



## **NYSE American LLC Corporate Governance**

The common shares of Equinox Gold Corp. ("**Company**") are listed on NYSE American LLC ("**NYSE American**"). Section 110 of the NYSE American Company Guide permits the NYSE American to consider the laws, customs and practices of foreign issuers and to grant exemptions from NYSE American listing criteria based on these considerations.

Below is a description of the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE American standards:

### **Quorum**

Section 123 of the NYSE American Company Guide recommends a quorum of not less than one-third of a listed company's shares issued and outstanding entitled to vote at a meeting of shareholders. The Company's quorum requirement under its Articles is one person present or represented by proxy.

### **Nominating Committee**

Section 804 of the NYSE American Company Guide requires Board of Director nominees to be selected or recommended by either a Nominating Committee comprised solely of independent directors or by a majority of such company's independent directors. As permitted by the Toronto Stock Exchange ("**TSX**"), the Company's Compensation, Nomination and Governance Committee consists of three directors, of which two are independent, including the Chair.

### **Compensation Committee**

Section 805 of the NYSE American Company Guide requires the compensation of a listed company's chief executive officer to be determined or recommended to the Board of Directors for determination, either by a Compensation Committee comprised of independent directors or by a majority of such company's independent directors. As permitted by the TSX, the Company's Compensation, Nomination and Governance Committee consists of three directors, of which two are independent, including the Chair.

## **Shareholder Approval**

Section 711 of the NYSE American Listed Company Guide requires shareholder approval of all equity compensation plans and material revisions to such plans. The definition of “equity compensation plans” includes plans that provide for the delivery of both newly issued and treasury securities, as well as plans that include securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors. The Company will follow the shareholder approval requirements listed in Section 613 of the TSX Company Manual in connection with equity compensation arrangements.

Section 713 of the NYSE American Listed Company Guide requires a listed company to obtain the approval of its shareholders for certain kinds of securities issuances, including private placements that result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares for less than the greater of book or market value of such shares. The Company will follow the shareholder approval requirements listed in Part VI of the TSX Company Manual in connection with certain securities issuances, including private placements.

In addition, the Company may from time-to-time seek exemption from NYSE American corporate governance requirements under Section 110 of the NYSE American Company Guide, in which case the Company will make any required disclosures of such exemptions. The foregoing is consistent with the laws, customs and practices in Canada.

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