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Equinox Gold is hosting a Special Meeting of Shareholders (“Meeting”) to approve the Share Issuance Resolution in connection with the proposed acquisition of Orla Mining.

Wednesday, July 22, 2026
9:00 am Pacific Time



Shareholder FAQ

SPECIAL MEETING: JULY 22, 2026

This document provides answers to some of the questions you may have relating to the Meeting. These questions and answers do not provide all the information relating to the Meeting or the matters to be considered at the Meeting, and are qualified in their entirety by the more detailed information available in the Meeting Materials.



WHEN AND WHERE IS THE MEETING?

Date: July 22, 2026

Time: 9:00 a.m. Pacific Time

Location: 1133 Melville Street, Suite 3500
Vancouver, British Columbia, Canada

The Meeting will be held in person only. Shareholders and proxyholders should arrive early to complete registration and security procedures.

Guests and shareholders who have already voted are invited to watch the meeting via live webcast for purposes of viewing only. There will be no ability to vote via the webcast.

WHAT IS THE PURPOSE OF THE MEETING?

The Meeting has been called for shareholders to consider and vote on an ordinary resolution authorizing and approving the issuance of Equinox Gold Shares in connection with the proposed acquisition by Equinox Gold of all the outstanding common shares of Orla Mining.

Equinox Gold Shareholders are being asked to vote on the Share Issuance Resolution set out in the Equinox Gold Notice of Meeting and described in more detail in the Management Information Circular, which has been distributed to shareholders and is available for download on Equinox Gold's website at <https://www.equinoxgold.com/shareholder-events/>.

HOW WILL I RECEIVE THE MEETING MATERIALS?

Equinox Gold is using full-set delivery, meaning shareholders receive the complete package of meeting materials, including:

- Notice of Meeting
- Management Information Circular
- Proxy or Voting Instruction Form (VIF)

Materials are delivered:

- By mail to the address on file with Computershare, for Registered Shareholders; or
- By mail to your Intermediary, for Beneficial Shareholders

You can download the Meeting Materials from Equinox Gold's website, but you will need the control number shown on your proxy or VIF to vote your shares.



WHO CAN VOTE AT THE MEETING?

Equinox Gold shareholders who held shares as of the close of business on June 15, 2026, the Record Date for the Meeting, are entitled to receive notice of and vote at the Meeting, or any adjournment or postponement thereof. Each Equinox Gold share carries one vote on all matters at the Meeting.

WHAT IS THE VOTING DEADLINE?

Your vote must be received by 9:00 a.m. Pacific Time on July 20, 2026 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, should it be adjourned or postponed. You can also vote in person at the Meeting.

HOW CAN I VOTE MY SHARES?

You can vote your shares by scanning the QR code on your proxy form and following the instructions on screen, on the internet at www.investorvote.com, by telephone at 1-866-732-8683 or 1-312-588-4290, by mail, or by appointing a proxyholder. You can also vote in person at the Meeting.

WHERE CAN I FIND MY CONTROL NUMBER?

Your 15-digit control number is in the bottom left corner of the first page of your proxy form.



HOW MANY EQX SHARES ARE ORLA MINING SHAREHOLDERS RECEIVING?

Equinox Gold has agreed to acquire all the issued and outstanding Orla Shares in exchange for the issuance of 1.00 Equinox Gold Share (the “Exchange Ratio”) and \$0.0001 in cash for each issued and outstanding Orla Share. Upon completion of the Transaction, Equinox Gold shareholders and former Orla Mining shareholders will own approximately 67% and 33%, respectively, of the outstanding shares of the combined company.

DID EQUINOX GOLD OBTAIN FAIRNESS OPINIONS?

Yes. BMO Capital Markets and CIBC World Markets each provided fairness opinions to Equinox Gold’s Board of Directors stating that, as at the date of such opinion, and based upon and subject to the assumptions, limitations and qualifications set forth therein, the Exchange Ratio is fair, from a financial point of view, to Equinox Gold.

