

# SEABRIDGE GOLD

## LEAD DIRECTOR ROLE AND RESPONSIBILITIES

The Lead Director shall be an independent director appointed by the independent members of the Board of Directors (the “**Board**”) of Seabridge Gold Inc. (the “**Corporation**”) to act as the independent leader of the Board. The primary role of the Lead Director is to provide leadership for the Board in discharging its duties, responsibilities, and obligations independently of management of the Corporation and the Executive Chair of the Board (the “**Chair**”). If the appointment is not made annually, the Lead Director shall continue in the role until his or her successor is duly appointed.

In addition to the authority and responsibilities applicable to all other directors, the Lead Director’s powers and responsibilities shall include the following:

1. Ensuring that the Board functions independently of management and providing leadership to the Board in circumstances where the Chair has (or may be perceived to have) a conflict of interest.
2. Ensuring that the independent directors are aware of their obligations and responsibilities and fully discharge their duties as independent directors.
3. Ensuring the interests of shareholders are duly represented in Board deliberations and that due consideration is also given to the interests of stakeholders.
4. In consultation with the Chair, assisting the Corporate Governance and Nominating Committee in constituting the Board and ensuring a proper committee structure including the assignment of committee members and chairs.
5. Consulting with the Chair regarding the agenda and ultimately approving the agenda and associated materials for Board meetings. The Lead Director may add items to the agenda in his/her discretion.
6. Consulting with the Chair regarding the generation of the Corporation’s annual objectives. The Lead Director, with the recommendation of the Corporate Governance and Nominating Committee, may add items to the Corporation’s annual list of objectives in furtherance of the Board’s oversight of, and recognizing the significance of such objectives in the determination of, compensation awards.
7. Presiding over Board meetings when the Chair is absent or in circumstances where the Chair is (or may be perceived to be) conflicted.
8. Engaging with other independent directors to identify matters for discussion during in camera sessions of the independent directors.
9. Presiding over regular in camera sessions of the independent directors or meetings of independent directors.
10. Authority to call meetings of the independent directors or of the Board.

11. Debriefing the Chair on decisions reached and suggestions made at meetings of independent directors or during in camera sessions.
12. Facilitating communication between the independent directors and the Chair, including by presenting the Chair's views, concerns and issues to such directors and raising with the Chair, as appropriate, views, concerns and issues raised by the directors.
13. Engaging with the Chair between Board meetings and assisting with informing or engaging with independent directors, as appropriate.
14. Overseeing the annual Board and individual directors' evaluation process and with the support of the HR department and Corporate Governance and Nominating Committee, conduct the CEO performance evaluation.
15. As part of the nomination process for election or re-election to the Board, assist the Corporate Governance and Nominating Committee, by engaging with each director individually regarding the performance and functioning of the Board, its committees and other evaluation matters, as appropriate, and inquiring as to whether any director has concerns about the nomination of other directors.
16. Being available for consultation and direct communication with shareholders and other key constituents, as appropriate.
17. Authority to retain independent advisors on behalf of the Board as the Board or independent directors may deem necessary or appropriate.
18. Having such authority and responsibilities as the independent directors may designate from time to time.

The Corporate Governance and Nominating Committee shall review and assess the adequacy of this position description annually and recommend to the Board any changes it deems appropriate.