

SEABRIDGE GOLD

MANUAL OF CORPORATE POLICIES AND PRACTICES

Updated March 4, 2024

TABLE OF CONTENTS

SEABRIDGE GOLD'S CODE OF BUSINESS ETHICS.....	2
FUNDAMENTAL PRINCIPLES	2
SEABRIDGE GOLD'S CODE OF BUSINESS ETHICS.....	3
GUIDELINES FOR DIRECTORS AND OFFICERS.....	3
ADVISORY SAY-ON-PAY POLICY.....	5
ANTI-HEDGING POLICY	7
COMMUNICATIONS AND DISCLOSURE POLICY	9
COMMUNITY SPONSORSHIP AND DONATION POLICY	13
DIVERSITY POLICY	15
ENVIRONMENTAL POLICY.....	17
EQUITY OWNERSHIP POLICY.....	18
HEALTH AND SAFETY POLICY.....	20
INCENTIVE-BASED COMPENSATION RECOVERY POLICY.....	21
INSIDER TRADING POLICY.....	26
RESPECTFUL WORKPLACE POLICY AND PROGRAM.....	27
SHAREHOLDER ENGAGEMENT POLICY	34
WORKPLACE EMPLOYMENT POLICY.....	41
APPENDIX A EXAMPLES OF INFORMATION THAT MAY BE MATERIAL.....	42
APPENDIX B RESPECTFUL WORKPLACE COMPLAINT FORM	43
APPENDIX C ANTI-HEDGING POLICY PRESCRIBED FORM OF ACKNOWLEDGEMENT	45
APPENDIX D INCENTIVE-BASED COMPENSATION RECOVERY POLICY.....	46
ACKNOWLEDGEMENT FORM	46

SEABRIDGE GOLD'S CODE OF BUSINESS ETHICS

FUNDAMENTAL PRINCIPLES

The following Fundamental Principles of appropriate business conduct have been established for all personnel working for or representing Seabridge Gold Inc. (the "Company" or "Seabridge"). They are applicable in all countries in which the Company operates.

A. Compliance with Laws

The Company will conduct its business in full compliance with all laws, regulations and other legal requirements applicable wherever the Company is carrying on business. No personnel shall directly or indirectly give, offer or agree to give or offer a loan, reward, advantage or benefit of any kind to a foreign public official or to any person for the benefit of a foreign public official in contravention of the *Corruption of Foreign Public Officials Act*.

B. Conflict of Interest

Personnel must ensure that no conflict exists between their personal interest and those of the Company. Personnel should also avoid placing themselves in positions that may be perceived as conflicts.

C. Fiscal Integrity and Responsibility

While all personnel have a responsibility to protect the Company's assets, the Management of the Company is specifically responsible for establishing and maintaining appropriate internal controls to safeguard Company assets against loss from unauthorized or improper use or disposition.

D. Health, Safety and Environment

The Company is committed to providing a safe and healthy working environment and protecting the public interest with standards and programs that meet or exceed industry standards and applicable government codes, standards and regulations in all jurisdictions in which it does business.

The Company's operations are to be conducted in a manner that protects the health and safety of our personnel and all people in the communities where the Company operates.

E. Employment Practices

The Company is committed to a workplace environment where personnel are treated with dignity, fairness and respect. All personnel have the right to work in an atmosphere that provides equal employment opportunities and is free of discriminatory practices and illegal harassment.

F. Confidential Information

In the course of employment, personnel may have access to information that is non-public, confidential, privileged, or of value to competitors of the Company or that may be damaging to the Company if improperly disclosed. Personnel may also have access to the confidential information of companies with which the Company does business.

Personnel must protect the confidentiality of information concerning the Company and its business activities as well as that of companies having business dealings with the Company. Personnel who leave the Company have an ongoing obligation to keep such information confidential.

SEABRIDGE GOLD'S CODE OF BUSINESS ETHICS

GUIDELINES FOR DIRECTORS AND OFFICERS

Directors and Officers have a duty to manage or supervise the management of the business and affairs of the Company. In carrying out this duty, the Company expects Directors and Officers to act honestly and in good faith with a view to the best interests of the Company. To this end, the Board of Directors has adopted the following principles for business conduct and ethical behaviour.

