

SEABRIDGE GOLD

BOARD MANDATE

The Board's formally approved mandate is as follows:

The Corporation's Board of Directors is responsible for the supervision of the management of the Corporation's business and affairs. Under its governing statute (the *Canada Business Corporations Act*), the Board is required to carry out its duties with a view to the best interests of the Corporation. The Board specifically recognizes its responsibility for the following areas:

- (a) considering the interests of the shareholders and other stakeholders in all significant decisions affecting the Corporation and ensuring that developments affecting the Corporation are appropriately communicated to shareholders and the public;
- (b) reviewing and approving corporate objectives, goals and strategies with a view to enhancing shareholder value and promoting a responsible and positive presence of the Corporation within the communities in which it operates;
- (c) reviewing and approving the Corporation's annual strategic goals, budgets and work plans and monitoring the Corporation's performance with reference thereto;
- (d) identifying principal risks to the Corporation and implementing actions to mitigate the risks of the Corporation's current and proposed activities;
- (e) reviewing significant operational and financial issues as they arise and providing direction to management on these matters;
- (f) acting diligently to ensure that the Corporation fulfills its legal and regulatory requirements; and
- (g) evaluating the effectiveness of senior management and establishing their compensation.

The frequency of the meetings of the Board of Directors as well as the nature of agenda items change depending upon the state of the Company's affairs and in light of opportunities or risks which the Company faces.