

# SEABRIDGE GOLD

## COMPENSATION COMMITTEE CHARTER

The Board of Directors of Seabridge Gold (the “**Corporation**”) established the Compensation Committee (the “**Committee**”) to review compensation of its directors and executive officers and make recommendations to the Board. In conducting its review, the Committee shall pursue the following objectives:

- (i) the recruitment and retention of the executive officers critical to the success of the Corporation and the enhancement of shareholder value;
- (ii) providing fair and competitive compensation based upon a detailed comparison with the compensation levels paid for similar positions by similar companies;
- (iii) balancing the interests of management and shareholders of the Corporation; and
- (iv) rewarding performance, both on an individual basis and with respect to the business in general.

The Committee shall consist of three directors appointed by the Board. Each Committee member will be independent as defined in Regulation 52-101 respecting Audit Committees, as may be amended from time to time, and comply with prescribed policies of securities regulatory authorities and stock exchanges. In appointing members of the Committee, the Board will consider breadth of industry or relevant country experience and knowledge regarding the compensation of executives.

### **Mandate**

The mandate of the compensation committee is as follows:

- (i) On an annual basis, review the total compensation of the President and COO, the Chairman and CEO, the Chief Financial Officer and Vice President(s) (collectively, the “**Executives**”) against their performance, mandates and objectives and make recommendations on their compensation to the Board;
- (ii) On an annual basis, review the compensation of the independent directors against corporate performance and make recommendations on their compensation to the Board;
- (iii) Review the performance of the Executives individually, as a team member in their areas of work, and the performance of the Corporation as a whole against the achievement of corporate objectives and approve and recommend to the Board for confirmation all grants of equity-based compensation including options and RSUs to all directors and officers; ensure the proper administration of the Corporation’s options and RSU programs in conformity with the Corporation’s Option Plan and Restricted Share Unit Plan;

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- (iv) On an annual basis, review the Corporation's overall hiring and compensation practices with reference to industry norms and peer companies and recommend to the Board the adoption of any changes in compensation policies including base salary, long and short term incentive plans, and any benefit plans;
- (v) On an annual basis, review and approve the selection of peer companies for benchmarking compensation; and
- (vi) On an annual basis, review and approve the disclosure in the Corporation's management information circular of all compensation and incentive payments recommended and options and RSUs granted in the most recently completed financial year.

## **Structure and Operations**

Committee members shall serve until their successors shall be duly designated. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority of the Board then in office.

The Committee's chair shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The chair of the Committee, in consultation with management and the other members of the Committee, shall set meeting agendas.

The Committee has the authority to retain, at the Corporation's expense, persons having special competencies to assist the Committee in fulfilling its responsibilities, including the sole authority to approve the fees and other terms of retention of such persons.

The Committee shall meet as often as required and may invite such persons as they may determine to attend its meetings and participate in discussions with the Committee.

On an annual basis the Committee shall assess the adequacy of this Charter and make a recommendation of any changes to the Board for approval.