A. Compliance with Law

Directors and Officers shall conduct their business and affairs in full compliance with applicable laws, rules and regulations and shall encourage and promote such behaviour for themselves and other employees.

B. Conflicts of Interest

The Directors shall conduct their business and affairs in a manner that ensures their private or personal interests do not interfere or appear to interfere with the interests of the Company, including conflicts relative to personal, financial or other gain. Should conflicts arise, or be perceived to arise, Directors and Officers shall immediately make full disclosure in an appropriate manner to the Board of Directors.

C. Fair Dealing

The Company adheres to a policy of Fair Dealing in all its undertakings. Directors and Officers shall endeavour to deal fairly with the Company's customers, suppliers, competitors and employees. Taking unfair advantage through manipulation, concealment, abuse or privilege, misrepresentation and other unfair dealing practices is unacceptable.

D. Confidentiality

Directors and Officers shall maintain the confidentiality of information entrusted to them except in circumstances where disclosure is authorized or mandated by law or requirement of securities regulatory authorities or stock exchange. Confidential information shall not be used for personal gain.

E. Protection and Proper Use of Common Assets

Directors and Officers shall ensure that the Company's assets are protected and properly and efficiently used for legitimate business purposes.

F. Corporate Opportunities

Directors owe duty to advance the Company's legitimate interests whenever an opportunity arises and are prohibited from:

- a) Taking personal advantage of opportunities discovered through the use of corporate assets, property, information or their position;
- b) Using or deploying corporate assets, property, information or their position for personal gain; and
- c) Competing with the Company.

G. Provision of Services

Directors may from time to time be asked to provide professional services to the Company above and beyond their duties as Directors, relating to their areas of professional competence. In such cases, management shall: (a) define the services to be provided in writing, the competencies involved and the qualifications of the Director whose services may be engaged; (b) obtain at least two quotes for the provision of the required services by fully qualified, third party providers; (c) bring the proposed contract and competing bids before the Board of Directors for discussion and decision without the participation of the conflicted Director.

H. Incident Reporting

Directors and Executive Officers are encouraged to promote ethical behaviour in all things they do and to ensure a healthy, ethical workplace. The Company's Directors, Officers, and leaders are expected to talk with employees about ethical behaviours and to provide guidance on their ethical concerns including advising employees on appropriate actions to be taken or behaviours to be followed. Violations of laws, rules, regulations or this Code of Business Conduct are to be reported to the Board of Directors, in accordance with the Company's Whistleblower Policy.

The Directors, on behalf of the Company, will not allow any retaliation by Officers in respect of reports made in good faith by any employee.

I. Waivers

Directors and Officers who are aware of conduct or actions which have failed to meet, or could reasonably be expected not to meet, the principles and standards set out in this Code of Business Conduct must report such failure or anticipated failure immediately to the Board of Directors. Where appropriate, such report shall contain a request for a waiver for such conduct if it has not yet occurred to be filed with the Board of Directors for review. The Board of Directors shall examine the circumstances related to the failure or requested waiver for anticipated failure and make an appropriate determination. Any determination of the Board of Directors that non-compliance with the Code of Business Conduct has occurred or that a waiver for non-compliance is to be granted to a Director or Officer shall be reported promptly to the shareholders by posting on the Company's website.

J. Annual Review

Annually, the Company expects each Director to review this Code of Business Ethics and to satisfy themselves that they have adhered to the stated principles and standards, or if they have failed to do so, to ensure such non-compliance has been reported to the Board of Directors. A status report on compliance with the Code will be included in the Company's Annual Information Circular.

ADVISORY SAY-ON-PAY POLICY

Seabridge Gold Inc. (the “Company”) believes that shareholder should have the opportunity to fully understand the objectives, philosophy and principles the Board of Directors (the “Board”) has used in its approach to executive compensation decisions and to have an advisory vote on the Board’s approach to executive compensation.

PURPOSE OF SAY-ON-PAY ADVISORY VOTE

The purpose of the Say-on-Pay Advisory Vote is to provide appropriate director accountability to the shareholders for the Board’s compensation decisions by giving shareholders a formal opportunity to provide their views on the disclosed objectives of the executive compensation plans, and on the plans themselves, for the past, current and future fiscal years.

