

SEABRIDGE GOLD

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

The Board of Directors of Seabridge Gold (the “**Corporation**”) established the Human Resources and Compensation Committee (the “**Committee**”) to implement and oversee human resources, to review compensation policies, and to make recommendations on compensation of management to the board. In conducting its mandate, the Committee shall pursue the following objectives consistent with current mining industry practice and advise the Board on aspects of compensation based on corporate performance:

1. the recruitment, development, and retention of senior management critical to the success of the Corporation and the enhancement of shareholder value;
2. providing fair and competitive compensation based upon a detailed comparison with the compensation levels paid for similar positions by similar companies;
3. balancing the interests of senior management and shareholders of the Corporation;
4. rewarding performance, both on an individual basis and with respect to the business in general; and
5. reviewing and recommending policies and procedures regarding the Corporation’s other compensation, human resources and talent management programs.

The Committee shall be comprised of three directors appointed by the Board. Each Committee member will be independent as defined in National Instrument 52-110 Audit Committees, as may be amended from time to time, and comply with prescribed policies of applicable securities regulatory authorities and stock exchanges. In appointing members of the Committee, the Board will consider breadth of industry or relevant experience and knowledge regarding the recruitment, retention and compensation of management.

Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

1. to review and recommend human resources and compensation policies and guidelines for the Corporation to the Board for approval by the Board and to implement and administer such approved policies;
2. to establish policies and programs to recruit, develop, and retain senior management with the skills and experience critical to the requirements of the Corporation; to provide for orderly succession of senior management; and to recommend to the Board appointments of the Chief Executive Officer, the Chief Financial Officer, the Senior Vice Presidents and the Vice Presidents (collectively, the “**Executives**”);
3. on an annual basis, to measure the Corporation’s degree of success against annual objectives developed by the Chief Executive Officer and approved by the Board to determine “at-risk” compensation for senior management and bonus considerations for other employees;

4. on an annual basis, to review the total compensation of the Chairman and the Executives against their performance, mandates and objectives and make recommendations on their compensation to the Board;
5. on an annual basis, review the compensation of the independent directors against corporate performance and make recommendations on their compensation to the Board;
6. review the performance of the Executives individually, as a team member in their areas of work, and the performance of the Corporation as a whole against the achievement of corporate objectives, and recommend to the Board for confirmation awards under short-term (“STIP”) and long-term incentive (“LTIP”) plans for its Executives, and all grants of equity-based compensation including Deferred Share Units (“DSU”) and Restricted Share Units (“RSU”) to all directors and officers; and ensure the proper administration of the Corporation’s STIP, LTIP, DSU, and RSU programs in conformity with the Corporation’s approved plans;
7. on an annual basis, review the Corporation’s overall hiring and compensation practices with reference to industry norms and peer companies and recommend to the Board the adoption of any changes in compensation policies including base salary, long and short-term incentive plans, and any benefit plans;
8. to receive annually from the Chief Executive Officer compensation strategies for all employees recommendations concerning annual compensation policies and budgets, including long and short-term incentives including DSUs and RSUs for all employees;
9. to engage independent compensation advisors to assist the Committee by recommending to the Committee current compensation practices in the industry, reviewing the Corporation’s compensation practices for its officers and directors, and providing annually for consideration by the Committee a list of peer company issuers and their reported compensation for benchmarking compensation; and
10. review and approve the disclosure in the Corporation’s annual Management and Information Circular of all compensation and incentive payments recommended and granted during the most recently completed financial year.

Structure and Operations

Committee members shall serve until their successors shall be duly designated. 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 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.

The Committee shall meet as often as required and may invite such persons as they may determine to attend its meetings and participate in discussions with the Committee.

On an annual basis the Committee shall assess the adequacy of this Charter and make a recommendation of any changes to the Board for approval.