



COMPENSATION AND NOMINATION COMMITTEE CHARTER

I. Purpose

The function of the Compensation and Nomination Committee (“**CN Committee**”) is to assist the board of directors (“**Board**”) of Equinox Gold Corp. (“**Company**”) in its oversight responsibilities with respect to compensation of its senior executive officers and directors, nominating qualified individuals for the Board and related governance.

II. Composition, Meetings and Authority

1. The CN Committee shall be comprised of a minimum of three directors.
2. Each member shall have skills and/or experience which are relevant to the mandate of the CN Committee.
3. The members of the CN Committee shall be elected by the Board. Unless a Chair is elected by the full Board, the members of the CN Committee may designate a Chair by a majority vote of the full CN Committee membership.
4. The CN 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.
5. Meetings of the CN Committee shall be held from time to time, at least twice annually, as the CN Committee or the Chair of the CN Committee shall determine upon 48 hours’ notice to each of its members. The notice period may be waived by a quorum of the CN Committee. The CN Committee may ask members of Management or others to attend meetings or to provide information as necessary.
6. The Chief Executive Officer shall not be present during any vote or other deliberations of the CN Committee regarding the performance or compensation of the Chief Executive Officer.
7. The CN Committee may retain and terminate the services of outside compensation specialists, search firms, counsel or other consultants and advisors (each an “**Advisor**”) to the extent it deems appropriate and shall have the sole authority to approve their fees and other retention terms. The Company shall provide for appropriate funding, as determined by the CN Committee, for payment to any Advisor retained by the CN Committee. The CN Committee will consider the following factors when selecting Advisors:

- (a) Any business or personal relationship between an Advisor and a member of the CN Committee or an executive officer 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 that are designed to prevent conflicts of interest; and
 - (e) Any stock of the Company owned by an Advisor.
8. The quorum for the transaction of business at any meeting of the CN Committee or any subcommittee shall be either (a) 50% of the members provided that the Chair of the CN is in attendance or (b) a majority of the members of the CN Committee or subcommittee.
9. The CN Committee shall prepare and maintain minutes of its meetings, and periodically report to the Board regarding such matters as are relevant to the CN Committee's discharge of its responsibilities and shall report in writing on request of the Chair of the Board.
10. The CN Committee shall evaluate its own performance at least annually.

III. Responsibilities and Duties – Compensation and Related Matters

The responsibilities and duties of the CN Committee regarding compensation matters include:

1. Periodically (not less than annually) reviewing and making recommendations to the Board with respect to the Company's overall compensation and benefits philosophies and programs for senior executive officers, including base salaries, bonus and incentive plans, deferred compensation and retirement plans, share-based plans, other benefits and perquisites, and employment and change of control agreements.
2. Annually reviewing and making recommendations to the Board with respect to the compensation for the Chief Executive Officer and other senior executive officers of the Company including base salaries, bonuses and other performance incentives and stock-based grants and other benefits and perquisites.
3. Annually reviewing the *Statement of Executive Compensation* included in the Management Information Circular and other compensation disclosure documents, and otherwise reviewing all executive compensation disclosure before it is publicly disclosed.
4. Annually reviewing and recommending to the Board the compensation of the directors, including annual Board and committee retainers, meeting fees, stock-based grants and other benefits conferred upon the Board.

5. Reviewing and reporting to the Board on potential risks arising from the Company's compensation policies and practices.
6. Reviewing corporate goals and objectives relevant to the Chief Executive Officer and other senior executive officers, evaluating the performance of the Chief Executive Officer and other senior executive officers generally and in light of annual corporate goals and objectives under any incentive compensation plan, and making compensation recommendations accordingly.

IV. Responsibilities and Duties – Nomination and Related Matters

The responsibilities and duties of the CN Committee regarding nomination matters include:

1. Annually reviewing this Charter and charters of other committees of the Board and making recommendations for any changes to the Board.
2. Annually reviewing the size, composition and qualifications of the Board, committees of the Board, including assessment and determination of desired skills and expertise, and ensuring that an appropriate number of non-executive directors sit on the Board and its committees.
3. Annually overseeing the evaluation of the effectiveness of the Board as a whole, the committees of the Board (including the CN Committee) and the contribution of individual directors.
4. Identifying and recommending possible nominees for the Board (and, where appropriate, recommending removal of Directors).
5. Recommending appropriate criteria for selection of new directors, including the desired skills, expertise and other qualities including independence and diversity.
6. Recommending the nominees for the Board for election by Shareholders.
7. Establishing orientation and education programs for directors.
8. Making recommendations to the Board, as necessary, regarding the establishment of new Board committees, including ad hoc committees.
9. Recommending membership of committees of the Board.
10. Developing and recommending corporate governance policies and practices for adoption by the Board.
11. Annually assessing the quality of the Company's corporate governance policies and practices and making recommendations for any changes to those policies and practices.

12. Annually reviewing the report on corporate governance included in the Management Information Circular and other governance related disclosure documents, and otherwise reviewing all corporate governance disclosure before it is publicly disclosed.
13. Satisfying itself as to the integrity of the Chief Executive Officer and other senior executive officers and that such senior executive officers and the Board create a culture of integrity throughout the organization.
14. Reviewing all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board), reviewing the timeliness of any such proposal, and recommending to the Board appropriate action on any such proposal.
15. Managing Board and Chief Executive Officer succession planning.

V. Oversight Function

While the Committee has responsibilities set out in this Charter, the members of the Committee are members of the Board appointed to provide broad oversight of the Company's affairs, and are specifically not accountable or responsible for the day to day activities, nor the administration or implementation or arrangements relating thereto.

Approved by the Board of Directors

Adopted: March 30, 2020

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