While shareholders will provide their collective advisory vote, the directors of the Company remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by the shareholders.

FORM OF THE RESOLUTION

The management information circular distributed in advance of each annual meeting of shareholders will ask shareholders to consider an annual non-binding advisory resolution substantially in the following form:

Resolved, on an advisory basis and not to diminish the role and responsibilities of the board of directors, that the shareholders accept the approach to executive compensation disclosed in the management information circular delivered in respect of this annual meeting of shareholders.

Approval of the above resolution will require an affirmative vote of a majority of the votes cast by shareholders at the annual meeting of shareholders.

RESULTS OF THE SAY-ON-PAY ADVISORY VOTE

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and in determining whether there is a need to significantly increase their engagement with shareholders on compensation and related matters.

The Company will disclose the results of the Say-on-Pay Advisory Vote as a part of its report on voting results for the meeting, to be filed publicly.

The Company will follow-up with shareholders on any significant year-over-year declines in support for the Say-on-Pay advisory resolution regardless of the overall level of support achieved.

In the event that a significant number of shareholders oppose the resolution, the Board will consult with shareholders, particularly those who are known to have voted

against it, in order to understand their concerns and will review the Company's approach to compensation in the context of those concerns. Shareholders who have voted against the resolution will be encouraged to contact the Board to discuss their specific concerns.

The Board will disclose to shareholders as soon as is practicable, ideally within six months of the vote, and no later than in the management information circular for its next annual meeting, a summary of the significant comments relating to compensation received from shareholders in the engagement process and an explanation of the changes to the compensation plans made or to be made by the Board or why no changes will be made.

ANNUAL REVIEW OF THE POLICY

The Board recognizes that Say-on-Pay is an evolving area in Canada and globally and will review this policy annually to ensure that it is effective in achieving its objectives and that it complies with any applicable regulatory requirements.

ANTI-HEDGING POLICY

SCOPE OF THE POLICY

This Policy is adopted by the Board of Directors (the “Board”) effective as of January 18, 2023 (the “Effective Date”) to prohibit directors, and other senior executives of Seabridge Gold Inc (the “Company”) or its affiliates, from using derivatives or other financial instruments to retain legal ownership of their shares in the Company while reducing their exposure to changes in the Company’s share price.

APPLICABILITY AND ACKNOWLEDGEMENT

This policy shall apply to:

- a) The directors of the Company (“Directors”);
- b) The Named Executive Officers of the Company (“NEOs”);
- c) Any other employees of the Company or one of its affiliates that, following the Effective Date, are designated by the Corporation’s Chief Executive Officer or by the Corporate Governance and Nominating Committee (the “CGNC”) on an annual basis as being subject thereto (the “Designated Executives”).
- d) Any family member, spouse or other person living in the household or a dependent child of any of the individuals referred to in Sections (a), (b), and (c) above; and
- e) Partnerships, trusts, corporations, R.R.S.P.’s and other entities over which any of the above-mentioned individuals exercise control or direction.

When employees are designated as a NEO or a Designated Executive (“Senior Executives”) in any financial year, the employee shall remain subject to this Policy until the date on which the employee ceases to be a director or an employee of the Company or one of its affiliates.

Sections (d) and (e) should be carefully reviewed by Directors and Senior Executives; those sections have the effect of making various family members or holding companies or trusts of the persons referred to in Sections (a), (b), and subject to the Policy.

All Directors and Senior Executives to which this policy applies will be asked to sign an acknowledgment in the prescribed form.

POLICY

Unless otherwise approved by the CGNC (or, if so delegated by the CGNC, by the Company’s Chief Executive Officer), no Directors, nor any Senior Executives may, at any time, engage in any kind of hedging transaction that could reduce or limit the economic risk with respect to the Director’s or Senior Executive’s holdings, ownership or interest in or to common shares or other securities of the Company, including without limitation outstanding stock options, deferred share units, restricted share units, or other compensation awards the value of which are derived from, referenced to or based on the value or market price of common shares in the capital of the Company or other securities of the Company.

