

SEABRIDGE GOLD

ADVISORY SAY-ON-PAY POLICY

Seabridge Gold Inc. (the “Company”) believes that shareholder should have the opportunity to fully understand the objectives, philosophy and principles the Board of Directors (the “Board”) has used in its approach to executive compensation decisions and to have an advisory vote on the Board’s approach to executive compensation.

PURPOSE OF SAY-ON-PAY ADVISORY VOTE

The purpose of the Say-on-Pay Advisory Vote is to provide appropriate director accountability to the shareholders for the Board’s compensation decisions by giving shareholders a formal opportunity to provide their views on the disclosed objectives of the executive compensation plans, and on the plans themselves, for the past, current and future fiscal years.

While shareholders will provide their collective advisory vote, the directors of the Company remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by the shareholders.

FORM OF THE RESOLUTION

The management information circular distributed in advance of each annual meeting of shareholders will ask shareholders to consider an annual non-binding advisory resolution substantially in the following form:

Resolved, on an advisory basis and not to diminish the role and responsibilities of the board of directors, that the shareholders accept the approach to executive compensation disclosed in the management information circular delivered in respect of this annual meeting of shareholders.

Approval of the above resolution will require an affirmative vote of a majority of the votes cast by shareholders at the annual meeting of shareholders.

RESULTS OF THE SAY-ON-PAY ADVISORY VOTE

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and in determining whether there is a need to significantly increase their engagement with shareholders on compensation and related matters.

The Company will disclose the results of the Say-on-Pay Advisory Vote as a part of its report on voting results for the meeting, to be filed publicly.

The Company will follow-up with shareholders on any significant year-over-year declines in support for the Say-on-Pay advisory resolution regardless of the overall level of support achieved.

In the event that a significant number of shareholders oppose the resolution, the Board will consult with shareholders, particularly those who are known to have voted against it, in order to

understand their concerns and will review the Company's approach to compensation in the context of those concerns. Shareholders who have voted against the resolution will be encouraged to contact the Board to discuss their specific concerns.

The Board will disclose to shareholders as soon as is practicable, ideally within six months of the vote, and no later than in the management information circular for its next annual meeting, a summary of the significant comments relating to compensation received from shareholders in the engagement process and an explanation of the changes to the compensation plans made or to be made by the Board or why no changes will be made.

ANNUAL REVIEW OF THE POLICY

The Board recognizes that Say-on-Pay is an evolving area in Canada and globally and will review this policy annually to ensure that it is effective in achieving its objectives and that it complies with any applicable regulatory requirements.