WHAT IS THE BOARD’S RECOMMENDATION?

After reviewing the Arrangement Agreement, the BMO Capital Markets fairness opinion, the CIBC World Markets fairness opinion, and advice from its legal and financial advisors, the Equinox Gold Board of Directors unanimously approved the transaction and **recommends that shareholders vote FOR the Share Issuance Resolution**. In addition, Ross Beaty and other officers and directors of Equinox Gold who collectively hold approximately 4% of the outstanding Equinox Gold shares have agreed to vote their shares in favour of the Transaction.



AM I A REGISTERED SHAREHOLDER OR A BENEFICIAL SHAREHOLDER?

Registered Equinox Gold Shareholders hold shares directly in their own name as recorded in Equinox Gold's shareholder register maintained by Computershare.

Beneficial Equinox Gold Shareholders hold shares through an intermediary (such as a broker or financial institution) or through a clearing agency such as the CDS.

HOW DO REGISTERED SHAREHOLDERS VOTE?

Registered shareholders may vote by:

- Completing and returning the proxy by mail
- Scanning the QR code on your proxy and following the prompts
- Voting online at www.investorvote.com
- By phone at 1-866-732-8683 or 1-312-588-4290
- Attending and voting in person at the Meeting

Shareholders will need the control number on their proxy form to vote electronically.

HOW DO BENEFICIAL SHAREHOLDERS VOTE?

Beneficial Shareholders vote through their Intermediary using the Voting Instruction Form (VIF). Voting methods may include:

- Mail
- Telephone
- Internet (www.investorvote.com)
- In person at the Meeting

Intermediary deadlines may be earlier than the company's proxy deadline, so shareholders should vote early.



WHY HAVEN'T I RECEIVED VOTING MATERIALS?

You are entitled to vote if you were an Equinox Gold shareholder at the close of business on June 15, 2026. Meeting Materials were mailed to you or to your Intermediary on June 30th.

Beneficial Shareholders should contact their broker to request the Meeting Materials or to deliver their voting instructions.

Registered Shareholders can contact Laurel Hill Advisory Services to request the Meeting Materials.

WHAT IS THE PROXY DEADLINE?

Registered shareholders:

- Proxies must be received by 9:00 a.m. (Vancouver time) on July 20, 2026.

Beneficial shareholders:

- Must follow the deadline provided by their Intermediary, which may be earlier.

WHAT HAPPENS IF I RETURN A PROXY WITHOUT INSTRUCTIONS?

If voting instructions are not provided, the proxyholder will vote in accordance with management's recommendations, which is to vote FOR the Share Issuance Resolution.

DO I HAVE DISSENT RIGHTS?

No, Equinox Gold Shareholders are not entitled to exercise dissent rights in respect of the Share Issuance Resolution.



WHAT HAPPENS TO MY EQUINOX GOLD SHARES AFTER THE MERGER?

There will be no change to your Equinox Gold shares. The combined company will continue under the name Equinox Gold Corp. and continue trading under the ticker symbol EQX.

WHAT THRESHOLD OF SHAREHOLDER APPROVAL IS REQUIRED?

The Share Issuance Resolution must be approved by a simple majority of votes cast at the Equinox Gold Meeting.

CAN I APPOINT SOMEONE ELSE TO VOTE FOR ME?

Yes. Registered Equinox Gold Shareholders may appoint another person (who does not need to be a shareholder) as their proxyholder by writing that person's name on the proxy form and submitting it as instructed. Non-Registered Shareholders must follow their Intermediary's instructions to appoint themselves or another person as proxyholder.

NEED HELP VOTING?

If you have any questions about the Meeting Materials or the voting process, please contact Equinox Gold's proxy solicitation agent:

Laurel Hill Advisory Group

North American toll-free: 1-877-452-7184

Outside North America: 1-416-304-0211

Text: "INFO" to 1-877-452-7184

Email: assistance@laurelhill.com