Prohibited transactions include the purchase by a Director or a Senior Executive of financial instruments, including, without limitation, prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, units of exchangeable funds or other derivative securities that are designed to or that may reasonably be expected to have the effect of or offset a decrease in market value of equity securities of the Company.

TIME PERIOD FOR REVIEW

This Policy shall only apply to any hedging transaction by a Director or Senior Executive engaged from and after the Effective Date of this Policy.

CONSEQUENCES OF A VIOLATION

Any violation of this Policy will be regarded as a serious offence and may result in disciplinary action which may include, but is not limited to, termination of mandate or employment and/or restrictions on future participation in incentive plans.

GENERAL

Nothing in this Policy in any way detracts from or limits any obligations that those subject to it have in law or pursuant to a management, employment, consulting or other agreement with the Company or any of its respective affiliates.

The CGNC shall review this Policy at least annually or otherwise as it deems appropriate and propose recommended changes to the Board.

OTHER RECOURSE

Nothing in this Policy shall in any way detracts from or limits any obligations that the Directors and Senior Executives have in law or pursuant to an agreement with the Company or any of its affiliates.

COMMUNICATIONS AND DISCLOSURE POLICY

1. Background

- Seabridge is committed to making full and timely disclosure of all material information related to the Company and its operations and to complying with all aspects of the law in this respect.
- The Ontario Securities Act ["Act"] created potential liability for a broad group of persons, including its Directors, Officers, Insiders, and influential persons and Seabridge is a "reporting issuer" under the Act.
- Seabridge and its Directors, Officers, Insiders, and influential persons are potentially liable to personal liability for misrepresentations in corporate communications, including oral public statements, and for failure to make timely disclosure of material facts and changes thereto.
- Investors have the right to sue a reporting issuer and its Directors, Officers, influential persons, and experts for damages if they buy or sell shares in a company while there is an uncorrected misrepresentation or during the period when the issuer has failed to make timely disclosure of a material change.
- Seabridge has approved this Communications and Disclosure Policy to help ensure that its commitment to full and timely disclosure is maintained at all times.

2. Purpose of the Communications and Disclosure Policy

The purpose of the Company's Communications Policy is to ensure that:

- (a) The Board is made aware of changes in the Company's affairs in a timely manner;
- (b) A proper assessment is made of information to determine if it may be material information;
- (c) Information is properly reviewed and approved before being disclosed;
- (d) The Company complies with its continuous disclosure obligations;
- (e) Disclosure of material information, and any corrections to previously disclosed information, is made in a timely manner;
- (f) The Company avoids selective disclosure of Company information;
- (g) The communications process between the Company and its external stakeholders is controlled;
- (h) Blackout periods for Directors, Officers, and Insiders are appropriately determined, communicated and enforced until appropriate disclosures are made; and
- (i) The system is monitored for its effectiveness.

3. Disclosure of Material Information

3.1 Determination of Whether Information is Material

Information about the Company is considered to be material if it has a significant effect or would reasonably be expected to have a significant effect on the market price of the Company's securities. The determination of whether information is material is subjective. The list of events set forth in Appendix A, although not exhaustive, should be considered in making a determination as to whether information is material.

3.2 Method and Content of Disclosure of Material Information

The Company shall disclose all material information to external stakeholders as soon as practicable after the event giving rise to the material information has occurred. All material information shall be disclosed via news release, using a news service approved by the Toronto Stock Exchange and the New York Stock Exchange. The material information shall also be posted on the Company's website.

The news release shall include sufficient information to enable external stakeholders to understand the nature and timing of the event giving rise to the material information as well as to allow such stakeholders to make an informed assessment of the effect of the material information on the market price of the Company's securities.

3.3 Responsibility for Disclosure of Material Information (Disclosure Committee)

The Company shall constitute a Disclosure Committee which shall have primary responsibility for the disclosure of material information. Unless subsequently amended by the Board, membership of this committee shall comprise of the Chief Executive Officer (CEO) and one other Director to be designated by the Board. These individuals have been designated to serve on this committee by virtue of their positions within the Company:

- (a) They are completely familiar with the operations of the Company;
- (b) They are continuously up to date on pending material developments within the Company; and
- (c) They have sufficient understanding of the disclosure rules to enable them to determine whether information is material and hence requires disclosure.

