collectively, “**ESG**”) defining the overall performance of the Company.

The scope of activities for which the Committee provides oversight includes:

- the Company’s ESG policies and programs and their effectiveness;
- the Company’s compliance with legislation, regulations and policies relating to ESG;
- the Company’s compliance with community and other stakeholder agreements;

- the Company's risk exposures as they relate to ESG matters and the management of those risks by reviewing the Enterprise-wide Risk Management program and key risks;
- reporting of environmental, social and governance data to investors and other stakeholders; and
- providing a forum for discussion of emerging ESG issues and solutions for key stakeholders within the Company.

II. Oversight Function

Relying on the integrity of the Company's management, the members of the Committee are members of the Board of Directors and, as such, are appointed to provide broad oversight of the Company's activities and affairs, and are not accountable or responsible for the Company's day-to-day activities, nor for the administration or implementation of arrangements relating thereto. Rather, the Company's management is responsible for such matters.

III. Composition, Meetings and Authority

The Committee will be comprised of at least three directors, each of whom shall be generally familiar with general and technical ESG matters relating to mining activities such as exploration, development, permitting, construction, operational and site closure activities.

The members of the Committee shall be elected by the Board of Directors. The Board may remove a member of the Committee at any time and may fill any vacancy occurring in the Committee. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and set the agenda of matters to be addressed at Committee meetings, together with appropriate briefing materials.

The Committee will appoint an individual, who need not be a director or a member of the Committee, to be the Secretary of the Committee.

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. Meetings of the Committee shall be held at least twice per year or more frequently if circumstances require. The Chair of the Committee shall provide a minimum of 48 hours' notice to each member of the Committee of an extraordinary meeting. The notice period may be waived by a quorum of the Committee.

The Committee will have access to such officers and employees of the Company, and to such information respecting the Company, as it considers necessary or advisable in order to perform its

duties and responsibilities. Management representatives may be invited to attend as necessary in the discretion of the Committee.

The Committee may retain and terminate the services of outside specialists, 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 Committee, for payment to any advisors retained by the Committee.

The quorum for the transaction of business at any meeting of the Committee or any subcommittee thereof shall be a majority of the members of the Committee or subcommittee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. Decisions by the Committee will be by the affirmative vote of a majority of the members of the Committee, or by consent resolutions in writing signed by each member of the Committee.

The Secretary of the Committee shall prepare and maintain minutes of its meetings and deliberations. The Committee shall 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 of Directors.

The Committee shall evaluate its own performance at least annually and recommend to the Compensation, Nomination and Governance Committee (for referral to the Board of Directors) the qualifications and criteria for membership on the Committee.

IV. Duties and Responsibilities

In furtherance of its commitment to a high level of performance by the Company in ESG related areas, the Committee is expected to adopt the following in terms of its duties and responsibilities:

1. Recommend to the Board for approval, as necessary, policies, management's plans and actions their implementation with respect to ESG including community relations, human rights, government relations and related communications.
2. Review periodic reports from management and consultants on ESG performance, including any significant issues and proposed recommendations or actions, and report its findings to the Board.
3. Encourage and review sustainability efforts and social investment in the communities impacted by the Company's operations.

4. In the event of community conflicts which may affect the Company's operations, assets and/or personnel, oversee management's strategy and actions and make recommendations, as necessary, to management and the Board.
5. Oversee the Company's compliance with ESG related regulatory requirements and review significant non-compliance issues including reviewing incidents, their investigation and mitigation activities.
6. Oversee compliance by all directors, officers and employees of the Company and its subsidiaries as well as any third party working on the Company's behalf with the Company's Code of Conduct and Business Ethics and report any significant non-compliance issues.
7. Review with management a summary of the Company's ESG risk register and its strategies for managing risks at site and corporate level.
8. Receive and review, from time to time, reports from the Company's general counsel or legal advisors on civil or criminal proceedings involving the Company which relate to the environment, social, governance or other business matters and which could have a material effect on the financial position of the Company.
9. Provide appropriate guidance, where available, to the Board on evolving laws and regulations in the ESG areas with respect to Director's duties and responsibilities and as required, on evolving industry practices regarding social responsibility.
10. Review annually the adequacy of the Company's ESG policies and programs.
11. Review public reporting relating to the Company's ESG performance.

General

1. Annually review the adequacy of this Charter and recommend appropriate revisions to the Board of Directors.
2. Report the Committee's findings in the above areas to the Board of Directors on a regular basis.

Approved by the Board of Directors

Date: March 30, 2020