

# SEABRIDGE GOLD

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER (Amended May 8, 2026)

The Corporate Governance and Nominating Committee of the Corporation (“Committee”) is appointed by the Board of Directors (“Board”) to advise and make recommendations to the Board on compliance with all matters of corporate governance relating to the policies, programs, and actions taken in the performance of its duties and obligations and to ensure the Corporation and its stakeholders that the Corporation follows sound and effective corporate governance policies. The Committee is also responsible for recruiting and recommending qualified nominees for appointment to the Board.

### COMPOSITION

The Committee shall comprise a minimum of three directors, each of whom shall be unrelated and independent as determined by the Board in accordance with the requirements of laws governing the Corporation including *National Instrument 58-101 Disclosure of Corporate Governance Practices*, as amended from time to time, the rules of the stock exchanges on which the shares of the Corporation are traded, the Canada Business Corporations Act, and applicable securities regulatory authorities.

The members of the Committee shall be appointed by the Board annually at the meeting following the annual general meeting of shareholders, or such other times as the Board may determine, to serve at the pleasure of the Board. The Board shall designate one member to serve as the chair of the Committee (“Chair”), failing which the members may designate a Chair by minority vote.

### MEETINGS

The Committee shall meet as often as may be deemed appropriate, in the judgment of the Chair, in person or teleconference or videoconference, at such times and places as determined by the Chair. The Committee shall report regularly to the Board with respect to its activities.

### AUTHORITY TO DELEGATE

By resolution the Committee may create subcommittees consisting of one or more members of the Committee, and to the extent provided in the resolution, and to the extent not limited by applicable laws and exchange listing standards, exercise the power and authority of the Committee, keep minutes of its meetings and report with respect to its activities to the Committee or Board when required.

### AUTHORITY TO RETAIN ADVISORS

In the course of its duties, the Committee shall have the sole authority, at the Corporation’s expense, to retain and terminate such advisors as it deems necessary, including the authority to approve the fees and terms of reference thereof.

## **PURPOSE AND RESPONSIBILITIES**

The following sets forth the duties and responsibilities of the Committee in carrying out its oversight function and as a guide to the Committee which may be revised by the Committee as appropriate in the circumstances and to the extent permitted by applicable law or stock exchange listing standards:

- a. to consider, develop and monitor the corporate governance procedures of the Board and administer the principles and guidelines applicable to the Corporation under applicable laws, regulations and best practices,
- b. to ensure that the Board is acting in compliance with the corporate statutes, governing laws in the jurisdictions where it operates, and with the regulations and rules published from time to time by all regulatory authorities and stock exchanges having jurisdiction over the Corporation,
- c. to advise the Board, or any committee thereof, of those issues of corporate governance which the Committee determines are necessary or appropriate to consider, and if advisable, to adopt,
- d. annually, to undertake a self-evaluation process of the directors on the effectiveness of the performance of the Board and its committees and report on its conclusions and any recommendations to the Board, which process shall include, but is not restricted to, (i) reviewing whether or not the directors have the information and resources to fulfil their obligations and their mandate, (ii) considering the relationship of the Board to management, and whether they have provided sufficient direction to management and if that has been followed appropriately, (iii) considering issues relating to matters affecting management which have not been brought forward to the Board for consideration, and (iv) proposing changes and improvements necessary to enhance the performance of the Corporation and its commitments to Indigenous groups and the remaining Corporation's stakeholders,
- e. has the responsibility for drafting amendments to the Corporation's constating documents and by-laws, and drafting the Corporation's code of conduct and ethics, all of the Corporation's charters, mandates and policies, including communication and disclosure, insider trading, equity ownership by management and directors, sustainability, corporate donations, employment, and diversity, and periodically reviewing the charters, mandates and policies and recommending the foregoing to the Board (and any required amendments thereof), and reviewing actions taken to ensure compliance with the foregoing,
- f. to consider the composition of the Board, with a view to the skills, backgrounds, qualifications, and experience of the individual members or nominees to ensure that it includes or reflects the requirements which the Committee recommends as necessary for the effective governance of the Corporation, and alignment with the Corporation's strategic objectives and risk profile;
- g. in consultation with the Chief Executive Officer and Chair, to identify and recommend to the Board, nominees for election or re-election to the Board or appointments for any vacancies on the Board, the appointment of 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 ensure that all new directors receive a comprehensive orientation, and fully understand the role of the Board and its committees;

- h. at the direction of the Board: to (a) undertake development of a succession plan to be approved by the Board for maintaining a contingency plan for CEO replacement on short notice as well as the eventual succession of the CEO in due course; (b) ensure that management engages in succession planning for all senior corporate officers; and (c) ensure that adequate provision is made to train, develop and compensate management;
- i. to adopt, following established practices and procedures under the constating documents of the Corporation, the laws of its jurisdiction of incorporation, and the Corporation's by-laws, the rules and procedures of the Committee, including appointment of a chair, notice, and quorum requirements, consistent with the foregoing,
- j. to have unfettered access to all personnel and documents of the Corporation and may rely on the integrity of the persons from whom they receive information and, absent actual knowledge to the contrary, rely on the truth and accuracy thereof,
- k. to assist the Board in overseeing the Corporation's engagement with shareholders, indigenous communities, non-governmental organizations and key rating agencies; and,
- l. to review, periodically the Corporation's performance under its risk management policies and risk reporting provided by management including regulatory, environmental, social and governance risks including the compliance with listing standards and applicable rules and regulations relating to the Board and management composition, governance, and independence.