From time to time, the committee may designate other Directors or Officers of the company to be responsible for specific disclosures or to sit on the Disclosure Committee.

3.4 Disclosure Guidelines

- The CEO and the CFO will report at each Board meeting as to whether they have knowledge of any material facts that should be disclosed.
- The CEO will discuss, in a timely manner, all matters that he believes are likely to be material facts with a member of the Board who has relevant experience.
- The Disclosure Policy will be kept current and posted on the Company's website.
- The Policy will be subject to a review by the Disclosure Committee for its effectiveness on an annual basis and this review will be discussed with the Board.
- The CEO will, on an annual basis, remind all employees of the existence of, and the need to comply with, the Disclosure Policy.
- The Disclosure Committee will be responsible for determining blackout periods when Insiders will not be allowed to trade in the Company's shares, and for giving proper notification of the commencement and close of the blackout periods to all Insiders.
- All news releases (and other disclosure not normally approved by Board resolution) will be reviewed with at least one independent member of the Board with relevant experience before issuance. In the case of a technical news release, the relevant Qualified Person(s) will also review the news release for accuracy and completeness and provide consent to being named.
- All presentations to analysts, shareholders and potential shareholders concerning the Company will use up-to-date content and will be posted in a timely manner on the Company's website. The CEO will keep a log of all such presentations recording the audience, the date and nature and content of the presentation. The Chairman will review this log on a regular basis.
- In all outside presentations, forward looking information will be properly identified and appropriate cautionary statements on such content will be made.

4. Authorized Spokespersons

The CEO is the only individual authorized to communicate with analysts, shareholders and other stakeholders regarding the material disclosed by the Company. By establishing this restriction, the Company ensures that:

- (a) A consistent message is delivered to external stakeholders regarding Company matters;
- (b) Only information authorized to be disclosed to external stakeholders is disclosed; and
- (c) Selective disclosure of material information is avoided.

In certain circumstances, the CEO may, on a case-by-case basis, delegate his responsibility for external communication to other suitably qualified individuals within the Company. However, without such explicit delegation, external communication is restricted to the CEO.

Where a news release contains information based on the Company's financial statements prior to the release of such statements, such news release should first be reviewed by the audit committee.

5. Selective Disclosure

Selective disclosure of Company information is prohibited except where such disclosure is in the “necessary course of business” (see National Policy 51-201 – Disclosure Standards). It is for this reason that communications with external stakeholders are restricted to a limited number of individuals within the Company, as outlined in section 3.3 of this National Policy.

In the event of inadvertent disclosure of material information to an external stakeholder, the Company shall, as soon as practicable after the disclosure, issue a news release to inform all external stakeholders of the material information.

6. Maintaining Confidentiality

The Company shall provide to all employees on-going education on the importance of maintaining the confidentiality of Company information and on the protocol to be followed in the event that they are asked (whether orally, in writing or electronically) by external stakeholders or others to comment on the Company’s material or confidential information.

7. Electronic Communications

The CEO shall have responsibility for ensuring that the Company’s financial and shareholder reports filed on the Company website are accurate and up-to-date and that they are maintained in a separate, easily accessed area of the website.

The Company’s website shall be reserved for information published by the Company and shall not publish, or provide links to, news, opinion or views from the media or outside analysts.

It is strongly recommended that Directors, Officers, and employees refrain from participating in discussions about the Company on electronic chat sites or news groups except to post Company news releases. Chat sites or news groups may be the genesis for rumors about the Company. The Company, its Directors, Officers, and employees shall not respond to such rumors on the chat sites or news groups but shall follow the procedure set out below.

8. Rumors

If a rumor (whether from a chat site, news group or other, non-electronic source) is circulating about the Company and the Company is concerned that it may have a material impact on the market price of the Company’s shares, then:

- (a) The CEO shall contact the Investment Industry Regulatory Organization of Canada (IIROC) to advise it of the situation; and
- (b) The Company shall consider the advisability of issuing a clarifying news release to quell the rumor, in accordance with the provisions of section 3 of this Policy.

