



On July 26, 2018, Equinox Gold Corp. shareholders voted to reorganize the business of Equinox Gold into two companies by way of a plan of arrangement (the “Arrangement”) whereby Equinox Gold’s copper assets were transferred into a newly incorporated company called Solaris Copper Inc. The transaction was completed on August 3, 2018 (the “Effective Time”). As a shareholder of Equinox Gold and Solaris Copper, you may have questions regarding the Arrangement. If your question is not answered below or if you have additional questions regarding the Arrangement, the assets, or the long-term strategy for Equinox Gold or Solaris Copper, please do not hesitate to contact us at +1 604.558.0560 or by email at [ir@equinoxgold.com](mailto:ir@equinoxgold.com) or [info@solariscopper.com](mailto:info@solariscopper.com).

Please note that neither Equinox Gold nor Solaris Copper is able to provide advice regarding the tax consequences or financial implications of this transaction, since the transaction will affect each shareholder differently. *Shareholders should consult with their own financial planners and tax advisors.*

### **Why did Equinox Gold spin out its copper assets into a separate company?**

Separating the gold and the copper assets will allow Equinox Gold and Solaris Copper to pursue independent growth and capital allocation strategies and stay focused on the long-term plan that suits their portfolio of assets. In addition, the copper assets received little value in Equinox Gold’s portfolio. Spinning out the assets into a separate copper-focused company will allow investors to more accurately assess and value the assets of each company and give the projects the visibility and attention they deserve.

### **What value did this transaction bring to Equinox Gold shareholders?**

Equinox Gold shareholders now have ownership in two separate companies, creating additional investment flexibility while retaining upside exposure as the copper projects advance.

### **How many Solaris Copper Shares will I own?**

For every Equinox Gold share held on August 2 (the day before the Effective Time of the transaction), Equinox Gold shareholders will continue to hold the same number of EQX shares and will also receive 1/10<sup>th</sup> of a Solaris Copper share. For example, if you held 1,000 EQX shares on August 2, you still hold 1,000 EQX shares and also have 100 Solaris Copper shares. Every Equinox Gold warrant held on August 2, when exercised, will exercise into one EQX share and 1/10<sup>th</sup> of a Solaris Copper share.

### **Will I get Solaris Copper warrants?**

You will not get new Solaris Copper warrants. The terms of your Equinox Gold warrants remain the same, with a C\$3.00 exercise price and an October 6, 2021 expiry date. But if you choose to exercise your Equinox Gold warrants, you will receive one EQX share and 1/10<sup>th</sup> of a Solaris Copper share.

### **Will my Equinox Gold shares and Solaris Copper shares be a “qualified investment” for my RRSP?**

Equinox Gold shares are a “qualified investment” for a trust governed by an RRSP, an RRIF, a deferred profit sharing plan, an RESP, an RDSP or a TFSA as those terms are defined in the Canadian Tax Act as long as Equinox Gold is listed on a “designated stock exchange” or is a “public corporation” as defined in the Canadian Tax Act.

Solaris Copper shares will be a qualified investment as long as the Solaris Copper shares are listed on a designated stock exchange on or before the filing due date for its first taxation year and Solaris Copper elects to be a public corporation. While Solaris Copper will evaluate all strategic opportunities available to

enhance shareholder value, including a potential stock exchange listing, there can be no assurance that Solaris Copper shares will be listed on a designated stock exchange in time for the shares to become a qualified investment.

*Shareholders should consult with their own tax advisors in this regard.*

**Why doesn't Solaris Copper have a trading symbol? My account just shows a number and no share price.**

Solaris Copper shares are not currently listed on any stock exchange. Solaris Copper is a "reporting issuer" under Canadian securities legislation and, as such, will comply with its continuous disclosure obligations including press releases and financial reporting. Solaris Copper is considering a potential stock exchange listing, but at the moment there is no firm date for listing the company.

**What does it mean to be a "reporting issuer"?**

Solaris Copper will adhere to all of the continuous disclosure rules required by the Canadian Securities Administrators – releasing interim and annual financial statements and the accompanying MD&A, press releasing all material news, and filing its public documents on SEDAR at [www.sedar.com](http://www.sedar.com).

**Why is Solaris Copper not listed?**

We have chosen to keep Solaris Copper private in the near-term so that we can advance the properties and achieve some key milestones to demonstrate the value of the assets before re-introducing them to the public markets. The copper assets got almost no visibility in the Equinox Gold portfolio and the market really doesn't understand the long-term potential of the properties. We do intend to list Solaris Copper, but we want to achieve some key milestones first to establish a more appropriate valuation for the company.

**What was the "cut-off" date to receive Solaris Copper shares?**

Everybody who held Equinox Gold shares on August 2, which was the "business day immediately preceding the Effective Time of the Agreement", will receive Solaris Copper shares.

