Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name: Equinox Gold Corp.		2 Issuer's employer identification number (EIN): 98-1730339
3 Name of contact for additional information: Marco Cavasin	4 Telephone No. of contact: 604-558-0560	5 Email address of contact: info@equinoxgold.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact: Suite 1501 - 700 West Pender Street, Vancouver BC Canada V6C 1G8		7 City, town, or post office, state, and ZIP code of contact: Vancouver
8 Date of action: July 31, 2026	9 Classification and description: Common Shares	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
29446Y502		EQX (NYSE; TSX)	

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attachment.

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **See attachment.**

18 Can any resulting loss be recognized? ▶ **See attachment.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **See attachment.**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Date ▶ 2026/09/15

Print your name ▶ **Marco Cavasin** Title ▶ **SVP, Taxation**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Equinox Gold Corp.

EIN: 98-1730339

Attachment to Form 8937

Tax Basis Information Required Under Section 6045B of the U.S. Internal Revenue Code

The information contained herein is being provided pursuant to the requirements of Section 6045B of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the transaction described below and the potential effects on a holder's adjusted U.S. tax basis resulting from such transactions. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors when determining their specific tax positions under their own specific facts. You are urged to consult your own tax advisor regarding the particular consequences of the transactions described herein to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws.

Part II, Question 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

Effective as of July 31, 2026, Equinox Gold Corp. (the "Acquiror") acquired all of the issued and outstanding common shares of Orla Mining Ltd. (the "Company", and such shares, the "Company Shares"), pursuant to the Plan of Arrangement set forth in the Arrangement Agreement entered into by and between the Acquiror and the Company dated as of May 12, 2026. Pursuant to the transactions contemplated by the Plan of Arrangement, in exchange for each Company Share, shareholders of the Company received 1.00 share of the Acquiror (collectively, the "Acquiror Shares") and $0.0001 in cash (collectively, the "Cash Consideration", and together with the Acquiror Shares, the "Consideration", and such transaction, together with other transactions contemplated by the Plan of Arrangement, the "Reorganization").

The Reorganization is described in full in the management information circular of the Company (the "Circular") dated June 19, 2026. You may access the Circular at www.sedarplus.ca.

Part II, Question 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

The Reorganization is intended to qualify as a tax-free reorganization under Section 368(a) of the Code, and the remainder of this statement assumes that the Reorganization so qualifies. U.S. holders of the Company Shares will recognize gain (but not loss) on the exchange of the

Company Shares for the Consideration in an amount equal to the lesser of (i) the amount of the Cash Consideration received by such holder and (ii) the difference between the sum of the fair market value of the Consideration received by such holder and such holder's aggregate tax basis in the Company Shares surrendered in the exchange therefor.

Certain former U.S. shareholders that fail to file a timely gain recognition agreement with the U.S. Internal Revenue Service may recognize gain under Section 367 of the Code.

The aggregate tax basis of the Acquiror Shares received by U.S. holders of the Company Shares exchanged in the Reorganization will generally be the same as the aggregate adjusted tax basis in such exchanged Company Shares to such holders immediately prior to the Reorganization, increased by the amount of any gain recognized (as described above) and decreased by the amount of the Cash Consideration received.

If the Company was a passive foreign investment company ("PFIC"), as defined under Section 1297 of the Code, for any taxable year during which a U.S. holder of Company Shares held Company Shares, certain special PFIC rules may apply to the Reorganization subject to certain proposed U.S. Treasury regulations that, if finalized in their current form, would apply to transactions after April 1, 1992 and that have not been adopted in final form or withdrawn. Former U.S. holders of Company Shares should review the Circular and consult with their advisors regarding the potential application of the PFIC rules, including the potential application of the proposed PFIC rules.

Part II, Question 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

Please see the response to Part II, Question 15 above.

Part II, Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

- Section 354 of the Code
- Section 358 of the Code
- Section 367 of the Code
- Section 368(a) of the Code
- Section 1001 of the Code
- Section 1223 of the Code
- If the Company was a PFIC, Sections 1291 – 1297 of the Code.

Part II, Question 18: Can any resulting loss be recognized?

The Reorganization is a nonrecognition transaction for which no loss can be recognized.

Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year

The Reorganization occurred on July 31, 2026 and therefore the reportable tax year is 2026.