COMMUNITY SPONSORSHIP AND DONATION POLICY

Seabridge, through its various Projects is committed to being a valued partner in the communities in which we operate. We therefore support economic, social and environmental initiatives undertaken by local communities, community groups, Treaty Nations and First Nations.

Community Sponsorship and Donation Funding

The objective of our community sponsorship and donation funding is to enhance the well-being of the communities in which we operate. Our priorities for donations are programs, projects and events which improve education, health and recreation.

Eligibility Requirements

Preference will be given to local community organizations, activities, initiatives or projects which can demonstrate that they have significant community support, clearly defined benefits to one or more communities and sustainable funding. Seabridge has a limited budget for sponsorship and support; funding is not open-ended. Donations are monitored to ensure effectiveness.

Requests for funding will be evaluated using the following criteria:

How accessible is the event/project to individuals in the region?

Does the project/event deliver or support more than one community?

Does the project/event generate sustainable benefits within the community?

Does the event/project promote the acceptance of mining in the community or help to develop skills or expertise in the community that could be needed by the Company?

Does the project/event provide Seabridge an opportunity for positive public awareness and exposure?

Would this donation violate any of the constraints outlined in Seabridge's Community Sponsorship and Donation Policy?

The following will not be considered for funding:

- Organizational operating expenses – including salaries, utilities and overhead costs
- Religious or sectarian organizations (except where they provide non-denominational community and social support services)
- Political organizations, political events and candidates for elected office (except as determined in the discretion of the CEO to be in the best interests of the Company)
- For-profit organizations
- Endowments or debt reduction campaigns
- Events and activities that take place outside of the region in which the Company operates a project
- Retroactive requests
- Donations benefiting an individual person rather than an organization other than academic or training scholarships or similar benefits granted at arm's length determined by the CEO to be in the best interest of the Company.

Funding Requests

The following information is to be included with any request for a donation:

- A short summary of the project: where and when it will take place, if it is a one-time event or ongoing initiative, who will be involved, other community support and sponsorship for the program, who will benefit (what are the specific benefits to the community); and,
- Opportunities for recognition of Seabridge's contribution: public awareness, media interest, logo on print materials or in advertising, etc.
- Letters requesting funding or donations should be directed to Seabridge's local offices.

DIVERSITY POLICY

(Effective May 7, 2019, Amended April 28, 2021)

The Company is of the view that the board of directors' (Board) membership and the employment of executive management (Management) should be based on merit and remains committed to selecting the best qualified persons to the Board and Management. To be effective, members of the Board and Management must possess the qualities, skills and experience required to fulfil our obligations to all stakeholders. The Company believes that diversity is an important factor to ensure our directors, executives and workforce include persons with the range of perspectives, experience and expertise we require and has identified diversity as one of several factors to be considered in nominating or appointing directors to the Board and engaging and promoting executives in Management.

For the purposes of Board and Management composition, "diversity" includes gender, visible minorities, indigenous peoples, sexual orientation, gender identification, people with disabilities, and age. The Board recognizes that diversity combined with experience and perspective can contribute to insights and sensitivities useful to the Board's deliberations and to the management of our operations in order to meet the challenges and achieve success for the Company and all of its stakeholders. In addition, an appropriately diverse Board and Management will include persons who collectively have the broad range of specific skills, industry and professional experience required for the Board and Management to meet their varied responsibilities in the overall direction of the Company.

Board appointments and Management employment and promotion will be made based on the abilities, skills and experience the Company requires from time to time, recognizing that more diversity of Board and Management composition is intended to create a more effective Board, Management and workplace. 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 except for gender representation on the Board. Management aspires to achieve a goal by 2025 of 30% women directors on the Board and women executives in Management, respectively.

TERMS OF THIS POLICY

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 with regard to 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.

Responsibilities of Management

Management 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. Management also oversees the conduct of the annual review of the Management's effectiveness. Management 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 in order to maintain an effective Management. In identifying suitable candidates for Management opportunities or promotion, Management will consider candidates on merit against objective criteria and with due regard for the benefits of diversity in Management's composition. As part of the annual performance evaluation of its effectiveness, Management will consider the balance of skills, experience, independence and knowledge of its executives and the diversity in Management. It is the objective of Management to select the most qualified and highest functioning candidates from diverse backgrounds. Management will report annually to the Board on the diversity of Management.

