SEABRIDGE GOLD

DIVERSITY AND INCLUSION

1.0 Commitment to Diversity

Seabridge Gold Inc. and its subsidiaries (together "**Seabridge Gold**") is committed to basing its senior employment and governance decisions on merit and not on unrelated personal characteristics.

However, Seabridge Gold believes that diversity enriches our workplace and fosters an environment where everyone feels valued, respected, and empowered to succeed. We believe this commitment is an important principle of sound business management.

The commitment to diversity starts with the Board and the executive team.

2.0 Scope of Policy

This policy applies to all Canadian directors and executives. This policy should be read in conjunction with Seabridge Gold's Respectful Workplace Policy and Program.

In this policy, "diversity" refers to those designated groups identified by the federal *Employment Equity Act* and means a person's sex and gender, indigenous identity, disability, and racialized minority status.

3.0 Accountability

Board appointments and hiring for and promotion to the executive team will be made based on the abilities, skills and experience the Company requires from time to time, recognizing that more diversity on the Board and on the executive team will create a more effective Board and executive.

The Company believes that the promotion of diversity will be enhanced by the combination of skills, industry and professional experience, cultural background and other qualities without focusing on a single diversity characteristic or a specific goal.

4.0 TERMS OF THIS POLICY

4.1 Responsibilities of the Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee (Committee) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new directors. The Committee also oversees the conduct of the annual review of the Board's effectiveness. In reviewing the Board's composition, the Committee will take into consideration recommendations from the Sustainability Committee about diversity as a factor to be considered together with the skills, industry and professional experience, cultural background, and other qualities and attributes required of a nominee in order to maintain an effective Board.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity in the Board's composition. As part of the annual performance evaluation of the effectiveness of the Board and Board committees, the Committee will consider the balance of skills, experience, independence and knowledge of the incumbent members and the diversity of the Board and its committees. It is the objective of the Board to select the most qualified and highest functioning directors from diverse backgrounds.

The Committee will report annually to the Board on the diversity of the Board and its committees.

4.2 Responsibilities of The Executive

The executive team reviews and assesses its composition on behalf of the Board and recommends the hiring, development, and compensation of new executives and the compensation and promotion of existing executives. The executive team also oversees the conduct of the annual review of its effectiveness.

The executive team will take into consideration diversity, inclusion and equity as factors to be considered together with the skills, industry and professional experience, cultural background, and other qualities and attributes required of candidates to maintain and strengthen an effective executive team.

In identifying suitable candidates for the executive team, the executive team will consider candidates on merit against objective criteria and with due regard for the benefits of diversity. As part of the annual performance evaluation of its effectiveness, the executive team will consider the skills, experience, independence and knowledge of its executives and the diversity of its executive team.

It is the objective of the executive team to select the most qualified and highest functioning candidates from diverse backgrounds. The executive team will report annually to the Board on its diversity.

5.0 Disclosure

The Company will publish this Policy Statement on its website and in its management information circular together with:

- a summary of the measures taken or proposed to ensure the effective implementation of this Policy;
- how the Committee measures the effectiveness of this Policy;
- how the Committee and the executive team consider the level of representation of diversity of people on the Board and on the executive team when hiring or promoting to the executive team; and
- the number and proportion (as a percentage) of directors and executives from designated groups.

6.0 Policy Review

The Committee will review this Policy annually, or earlier if it determines necessary, which review will include an assessment of the effectiveness of this Policy.