

# SEABRIDGE GOLD

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Corporate Governance and Nominating Committee of the Corporation is a committee appointed by the Board comprised entirely of independent and unrelated directors, with a minimum of three members. The objective of the Committee is assist the Board in compliance with all matters of corporate governance relating to the structures and actions taken in the performance of its duties and obligations to the Corporation and its stakeholders. The Committee is also responsible for recommending to the Board nominees for appointment to the Board.

Specifically the Committee:

- (a) considers, develops and monitors the corporate governance procedures of the Board and administers the principles and guidelines applicable to the Corporation under applicable laws, regulations and best practices,
- (b) ensures that the Board is acting in compliance with the corporate statutes, governing laws in the jurisdictions where it operates, and with the regulations and rules published from time to time by all regulatory authorities and stock exchanges having jurisdiction over the Corporation,
- (c) advises the Board, or any committee thereof, of those issues of corporate governance which the Committee determines are necessary or appropriate to consider, and if advisable, to adopt,
- (d) ensures that there is access available to the independent directors, in the absence of management members of the Board, to meet formally with the Committee as necessary but at least once a year to (i) consider the directors effectiveness and independence, (ii) review whether or not they have the information and resources to fulfil their obligations and their mandate, (iii) consider their relationship to management and review whether they have provided sufficient direction to management and whether it has been followed appropriately, and (iv) consider issues relating to matters affecting management which have not been brought forward to the full Board for consideration,
- (e) has responsibility for drafting the Corporation's code of conduct and ethics, the policies governing, among other things, communication and disclosure, insider trading, corporate donations, employment, and diversity of the Corporation and periodically reviewing the same and recommending to the Board required amendments, and reviewing actions taken to ensure compliance with the foregoing,
- (f) considers the composition of the Board with a view to the skills, backgrounds and experience of the individual members to ensure that it includes or reflects the requirements which the Committee recommends as necessary for the effective governance of the Corporation,

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- (g) in consultation with the Chief Executive Officer and Chair, identifies and recommends to the Board, nominees for election or re-election to the Board or appointments for any vacancies on the Board, accounting for complementary competencies, backgrounds and skills necessary or desirable for the Board to fulfill its mandate and to ensure compliance with the diversity policy of the Board,
- (h) adopts, following established practices and procedures under the constating documents of the Corporation and the laws of its jurisdiction of incorporation, the rules and procedures of the Committee, including appointment of a chair, notice, and quorum requirements, consistent with the foregoing
- (i) has the authority to retain independent advisors and authorize their compensation when the Committee determines it is necessary to fulfill its duties, and
- (j) shall have unfettered access to all personnel and documents of the Corporation and may rely on the integrity of the persons from whom they receive information and, absent actual knowledge to the contrary, rely on the truth and accuracy thereof.