

SEABRIDGE GOLD

TECHNICAL COMMITTEE CHARTER

The Board of Directors of Seabridge Gold (the “Corporation”) has established a Technical Committee (the “**Committee**”) in furtherance of its commitments to adopt industry leading practices in exploration (including estimating and disclosing mineral reserves), development, operations and promotion of a healthy, safe, and environmentally and socially responsible work environment (“**Areas of Focus**”).

The Committee will be comprised of at least three directors appointed by the Board. In appointing members of the Committee, the Board will consider breadth of industry or relevant country 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 of Directors has granted the Committee the authority to investigate any activity of the Corporation and its subsidiaries relating to the Areas of Focus. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and 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.

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 may form and delegate authority to subcommittees when appropriate.

Purpose and Responsibilities

The primary responsibility for management of the Areas of Focus 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 on the Areas of Focus, including case-specific review of development projects and adoption of best practices in management of the Areas of Focus; and (2) assist the Board in its oversight of (a) the Areas of Focus relating to the Corporation; (b) the Corporation’s compliance with policies, procedures and standards relating to the Areas of Focus; and (c) management of risks related to these areas.

Specific Duties

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

1. Meet with management on a regular basis to discuss the Areas of Focus, and processes and programs, including those related to project development, and provide advice, counsel and recommendations, as appropriate.
2. Review with management the following items as they relate to health and safety matters: (i) the Corporation's policies with respect to risk assessment and risk management; (ii) the Corporation's major risk exposures; (iii) the steps management has taken to monitor and control such exposures; (iv) the effect of relevant regulatory initiatives and trends; and (v) all material claims, demands and legal proceedings against the Corporation.
3. Review with management the Corporation's record of performance on the Areas of Focus, including innovation and benchmarking against peer performance, along with any proposed recommendations or actions based on the record of performance.
4. Make inquiries of management and make recommendations to the Board concerning the Corporation's compliance with applicable laws, rules, regulations and standards of corporate conduct relating to the Areas of Focus, as the Committee determines appropriate.
5. Apprise the Board regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the Corporation's compliance with legal or regulatory requirements.
6. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.
7. Review and reassess the adequacy of this charter on a regular basis and submit any proposed revisions to the Board for consideration and approval.