

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS****MEETING INFORMATION****When**

Wednesday, July 22, 2026

9:00 a.m. (Pacific Time)

**Where**

1133 Melville Street, Suite 3500

Vancouver, British Columbia, Canada

NOTICE IS HEREBY GIVEN that the special meeting (**Meeting**) of the holders (**Equinox Gold Shareholders**) of common shares (**Equinox Gold Shares**) in the capital of Equinox Gold Corp. (**Company** or **Equinox Gold**) is scheduled to be held in person at 1133 Melville Street, Suite 3500, Vancouver, British Columbia, Canada on July 22, 2026 at 9:00 a.m. (Pacific Time).

At the Meeting, Equinox Gold Shareholders will be asked to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution (**Share Issuance Resolution**) authorizing and approving the issuance of up to 421,770,377 Equinox Gold Shares in connection with the proposed acquisition by Equinox Gold of all the outstanding common shares (**Orla Shares**) of Orla Mining Ltd. (**Orla**) by way of a proposed plan of arrangement under the *Canada Business Corporations Act* (**Arrangement**) involving Equinox Gold and Orla, pursuant to the terms and subject to the conditions of the Arrangement Agreement (as defined in the Circular) dated May 12, 2026 between Equinox Gold and Orla.

The Share Issuance Resolution is limited to the issuance of Equinox Gold Shares in connection with the Arrangement, including the issuance of (i) Equinox Gold Shares as consideration for Orla Shares (including Orla Shares issued upon settlement of certain Orla Convertible Securities to be settled for Orla Shares at the effective time of the Arrangement), and (ii) Equinox Gold Shares issuable in connection with the exercise or settlement of certain Orla Convertible Securities adjusted to be exercisable or settled for Equinox Gold Shares following the effective time of the Arrangement as contemplated by the Plan of Arrangement (as defined in the Circular). The total number of Equinox Gold Shares authorized for issuance pursuant to the Share Issuance Resolution also includes a 2% buffer to account for administrative and clerical matters. The Share Issuance Resolution does not authorize a new class of shares, superior voting rights, or a discretionary financing unrelated to the Arrangement. For further information, please see the sections entitled "*Background to the Arrangement & Recommendations*", "*The Arrangement*" and "*The Arrangement Agreement*" in the Circular.

The accompanying management information circular of Equinox Gold dated June 19, 2026 (**Circular**) provides specific details of the business to be considered at the Meeting. The full text of the Share Issuance Resolution is set out in "*Schedule "A" – Share Issuance Resolution*" attached to this Circular. **If the Arrangement is not completed, the Equinox Gold Shares referred to in the Share Issuance Resolution will not be issued, even if the Share Issuance Resolution is approved at the Meeting.**

**THE BOARD OF DIRECTORS OF EQUINOX GOLD UNANIMOUSLY RECOMMENDS THAT EQUINOX GOLD SHAREHOLDERS VOTE IN FAVOUR OF THE SHARE ISSUANCE RESOLUTION. IT IS A CONDITION TO COMPLETION OF THE ARRANGEMENT THAT THE SHARE ISSUANCE RESOLUTION BE APPROVED AT THE MEETING.**

The record date for determination of Equinox Gold Shareholders entitled to receive notice of and to vote at the Meeting was the close of business on June 15, 2026 (**Record Date**). Holders of Equinox Gold Shares as at the Record Date who either attend the Meeting in person or who have completed and delivered a proxy or voting instruction form (**VIF**) in the manner and subject to the provisions described in the section entitled "*Meeting and Voting Information*" in the Circular shall be entitled to vote, or to have their Equinox Gold Shares voted, on all matters to come before the Meeting.

## Voting of Proxies

The Meeting will be held in person. Registered Equinox Gold Shareholders (as defined in the Circular) and duly appointed proxyholders can attend the Meeting in person, where they can participate, vote, and ask questions.

Equinox Gold Shareholders, duly appointed proxyholders and guests are invited to watch the Meeting via live webcast at <https://event.choruscall.com/mediaframe/webcast.html?webcastid=INaDtjga>, which is being provided for the purpose of viewing only. There will be no ability to vote via the webcast.

Equinox Gold Shareholders are strongly encouraged to submit their votes in advance of the Meeting by proxy or VIF, as applicable.

### Registered Shareholders

Registered Equinox Gold Shareholders will receive a proxy form enabling them to vote at the Meeting. Such proxy will not be valid unless a completed, dated and signed form of proxy is received by Computershare Investor Services Inc., Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario, Canada M5H 4A6 not later than 9:00 a.m. (Pacific Time) on July 20, 2026 or not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting as it may be adjourned or postponed from time to time. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at his sole discretion, without notice.

### Beneficial Shareholders

Beneficial Equinox Gold Shareholders (as defined in the Circular) who hold their Equinox Gold Shares registered in the name of intermediaries, such as brokers, investment firms, clearing houses and similar entities (*Intermediaries*) may receive certain other materials from their Intermediary, such as a VIF, to vote their shares. If you are a beneficial Equinox Gold Shareholder and receive these materials through your broker or other Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other Intermediary.

### Questions

Equinox Gold has retained Laurel Hill Advisory Group (*Laurel Hill*) as its proxy solicitation agent and shareholder communications advisor to assist with shareholder communications and proxy solicitation in connection with the Meeting. If you have any questions before the Meeting about Equinox Gold, the Meeting Materials (as defined in the Circular) or the voting process, please contact Laurel Hill by calling 1-877-452-7184 (North America toll-free) or 1-416-304-0211 (international), by texting "INFO" to either 1-877-452-7184 or 1-416-304-0211, or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

### Voting your Equinox Gold Shares

You can vote your Equinox Gold Shares using any one of the methods outlined below.



#### Internet

If you are using a smartphone, scan the QR code on your proxy form and follow the instructions on the screen. If you vote using the internet, go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions on screen. Your 15-digit control number is in the bottom left corner of the first page of your proxy form.



### Telephone

Call 1-866-732-8683 (in North America) or 1-312-588-4290 (outside North America) from a touch-tone telephone and follow the instructions. You will need your 15-digit control number, which is in the bottom left corner of the first page of your proxy form. If you vote by telephone, you cannot appoint anyone other than the Management Proxyholders (as defined in the Circular) as your proxyholder.



### Mail or courier

Complete your proxy form, sign, and date it, and send it to Computershare in the envelope provided. If you did not receive a return envelope, please send the completed form to:

Computershare Investor Services Inc.  
Attention: Proxy Department  
320 Bay Street, 14th Floor,  
Toronto, Ontario, Canada M5H 4A6



### Appointing another person to attend the Meeting and vote your shares on your behalf

**You can appoint a person other than the Management Proxyholders to attend the Meeting and vote on your behalf.** If you want to appoint someone else as your proxyholder, strike out the names of the Management Proxyholders in your proxy form or VIF (as applicable) and print the name of the person that you want to appoint as your proxyholder in the space provided. This person does not need to be an Equinox Gold shareholder. Complete your voting instructions, sign, and date the proxy form, and return your proxy form to Computershare using one of the methods noted above.

### By order of the Board of Directors

*“Jacqlin Anthony”*

General Counsel and Corporate Secretary  
June 19, 2026