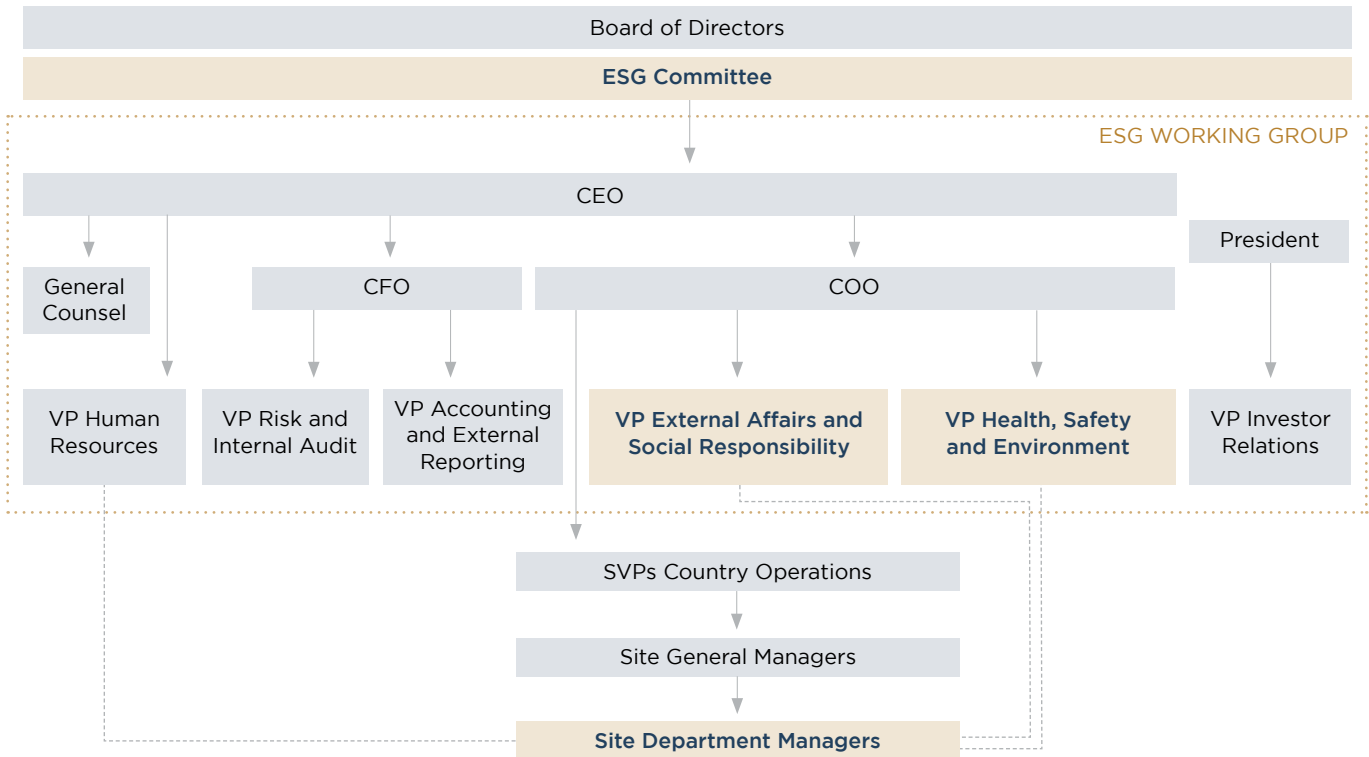


# ESG Governance

Our ESG leadership structure demonstrates the importance we place on embedding ESG priorities throughout the organization. Strong governance of ESG issues flows from the highest level of the organization, creating clear accountabilities across multiple reporting lines.

The Board of Director's ESG Committee oversees the Company's ESG strategy and performance, engages with management and reports back to the Board on key issues. The Company has formed an ESG Working Group, including the CEO and other C-Suite executives, the President, and VPs of relevant areas, as shown below, which is collectively responsible for overseeing ESG matters. From this group come the ESG-related strategies for various parts of the business, along with accountability for ESG performance. Just as the Company has a culture of shared responsibility for safety, we want ESG to be embedded into each department's strategies and objectives.

Equinox Gold's success as a company, in both the public markets and the communities in which we operate, is based on sound corporate governance and ethical business practices.