**How do I get my Solaris Copper shares?**

If you have deposited your Equinox Gold shares electronically in an online account, you won't need to do anything. The conversion will happen automatically but can take a few days or, in some cases, a few weeks to take effect depending on the brokerage firm you use. Since Solaris Copper is not listed, your Solaris Copper shares will not show a ticker symbol or a market value, but you should see them in your account. While the majority of brokerage firms should be willing to hold private company shares, it is possible that some discount brokerage firms will not offer this service. If your brokerage firm is not willing to hold private company shares, you can contact Equinox Gold's transfer agent, Computershare, and ask to be issued a DRS advice for your Solaris Copper shares.

If you still hold physical share certificates or DRS advice for your Equinox Gold shares you need to send them to Computershare **within six years** to effect the conversion and get your Solaris Copper shares. You should have received a Letter of Transmittal and instructions by mail. If you do not have a Letter of Transmittal, you can request one by emailing [info@solariscopper.com](mailto:info@solariscopper.com).

Please do not send your share certificates to Equinox Gold. They must be submitted to Computershare, preferably by courier or registered mail, to:

Computershare Investor Services  
8<sup>th</sup> Floor, North Tower, 100 University Ave  
Toronto, ON, Canada M5J 2Y1  
[corporateactions@computershare.com](mailto:corporateactions@computershare.com)  
1-800-564-6253

**If I sell my Equinox Gold shares before Solaris Copper shares are listed, will the buyer get my rights to the Solaris Copper shares?**

Your Solaris Copper rights vested on August 3, 2018 and you hold your Solaris Copper shares independently of your EQX shares.

**Why is Solaris Copper not listed for trading?**

Keeping Solaris Copper as a private company in the near-term will reduce costs and give management the time to advance the properties and unlock the latent value of the assets before bringing them back to public markets.

**What is the Fair Market Value of the Solaris Copper shares?**

The FMV of the Solaris Copper shares was estimated for tax purposes by management and an independent valuator at C\$0.57 per whole Solaris Copper share (C\$0.057 per 1/10<sup>th</sup> Solaris Copper share).

**How can I trade my Solaris Copper shares?**

Solaris Copper shares are tradeable, but since they are not currently listed on any stock exchange there is no public market for Solaris Copper shares. Your broker may be able to provide assistance if you want to trade your shares privately.

**Who is managing Solaris Copper?**

Solaris Copper's day-to-day activities are managed by Greg Smith as CEO, Kylie Dickson as CFO and Pam Kinsman as Corporate Secretary. They will also continue with their regular Equinox Gold activities.

## Cautionary Notes Regarding Forward-looking Statements

*This document contains forward-looking statements within the meaning of applicable securities legislation. The use of the words “will”, “should”, “potential”, “advance”, “continue” and similar expressions are intended to identify forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning the anticipated effects and expected benefits of the Arrangement; Solaris Copper’s future objectives and strategies to achieve those objectives, including the future prospects of Solaris Copper as an independent company; and the future potential of both Solaris Copper and Equinox Gold. Forward-looking statements reflect management’s current beliefs, expectations and assumptions and are based on information currently available to management, management’s historical experience, perception of trends and current business conditions, expected future developments and other factors which management considers appropriate. Equinox Gold has made certain assumptions with respect to, among other things, the expectation that Solaris Copper will meet its future objectives and priorities; that Solaris Copper will have access to adequate capital to fund its future projects and plans; that Solaris Copper’s future projects and plans will proceed as anticipated; as well as assumptions concerning general economic and industry growth rates, commodity prices, currency exchange and interest rates, and competitive intensity. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the future circumstances, outcomes or results anticipated or implied by such forward-looking statements will occur or that plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include, but are not limited to the potential benefits of the Arrangement not being realized; there being no current plan to list Solaris Copper shares on any stock exchange; there being no established market for the Solaris Copper shares; the potential inability or unwillingness of current Shareholders to hold Solaris Copper shares following the Arrangement; the reduced diversity of Equinox Gold and Solaris Copper as separate companies; general business and economic uncertainties and adverse market conditions; risks related to Solaris Copper’s status as an independent reporting issuer following the Arrangement; and risks related to the achievement of Solaris Copper’s business objectives. For a further description of these and other factors that could cause actual results to differ materially from the forward-looking statements included in this news release, see the risks outlined in the Circular that will be mailed to shareholders as well as the risk factors included in Equinox Gold’s management’s discussion and analysis for the year ended December 31, 2017 and as described from time to time in the reports and disclosure documents filed by Equinox Gold with the Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact Solaris Copper’s future activities and prospects. These and other factors should be considered carefully and readers should not place undue reliance on these forward-looking statements. As a result of the foregoing and other factors, there can be no assurance that actual results will be consistent with these forward-looking statements.*