

# SEABRIDGE GOLD

## MAJORITY VOTING POLICY

ADOPTED MAY 9, 2014

### PURPOSE AND CONSIDERATIONS

The Board of the Corporation, with the input of its Corporate Governance and Nominating Committee, engages in routine review, assessment and planning in order to ensure that nominees to the Board have backgrounds and expertise that reflect the needs of the Board, enabling it to discharge its functions, including through the operation of appropriately constituted committees. Included in this process, is the work of the Corporate Governance and Nominating Committee directed at ensuring that the Board has the collective capacity to oversee the various areas most relevant to the activities being undertaken by the Corporation at any particular time. Nonetheless, the Board acknowledges that it needs to be responsive to the will of its shareholders with respect to the election of individual directors. The purpose of this Policy is to establish a procedure for the Board to respond to certain results of shareholder voting on the election of its directors.

### MAJORITY "WITHHELD" PROCEDURE

The Corporation agrees that, in uncontested director elections, if any nominee receives a greater number of votes "withheld" than votes "for" the following procedure will be followed:

1. The director will tender his or her resignation to the Chairman of the Board of Directors promptly following the shareholders' meeting.
2. The Corporate Governance and Nominating Committee will consider the offer of resignation and will make a recommendation to the Board of Directors on whether to accept it. The Corporate Governance and Nominating Committee will be expected to recommend acceptance of the resignation absent exceptional circumstances.
3. The Board of Directors will make its final decision and announce it in a press release within 90 days following the shareholders' meeting.
4. A director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Corporate Governance Committee at which the resignation is considered.