# Corporate Governance

Equinox Gold's success as a company, in both the public markets and the communities in which we operate, is based on sound corporate governance and ethical business practices. We understand that having strong governance strengthens performance and reduces risk. The Company's policies are intended to reflect our values and provide a common framework that guides conduct and behaviour across our operations. All of our employees, consultants and representatives are expected to act responsibly and in accordance with laws and regulations.

The following corporate governance documents are currently in place at Equinox Gold and are available for review on the Corporate Governance section of our website:

- Advance Notice Policy
- Anti-Bribery and Anti-Corruption
- Code of Conduct and Business Ethics
- Communications and Corporate Disclosure Policy
- Diversity Policy
- Environment and Climate Change Policy
- Executive Compensation Recovery Policy
- Health and Safety Policy
- Insider Trading and Use of Inside Information Policy
- Majority Voting Policy
- Say-on-Pay Advisory Vote Policy
- Share Ownership Policy
- Social Responsibility and Human Rights Policy
- Whistleblower Policy

Equinox Gold has committed to at least annual reviews of our corporate governance policies to ensure they appropriately reflect any changes to our business and applicable regulations.

## Board Governance

Equinox Gold carefully considers director nominations to ensure our Board has the skills and expertise required to oversee our activities and advise on corporate strategy. We also ensure the majority of our directors are independent to avoid potential conflicts of interest. Currently two of the individuals on our nine-person Board of Directors (22%) are women, and we have committed to have at least 30% female representation on our Board by the Company's 2023 annual meeting of shareholders.

The Board has developed and approved a written Board mandate as well as position descriptions for the Chair of the Board, the chairs of the Board's committees, the Lead Director, and the Company's CEO so that the individuals understand their responsibilities and what is required to adequately fulfill their roles. Directors are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation. They are also encouraged to attend related industry seminars and to visit the Company's operations.

The following table sets out the skills and areas of expertise possessed by each of the current directors, together with key demographic information about the current Board and their committee memberships.

Equinox Gold's Board has three oversight committees:

The **Audit Committee** serves as an independent and objective party to ensure the Board is fulfilling its financial oversight responsibilities by reviewing: the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the fairness of transactions between the Company and related parties. The committee also oversees internal audit, the Company's auditing, accounting and financial reporting processes, and the Company's enterprise risk management framework.

**Skills and Expertise of Equinox Gold’s Board of Directors**

		Beaty (Chair)	Boggio (Lead)	Bélanger	Bellemare	Campbell	Clark	Eyre	Koval	Milau	Total (of 9)
Experience and Expertise	Accounting and tax	✓	✓		✓	✓	✓		✓	✓	7
	Capital markets and finance	✓	✓		✓	✓	✓	✓	✓	✓	8
	Corporate governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
	Executive management / senior officer experience	✓	✓	✓		✓		✓	✓	✓	7
	Human resources and compensation	✓	✓	✓		✓	✓	✓	✓	✓	8
	International business	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
	Mining industry and operations	✓	✓	✓	✓			✓	✓	✓	7
	Corporate social responsibility	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
	Health, safety, environment and/or risk management	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
	Government relations / regulatory	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Strategic planning and M&A	✓	✓	✓	✓			✓	✓	✓	7	
Board Composition	Age	70	67	60	37	73	77	50	64	50	Avg. 61 yrs
	Gender Male	✓	✓		✓	✓	✓		✓	✓	7 (78%)
	Female			✓				✓			2 (22%)
	Independent	✓	✓	✓		✓	✓	✓	✓		7 (78%)
Committee	Audit Committee		Chair			✓	✓				
	Compensation and Nomination Committee			✓		✓		Chair			
	Environment, Social and Governance Committee			Chair	✓		✓		✓		

The **Compensation and Nomination Committee** ensures the Board has the appropriate skill set to oversee the Company’s activities, that executive compensation is appropriate for the Company’s size, financial situation and stage of development, and that the Board is fulfilling its governance oversight responsibilities. It also reviews annual corporate and senior executive goals and objectives.

The **Environment, Social and Governance (ESG) Committee** oversees the Company’s policies, standards, accountabilities and programs for ESG-related matters, including environment, health, safety, community engagement and development, ethical

behaviour, human rights and employment practices to ensure the Company is applying best practices and meeting our ESG objectives and obligations.

Each Committee has a written charter describing its purpose, organization, powers and responsibilities. The Committee charters are reviewed annually to ensure they remain appropriate for the Company and are consistent with market best practices and applicable laws. All Committee charters are available in the Corporate Governance section of our website.