



Our Approach

Governance Policies and Practices

Our Board of Directors and executive team are committed to strong corporate governance. We have established governance policies and practices that provide the framework for the Company's management approach, responsibilities and

corporate culture. We review our governance policies and practices at least annually and refresh them as necessary to ensure they appropriately reflect changes to our business and applicable regulations.

Board of Directors

The Board is responsible for stewardship of the Company, in accordance with the Company's constating documents and applicable laws. The Board's responsibilities include overseeing the Company's management and conduct, providing direction and guidance to management, overseeing the identification and management of risks associated with

the Company's business, establishing and reviewing Company policies, and approving corporate strategies and goals. The Board has three standing committees to help carry out its various oversight responsibilities: the Audit Committee, the Compensation and Nomination Committee, and the Environment, Social and Governance (ESG) Committee. Learn more in our Board Mandate.

RELEVANT POLICIES

- Advance Notice Policy
- Anti-Bribery and Anti-Corruption Policy
- Code of Conduct and Business Ethics
- Communications and Corporate Disclosure Policy
- Diversity Policy
- Environment and Climate Change Policy
- Executive Compensation Recovery Policy
- Health and Safety Policy
- Insider Trading and Use of Inside Information Policy
- Majority Voting Policy
- 'Say-on-Pay' Advisory Vote Policy
- Share Ownership Policy
- Social Responsibility and Human Rights Policy
- Supplier Code of Conduct
- Whistleblower Policy

Board and Executive Oversight of ESG

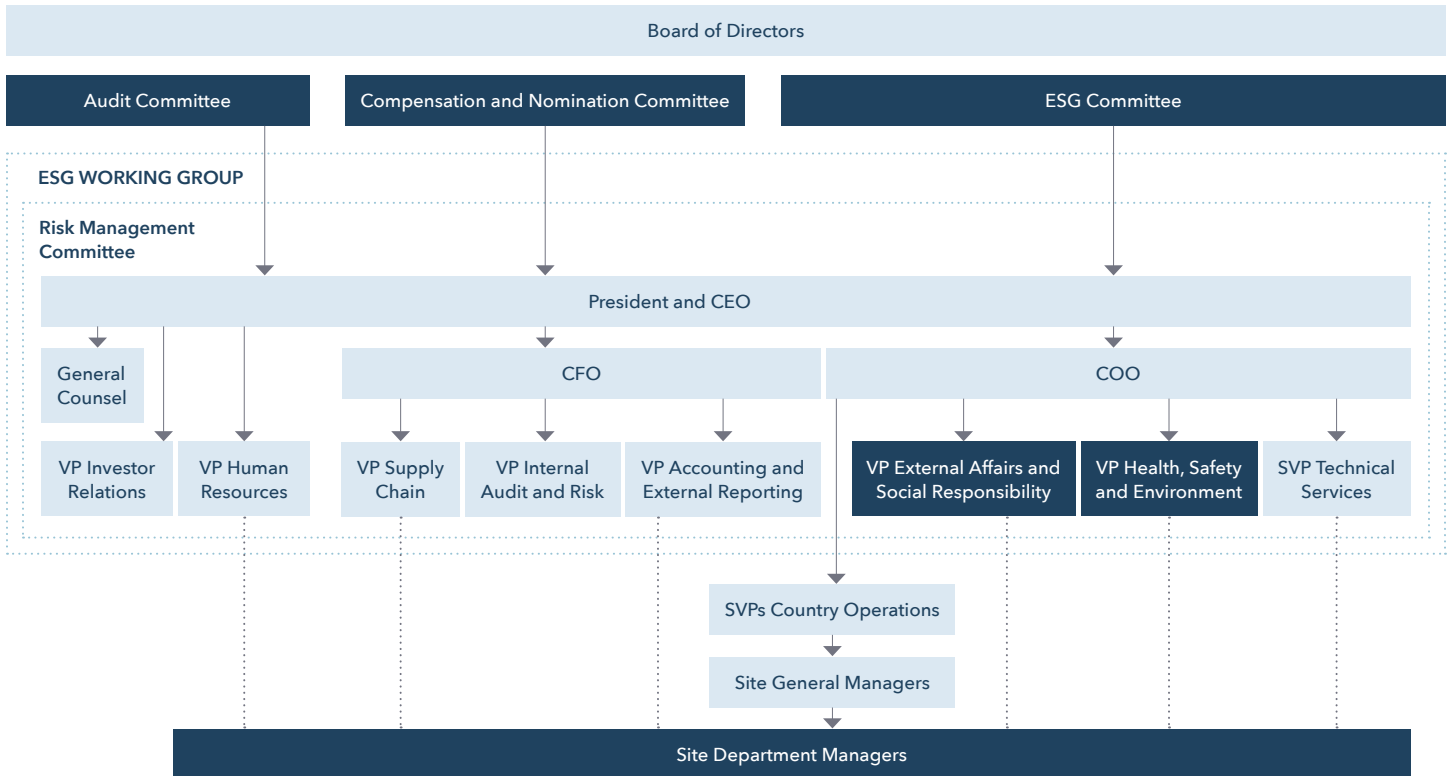
Equinox Gold’s ESG leadership structure demonstrates the importance placed on embedding ESG priorities throughout the organization. The Board oversees the Company’s performance and management of ESG risks and opportunities. Two Board-level committees are directly involved in oversight of Equinox Gold’s ESG impacts:

- **The ESG Committee** oversees ESG matters and the Company’s ESG performance. The Committee is responsible for developing the Company’s policies, programs and activities relating to environment,

social and governance matters, including health, safety, sustainable development, community relations, diversity initiatives, climate related issues, greenhouse gas emissions, human rights, governments relations and communications and social responsibility.

- **The Audit Committee** oversees the Company’s enterprise risk management process, including risks associated with climate change and other matters, and ensures the Company’s financial management is carried out ethically and in line with the Company’s business strategy.

Senior management personnel set the Company’s ESG strategy and manage performance, while the site-based teams implement on-the-ground initiatives. We also maintain an ESG Working Group, composed of the CEO, COO, CFO, General Counsel and the Vice Presidents of relevant departments. The ESG Working Group’s mandate is to guide our policies, standards, accountabilities and programs for ESG-related matters to ensure the Company applies best practices and we meet our objectives and obligations.





Compensation Philosophy and Link to ESG

Equinox Gold’s compensation philosophy is to incentivize and reward management and employees for delivering on well-defined goals that are intended to increase long-term value for the Company’s shareholders. Employees are eligible to participate in performance-related incentive compensation programs. At the beginning of each year, we set corporate objectives that flow into the objectives for our corporate and regional offices, mine sites and each team member, who are then compensated based on a combination of corporate, site and/or personal performance.

Executive compensation is linked to ESG performance to ensure the Company’s leadership team and country managers stay focused on safety, environmental protection and social performance. The breakdown of ESG-linked compensation changes yearly (see next section for 2023 breakdown). As described in Equinox Gold’s [‘Say-on-Pay’ Advisory Vote Policy](#), the Board solicits shareholder feedback annually on the Company’s approach to executive compensation. Refer to our [2024 Management Information Circular](#) for more details, including how remuneration is determined for the Company’s named executive officers.

Board and Management Diversity

We recognize the importance of diversity among Board members and senior management, and our commitment is outlined in Equinox Gold’s Diversity Policy. At the Board level, we believe that having highly qualified Board members from diverse backgrounds and with different perspectives, experiences and expertise promotes better corporate governance, performance

and decision-making. The majority of Board members have experience and expertise in ESG, health and safety, corporate social responsibility and government relations matters. To learn more about the Board composition, refer to our [2024 Management Information Circular](#) and the [Equity, Diversity and Inclusion section](#) of this report.

Transparent Disclosure

We are committed to comprehensive, clear and transparent disclosures, so all stakeholders can understand our approach and performance regarding the material aspects of our business, including ESG matters. We continue to expand and enhance our disclosures each year and engage regularly with our stakeholders through formal feedback processes and informal discussions to provide the information they need to track our progress.

Board members are required to declare potential or actual conflicts of interest pursuant to applicable regulatory requirements. In addition, our Code sets out the Company’s expectations for all Board members, officers and employees relating to conflicts of interest. Conflicts of interest are reported in the [Company’s annual proxy circular](#), a copy of which is available on SEDAR+, EDGAR and the Company’s website.