

# SEABRIDGE GOLD

## POSITION DESCRIPTIONS

### DIRECTORS

The directors of the Company are responsible to the shareholders for approving corporate objectives and strategies, reviewing the performance of management with respect to these objectives and strategies, and ensuring that proper corporate governance procedures are followed. The Board also oversees compliance by the Company with its obligations, including in respect of relevant laws and regulations as well as the By-Laws and policies of the Company.

The directors shall regularly attend Board meetings either in person or by telephone.

The directors of the Company may appoint additional directors or fill vacancies on the Board subject to the By-laws of the Company and subject to ratification by shareholders at the next Annual General Meeting of shareholders.

The directors shall confirm the appointment of officers of the Company immediately following the Annual Meeting of shareholders and may appoint officers at other times as may be required and shall specify the duties of such officers and their compensation.

The directors shall appoint committees of the Board to be responsible for certain matters and report to the Board in accordance with and subject to the By-Laws of the Company.

The directors shall approve an annual budget as prepared by the CEO, COO and CFO, and any other significant expenditure which may arise.

The directors shall review and approve quarterly and annual financial statements of the Company and related MD&A, including its Form 40-F, and the Annual Information Circular, and certain other material disclosure documents prepared by management.

The directors shall evaluate the performance of the Board and of the Chairman to ensure that it has the composition, access to information and resources necessary to perform its mandate.

### COMMITTEE CHAIRS

A Chairman of a committee oversees the work of the committee to achieve its mandate in accordance with the By-Laws of the Company and the directions of the Board. The committee Chairman then reports to the Board on matters assigned to the committee.

## **CHAIRMAN AND CEO**

### **As Chairman the Chairman and CEO:**

Has the powers and responsibilities as the Board may specify from time to time.

Oversees directors' meetings in accordance with the by-Laws of the Company.

Acts as chairman of shareholders' meetings in accordance with the By-Laws of the Company.

Is responsible for developing the Company's business plan and preparing annual goals and strategies for presentation to the Board for approval.

Is responsible for all dissemination of information to shareholders, regulatory agencies and the public in a timely manner, according to the policies of the Company. He reviews the disclosure record of the Company to ensure accuracy and completeness including the Company website. He also issues Trading Advisories to insiders in connection with the release of undisclosed facts.

The Chairman evaluates directors of the Company and participates in the evaluation of the Board composition.

Monitors and reports on the corporate governance requirements of the Company in consultation with the Chairman of the Corporate Governance and Nominating Committee of the Board.

Acts as a signing officer for the Company.

### **As CEO the Chairman and CEO:**

Manages the business and affairs of the Company, subject to the authority of the Board.

Is responsible for developing the Company's business plan and preparing annual goals and strategies for presentation to the Board for approval.

Shall delegate certain responsibilities and duties to other officers and employees and monitor their performance. Is responsible for the dissemination of all information to shareholders, regulatory agencies and the public in a timely manner according to regulations and the policies of the Company.

Represents the Company in all public presentations and is the Company's sole designated spokesperson, but he may also delegate certain responsibilities to others on a specific basis from time to time.

Shall present for approval to the Board an annual budget which describes and itemizes the expected expenditures and sources of cash for the programs to be pursued in the ensuing year.

Shall communicate the annual business plan to other officers, employees and consultants and shall determine their responsibilities for executing the plan.

Acts as a signing officer for the Company.