

SEABRIDGE GOLD

POLICY STATEMENT ON DIVERSITY

MAY 7, 2019

The Company is of the view that Board membership should be based on merit and remains committed to selecting the best qualified persons to the Board. To be effective, Board members must possess the diverse qualities, skills and experience required for the Board to fulfil its obligations to all stakeholders. The Board has identified diversity as one of several factors to be considered in nominating or appointing its members. For the purposes of Board composition, "diversity" includes, but is not limited to, gender, visible minorities, indigenous minorities, people with disabilities, and age. The Board recognizes that diversity in experience and perspective can contribute to insights and sensitivities useful to the Board's deliberations. In addition, an appropriately diverse Board will include members who collectively have the broad range of specific skills, industry and professional experience required for the Board to meet its varied responsibilities in the overall direction of the Company. Board appointments will be made based on the abilities, skills and experience the Board requires from time to time, while recognizing that more diversity of Board composition is intended to create a more effective Board. In particular The Board's Corporate Governance and Nominating Committee has assumed responsibility for identification and evaluation of outstanding women candidates for consideration as new directors as positions are vacated.

TERMS OF THIS POLICY

Responsibilities of the Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee (the "Committee") reviews and assesses Board composition on behalf of the Board and recommends the appointment of new directors. The Committee also oversees the conduct of the annual review of the Board's effectiveness. In reviewing the Board's composition, the Committee will take into consideration diversity as a factor to be considered together with the skills, industry and professional experience, cultural background, and other qualities and attributes required of a nominee in order to maintain an effective Board. In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity in the Board's composition. As part of the annual performance evaluation of the effectiveness of the Board and Board committees, the Committee will consider the balance of skills, experience, independence and knowledge on the Board and the diversity of the Board. It is the objective of the Board to select the most qualified and highest functioning directors from diverse backgrounds. The Committee will report annually to the Board on the diversity of the Board and its committees.

Disclosure

The Company will publish this Policy Statement on its web site and in its management information circular together with:

- a) a summary of the measures taken or proposed to ensure the effective implementation of this Policy;
- b) how the Committee measures the effectiveness of this Policy;
- c) annual and cumulative progress by the Company in achieving this Policy's objectives;
- d) how the Committee considers the level of representation of diversity of people on the Board when identifying and nominating candidates for election or re-election to the Board;
- e) disclosure as to why the Company has not set a target regarding women on the Board; and
- f) the number and proportion (as a percentage) of women directors on the Board.

Policy Review

The Committee will review this Policy at least every two years, or earlier if it determines necessary, which review will include an assessment of the effectiveness of this Policy.