Disclosure

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

- a) a summary of the measures taken or proposed to ensure the effective implementation of this Policy;
- b) how the Committee measures the effectiveness of this Policy;
- c) how the Committee and Management consider the level of representation of diversity of people on the Board and in Management when identifying candidates or when promoting executives; and
- d) the number and proportion (as a percentage) of women directors on the Board and women executives in Management, respectively.

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.

ENVIRONMENTAL POLICY

The Company strives to be an exemplary leader in environmental management. We intend to meet or surpass existing regulatory standards and minimize undesirable impacts on the environment to the extent possible. To meet this objective, we will:

- At a minimum, meet all regulatory requirements;
- Recognize environmental management as an important corporate priority and integrate environmental considerations into all mine exploration, development, operational and closure planning;
- Assess the potential environmental risks of project design so that effective preventive measures can be established;
- Use industry leading practices and technologies that are aimed to improve environmental performance intended to enhance quality of water, air, vegetation and wildlife;
- Continuously improve the efficient use of resources, processes and materials;
- Participate in recycling programs to the extent possible and commercially feasible;
- Optimize the use of resources to ensure the conservation of natural resources and consumer goods such as energy;
- Require contractors and suppliers to provide operational guidelines and procedures which meet their environmental responsibilities, as part of the bid and procurement process;
- Consider environmental guidelines when purchasing equipment and materials;
- Communicate environmental information to our employees including changes and potential changes to environmental regulations as well as technological developments that may mitigate impacts;
- Develop guidelines for training and education of employees;
- Work with government agencies, the public, Treaty Nations, First Nations and stakeholders to develop open communications for a shared understanding of the Company's environmental protection programs and responsibilities;
- To the extent that is practical and commercially reasonable, work to remediate disturbed ecosystems to enable them to revert to their original state or an alternative sustainable state which optimizes biodiversity and benefits to the wider community.

It is the responsibility of every employee of Seabridge to carry out their daily activities in accordance with this Environmental Policy.

EQUITY OWNERSHIP POLICY

(Effective May 16, 2022, Amended May 12, 2023 and March 6, 2024)

The Board of Directors of Seabridge Gold Inc. (the “Company”) has adopted this Equity Ownership Policy in order to set out securities ownership guidelines which will enhance alignment of the interests of directors and executive officers of the Company with its shareholders.

The ownership requirements can be met by the holding of common shares, restricted share units (“RSUs”), and deferred share units (“DSUs”) (collectively, the “securities”) of the Company. Share ownership will include securities beneficially held by a trust, registered retirement income plan, or private company for the individuals subject to this Policy. This Policy also provides that equity-based compensation awards to non-executive directors in any calendar year will not exceed a value of \$150,000 at the date of the grant, and which does not apply to limit equity grants at the discretion of the Board upon the election or appointment of new non-executive directors in any calendar year. The following states the respective minimum required securities ownership for Executive Officers and non-executive directors.

EXECUTIVE OFFICERS

Executive Officers of the Company are required to own securities of the Company having minimum values as follows:

- Chief Executive Officer: Value equal to three times the gross amount of his/her annual base salary.
- Chief Financial Officer and Chief Operating Officer: Value equal to two times the gross amount of his/her annual base salary.
- Senior Vice Presidents: Value equal to one and a half times the gross amount of his/her annual base salary.
- Vice Presidents: Value equal to the gross amount of his/her annual base salary.

Individuals in office as at the date of Board approval of this amended Policy (the “**Effective Date**”) are required to achieve the applicable level of securities ownership at the date that is five years thereafter or within three years of any change to the Executive’s share ownership requirements. Individuals hired subsequent to the Effective Date must achieve their minimum securities ownership level within five years from the date of their appointment.

NON-EXECUTIVE DIRECTORS

The Chairman and/or Lead Director is required to own securities having a value of three times the gross amount of his/her annual basic retainer. Non-executive directors of the Company are required to own securities of the Company having a value equal to three times the gross amount of their annual basic retainer. Individuals who are directors as at the Effective Date are required to achieve this level of securities ownership at the date which is five years thereafter. Directors appointed subsequent to the Effective Date must achieve this securities ownership within five years from the date they are elected or appointed a director of the Company. In the event a director also serves an executive of the Company, he/she will be subject to the Executive ownership requirements applicable to such executive.

