HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

The Human Resources and Compensation Committee (the "**Committee**") assists the board of directors (the "**Board**") of Equinox Gold Corp. (the "**Company**") in fulfilling its oversight responsibilities with respect to the Company's human capital strategy, executive and director compensation, talent management, succession planning, leadership development, and other human resources matters as may be delegated to the Committee by the Board.

RESPONSIBILITIES OF THE COMMITTEE

The responsibilities and duties of the Committee are as follows:

Compensation

1. periodically, and in any event at least annually, review and recommend to the Board the Company's overall executive compensation philosophy, strategy, programs and policies;

2. annually review and recommend to the Board the design of the Company's short-term and long-term incentive compensation programs, including performance measures and objectives, weightings, performance periods, target award opportunities, the mix of long-term incentive awards, vesting provisions, and such other key terms and conditions as the Committee considers appropriate;

3. annually review and recommend to the Board the performance objectives relevant to the compensation of the Chief Executive Officer of the Company (the "**CEO**"), evaluate the CEO's overall performance against those objectives and such other factors as the Committee considers appropriate, and recommend to the independent members of the Board the CEO's compensation based on that evaluation, including base salary, short-term and long-term incentive compensation, other benefits and perquisites, and material employment-related arrangements;

4. annually review the CEO's evaluation of the performance of the other executive officers of the Company against the performance objectives applicable to their compensation, the CEO's recommendations regarding their compensation, and recommend to the Board the compensation of such executive officers, including base salary, short-term and long-term incentive compensation, other benefits and perquisites, and material employment-related arrangements;

5. review and recommend to the Board any material amendments to the Company's incentive compensation and equity-based compensation plans, and approve or recommend to the Board, as applicable, grants and awards under such plans in accordance with their terms;

6. annually review and recommend to the Board the compensation of the directors of the Company, including annual Board retainers, retainers payable to the Chair of the Board and committee chairs, committee retainers, equity-based compensation, and any other compensation or benefits provided to the directors of the Company;

Human Resources

7. periodically review and oversee the Company's human capital strategy, including the attraction, development, engagement and retention of employees in support of the Company's business strategy;

8. periodically review and recommend to the Board the Company's succession planning for the CEO and other executive officers of the Company, and periodically review the Company's approach to succession planning, leadership development and talent management programs for other key leadership positions;

9. periodically review significant workforce and other strategic human resources matters that may materially affect the Company's ability to execute its business strategy;

10. review material compensation policies and any material new employee benefit programs, or material changes to existing employee benefit programs;

Governance

11. annually review and recommend to the Board for approval the Company's Statement of Executive Compensation included in the Company's management information circular and any other public disclosure relating to executive compensation and the Company's executive compensation philosophy, programs and policies prior to publication;

12. annually review the Company's Share Ownership Policy, Executive Compensation Recovery Policy and Say-on-Pay Policy, and monitor compliance with such policies by the directors, executive officers and such other employees of the Company as may be subject to these policies;

13. at least annually, and more frequently if there is a material change in the Company's compensation practices or risk profile, review the risks associated with the Company's compensation policies and practices and assess whether such policies and practices appropriately align risk and reward, support the Company's long-term strategy and do not encourage excessive or inappropriate risk-taking;

14. annually review this Charter and recommend any proposed amendments the Committee considers appropriate to the Governance and Nomination Committee;

15. regularly report to the Board regarding matters relevant to the Committee's discharge of its responsibilities; and

Other Duties and Responsibilities

16. perform such other duties and responsibilities as may be assigned or delegated to the Committee by the Board from time to time.

COMPOSITION AND PROCEDURES OF THE COMMITTEE

1. Composition: The Committee shall be comprised of no fewer than three directors, each of whom shall be appointed and/or removed by the Board from time to time. Each member of the Committee shall be independent, as defined under applicable laws and stock exchange requirements, including National Instrument 52-110 – *Audit Committees*. Each member shall possess skills and experience relevant to the mandate of the Committee.

2. Committee Chair: The Board shall appoint from among the members of the Committee a member who will serve as Chair.

3. Subcommittees: The Committee may form and delegate authority to one or more subcommittees, which may consist of one or more members, as it deems necessary or appropriate from time to time under the circumstances.

4. Committee Meetings: Meetings of the Committee shall be held from time to time and, in any event, at least once annually, as the Committee or the Chair may determine upon 48 hours' notice to each member prior to the time of the meeting. The Committee may invite directors, members of the Company's management ("**Management**") and other employees of the Company, and such other advisors and persons as it considers appropriate, to attend any meeting of the Committee. The CEO shall not be present during any vote or other deliberations of the Committee regarding the performance or compensation of the CEO. At each meeting of the Committee, the Committee shall conduct in camera sessions without members of Management present. The Committee shall prepare and maintain minutes of its meetings.

5. Quorum: The quorum for the transaction of business at any meeting of the Committee or any subcommittee thereof shall be a majority of the members of the Committee or subcommittee, as applicable, present in person or by telephone or other electronic means that permit all participants to communicate effectively with each other. Decisions by the Committee will be by the affirmative vote of a majority of the members of the Committee, or by consent resolutions in writing signed by each member of the Committee.

6. Outside Advisors: The Committee may retain and terminate the services of independent compensation consultants, legal counsel or other advisors (each, an "**Advisor**") as the Committee considers appropriate and shall have the sole authority to approve their fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment to any Advisor retained by the Committee. The Committee shall consider the following factors when selecting Advisors:

    (a) any business or personal relationship between an Advisor and a member of the Committee or an executive officer or director of the Company;

    (b) the provision of other services to the Company by an Advisor;

    (c) the total amount of fees paid by the Company to an Advisor, as a percentage of the total revenue of the Advisor;

(d) the policies and procedures of an Advisor (or, if applicable, the Advisor's employer) that are designed to prevent conflicts of interest;

(e) any securities of the Company owned by an Advisor; and

(f) such other factors as the Committee may determine.

7. Evaluation: The Committee shall evaluate its performance and effectiveness in fulfilling its mandate at least annually and report the results of such evaluation to the Governance and Nomination Committee.

Approved by the Board of Directors of Equinox Gold Corp.

Adopted: October 2, 2026