

## **NOTICE OF ANNUAL GENERAL MEETING**

WHEN: WHERE:

Wednesday, May 1, 2019 595 Burrard Street, Suite 2600, 1:30 p.m. (Vancouver time) Vancouver, British Columbia

## We will cover the following items of business:

- 1. Receive our consolidated financial statements for the financial year ended December 31, 2018 and the auditors' report thereon.
- 2. Elect seven directors to hold office until our 2020 annual general meeting of shareholders.
- 3. Reappoint KPMG LLP as our independent auditors to hold office until our 2020 annual general meeting of shareholders and authorize the directors to set the auditors' pay.
- 4. An ordinary resolution to approve amendments to our rolling stock option plan, as more fully described in the accompanying management information circular (*Circular*).
- 5. An ordinary resolution of disinterested shareholders to approve amendments to our restricted share unit plan, as more fully described in the accompanying Circular.
- 6. Transact any other business that may properly come before the meeting.

## Your Vote Is Important.

You are entitled to receive this notice and vote at our 2019 annual general meeting of shareholders (the *Meeting*) if you owned Equinox Gold Corp. (*Equinox Gold* or the *Corporation*) shares as of the close of business on March 13, 2019, (the record date for the Meeting).

This notice is accompanied by the Circular and either a proxy form or a voting instruction form.

As described in the notice and access notification mailed to shareholders, Equinox Gold is using the notice and access method for delivering this notice and the Circular to shareholders. This notice and the Circular will be available on Equinox Gold's website at www.equinoxgold.com/investors/agm/ and on SEDAR at www.sedar.com under Equinox Gold's profile.

The Circular contains important information about what the Meeting will cover, who can vote and how to vote. Please read it carefully. It is important that you exercise your vote, either in person at the Meeting, by telephone, on the internet or by completing and returning the enclosed proxy form or voting instruction form. Any proxies to be used or acted on at the Meeting must be deposited with Equinox Gold's transfer agent, Computershare Investor Services Inc. (*Computershare*). They must receive your proxy by 1:30 p.m. (Vancouver time) on April 29, 2019, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time of any adjournment or postponement of the Meeting. The Chairman of the Meeting has the discretion to accept or reject late proxy forms.



If a shareholder receives more than one proxy form or voting instruction form because such holder owns shares of Equinox Gold registered in different names or addresses, each proxy form or voting instruction form should be completed and returned.

If you are a non-registered holder of shares of Equinox Gold and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the proxy form or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. Your intermediary is responsible for properly executing your voting instructions. The package should include a voting instruction form for you to complete with your voting instructions.

If you have any questions relating to the Meeting, please contact Equinox Gold at 1-833-EQXGOLD (1-833-379-4653) (North America) or 1-604-558-0560 (International) or by email at ir@equinoxgold.com.

DATED at Vancouver, British Columbia this 18th day of March, 2019.

By Order of the Board of Directors

(signed) Christian Milau

Chief Executive Officer and Director