

SEABRIDGE GOLD

MANDATE OF THE BOARD

(Amended March 6, 2024)

The Board of Directors (the “**Board**”) has the responsibility for the overall stewardship of the conduct of the business of Seabridge Gold Inc. (the “**Corporation**”) and supervision of the activities of management. Management is responsible for the day-to-day conduct of the business. The Board’s fundamental objectives are to enhance and preserve long-term shareholder value, and to ensure the Corporation meets its obligations on an ongoing basis and that the Corporation operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests that its other stakeholders, such as employees and communities, may have in the Corporation.

ORGANIZATION

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs including selecting its Chair and Lead Director, nominating candidates for election to the Board and constituting committees of the Board. Subject to the Articles and By-Laws of the Corporation and the *Canada Business Corporations Act* (the “**Act**”), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

DUTIES AND RESPONSIBILITIES

The Board’s principal duties and responsibilities are:

1. to manage or, to the extent it is entitled to delegate such power, to supervise the management of the business and affairs of the Corporation; to act honestly and in good faith with a view to the best interests of the Corporation; and to act in accordance with the Corporation’s obligations contained in the Act and regulations, its Articles and By-laws, the legislation of each jurisdiction in which it operates, and the rules of the stock exchanges upon which its securities are listed;
2. to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management, including having a majority of independent directors, an independent Chair or an independent Lead Director, as the term “independent” is defined in National Instrument 58-101 “Disclosure of Corporate Governance Practices” and set out by the Canadian Securities Administrators in Multilateral Instrument 52-110 and all such applicable laws, regulations, and rules as the same may be amended from time to time;
3. to participate with management in developing and approving the corporate objectives, goals and strategic plan by which the Corporation proposes to achieve its goals with a view to enhancing shareholder value and promoting a responsible presence within the communities the Corporation serves;
4. to identify and understand the principal risks of the business in which the Corporation is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that there are systems in place which effectively monitor and mitigate those risks with a view to the long-term viability of the Corporation;

5. to assist it in exercising its responsibilities, the Board shall establish and appoint the members of five standing committees of the Board: the Audit Committee, the Corporate Governance and Nominating Committee, the Compensation Committee, the Sustainability Committee, and the Technical Committee, and may establish other standing committees from time to time, each with a charter setting out its purpose, responsibilities, members, structure and functions which shall be reviewed by the applicable Committee and Board regularly;
6. to (a) upon consideration of the advice and recommendations from the Corporate Governance and Nominating Committee, (i) to appoint nominees for election or re-election to the Board, (ii) fill any vacancies on the Board, and (iii) appoint the Lead Director, accounting for complementary competencies, backgrounds, skills and qualifications necessary or desirable for the Board to fulfill its mandate and to ensure compliance with the diversity policy of the Board, and (b) ensure that all new directors receive a comprehensive orientation, and fully understand the role of the Board and its committees;
7. to (a) undertake succession planning for, and to approve the appointment of, the CEO, and to monitor and assess the CEO's performance, to satisfy itself as to his or her integrity, and to provide advice and counsel in the execution of the CEO's duties; (b) ensure that management engages in succession planning for, and approve the appointment of, all senior corporate officers, acting upon the advice of the CEO and to satisfy itself as to the integrity of such corporate officers; and (c) ensure that adequate provision is made to train, develop and compensate management;
8. to ensure (a) the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally; (b) that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis; (c) timely reporting of developments that have a significant and material impact on the value of the Corporation;
9. to review significant financial and operational issues that arise and provide direction to management thereon;
10. to ensure that the Corporation implements adequate control and information systems which ensure the effective discharge of its responsibilities; and to make regular assessments of itself, its committees and director's effectiveness and contribution.