

# SEABRIDGE GOLD

## SUSTAINABILITY COMMITTEE CHARTER

The Board of Directors (the **“Board”**) of Seabridge Gold Inc. (the **“Corporation”**) has established a Sustainability Committee (the **“Committee”**) in furtherance of its commitment to all matters relating to sustainability and to environmental, social and governance (**“ESG”**) risks, corporate social responsibilities, and other relevant public policy matters with a mandate to do so by advising on public issues pertinent to the Corporation, the implementation of initiatives with respect to these matters, the integration of strategies into its policies, and monitoring of compliance by management of its activities in furtherance of maintaining a sustainable and profitable enterprise. The Committee will be comprised of at least three directors, two of whom shall be non-executive directors appointed by the Board. In appointing members of the Committee, the Board will consider breadth of industry relevant experience and knowledge regarding the Areas of Focus. The authority, structure, operations, purpose, responsibilities and specific duties of the Committee are described below:

### AUTHORITY

The Board has granted the Committee the authority to investigate any activity of the Corporation and its affiliates relating to sustainability and ESG. The Committee has been granted unrestricted access to all information and all employees shall be directed to cooperate as requested by members of the Committee. 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.

### STRUCTURE AND OPERATIONS

Committee members shall serve until their successors shall be duly designated and qualified. 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 provided that the majority of the Committee members are non-executive directors.

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 Committee shall meet at least three times a year as determined by the chair of the Committee who shall set meeting agendas. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall keep minutes of meetings and report to the Board on its activities.

### PURPOSE AND RESPONSIBILITIES

The primary responsibility for sustainability and ESG matters relating to the Corporation, including compliance with laws and regulations, rests with the management of the Corporation. The Committee’s primary purposes are to (1) provide advice, counsel and recommendations to

management, including case-specific review of development projects and adoption of best practices in management; (2) consult with other Committees of the Board on matters of sustainability and ESG affecting their mandates; and (3) monitor the performance of the Corporation's compliance with policies, procedures and standards relating to sustainability and ESG, and the management of related risks.

## **SPECIFIC DUTIES**

In discharging its responsibilities, the Committee is expected to do the following:

1. The Committee shall review the status and effectiveness of the Corporation's sustainability and ESG performance, metrics and goals, including implementation of processes to ensure compliance with internal policies and applicable laws and regulations, with a focus on providing a desirable outcome for all shareholders and affected stakeholders.
2. The Committee shall monitor emerging risks and opportunities associated with sustainability and ESG issues that have the potential to impact the Corporation's reputation and operating performance including, but not limited to, (a) air and water quality, climate change, energy usage, emissions (including Greenhouse Gases (GHGs)) and ecological impacts; (b) social impacts such as community engagement, human rights and stakeholder relations; and (c) significant legislative and regulatory changes, including policy proposals and modifications that could materially impact the Corporation and its operations.
3. The Committee shall recommend immediate and long-term plans and strategies in support of the achievement of sustainability and ESG goals. The length and terms of such plans and strategies are at the discretion of the Committee and the Committee shall review and satisfy itself that they are integrated into the Corporation's strategic plans.
4. The Committee shall recommend annual sustainability and ESG goals, metrics and targets for the Corporation and affiliates. The Committee shall annually assess the performance of the Corporation and management as against applicable sustainability and ESG metrics and targets for the purposes of compensation and incentive plans and may make recommendations to the Compensation and the Corporate Governance and Nominating Committees in that regard.
5. The Committee shall approve all material public and non-public disclosures related to sustainability and ESG, including any sustainability report published by the Corporation.
6. The Committee shall review and satisfy itself that there are measurable and actionable systems and processes in place in which to hold management accountable in relation to sustainability and ESG performance.
7. The Committee shall monitor the status and effectiveness of the Corporation's diversity and community relation programs, relationships with the First nations and the maintenance of its social license to operate in the communities where its projects are located.

8. The Committee shall review shareholder proposals relating to public policy, sustainability and ESG or corporate responsibility issues and recommend a response to the Board.
9. The Committee shall consider any other matters pertaining to sustainability and ESG that may be referred to the Committee by the Board or another Board Committee.

## **GENERAL**

The Committee shall report regularly to the Board and bring its recommendations to the full Board for its approval. The Committee shall recognize that there will be overlap with the respective mandates of the (i) Technical Committee on environment, health and safety matters, (ii) Corporate Governance and Nominating Committee on governance, ethics and diversity matters, and (iii) Audit Committee mandate on finance, accounting and enterprise risk, which may be related to sustainability and ESG matters, and shall in all cases coordinate actions to ensure consistency in approach to, among other things, foster the continued integration of sustainability and ESG matters into the Corporation's strategic planning, operations and capital allocation processes.

The Committee shall review and satisfy itself that there are sufficient resources allocated and available to comply with all sustainability and ESG requirements of the Corporation and its affiliates.