CALCULATING SECURITIES OWNERSHIP VALUES

The value of securities ownership shall be calculated as follows: For Executive Officers and Directors

1. On the Effective Date:
 - a) the number of common shares owned multiplied by the greater of (i) the acquisition cost thereof and (ii) the closing price of the Company's common shares on the date before the Effective Date;
 - b) the number of RSUs and DSUs owned or granted multiplied by the grant date value;
 - c) common shares acquired subsequently, the acquisition cost thereof; and
 - d) RSUs and DSUs acquired subsequently, the number thereof multiplied by the grant date value.
2. Appointed or elected subsequent to the Effective Date, as applicable:
 - a) the number of common shares owned as at the date of their appointment or election multiplied by the greater of:
 - (i) the greater acquisition cost thereof or (ii) the closing price of the Company's common shares on that date;
 - b) RSUs and DSUs granted on their appointment or election, the grant date value thereof;
 - (i) common shares acquired subsequently, the acquisition cost thereof; and
 - (ii) RSUs and DSUs acquired subsequently, the number thereof multiplied by the grant date value.

ATTAINING COMPLIANCE LEVELS

Once an individual has attained the level of securities ownership prescribed by this Policy, such individual is not required to increase his/her holdings to reflect subsequent fluctuations in the market price of the Company's common shares which may cause a decrease in the value of such holdings so long as: (i) the individual's securities ownership does not drop below that number of securities required to qualify, held at the time he/she first met the ownership requirement, and (ii) the applicable securities ownership requirement remains the same.

CLOSING PRICE OF COMMON SHARES

Where required under this Policy to value common shares on a closing date, the price shall be based on The Toronto Stock Exchange ("TSX") closing price of the common shares of the Company on the TSX on that date.

CHANGES TO THIS POLICY

The Compensation Committee shall review this Policy annually and recommend changes to the Corporate Governance and Nominating Committee which shall forward any recommended changes to the Board for approval, and which reserves the right, at its absolute discretion, to change this Policy from time to time as it considers necessary or appropriate.

HEALTH AND SAFETY POLICY

At Seabridge, we are committed to achieving the highest standards of safety and health for all of our business activities. The health and safety of all employees and contractors is of the utmost priority to the Company's management. Training programs, safe work procedures and operational standards must be enforced at all of our projects to ensure that all work is undertaken in a safe manner with minimal risk to employees.

Health and Safety Policy Guidelines

The Company is responsible for providing and maintaining a safe and healthy work environment for all persons engaged on all Company worksites. The management team is required to provide active leadership and support for occupational health, safety, fire protection and loss control. The Company and its employees and subcontractors are responsible for complying fully with all health and safety standards and regulations including worksite inspections and accident/incident investigations.

These policy objectives will be achieved by:

- Meaningful involvement and participation of all employees;
- The provision of safe and appropriate equipment and conditions at the forefront of daily operations;
- The right for an employee to refuse to perform dangerous or unsafe work;
- Training employees to carry out their jobs safely and productively. No employee will be permitted to commence a job without the requisite training;
- Investigate the causes of accidents and incidents and developing effective and immediate preventative and remedial action;
- The development, maintenance and review of practices and procedures;
- Emergency preparedness to minimize losses or injury arising from an incident or unforeseen event;
- The monitoring, reporting and evaluation of our Health and Safety Performance;
- Promoting the Health and Safety Policy as a way of life in all aspects of our project work sites and in family and local community.

All personnel are also responsible for their own safety by complying with legislative, industry and Company standards. Our commitment is to safety first.

INCENTIVE-BASED COMPENSATION RECOVERY POLICY

1. Policy Purpose. The purpose of this Seabridge Gold Inc. (the “Company”) Incentive-Based Compensation Recovery Policy (this “Policy”) is to enable the Company to recover Erroneously Awarded Compensation in the event that the Company is required to prepare an Accounting Restatement. This Policy is intended to comply with the requirements set forth in Section 303A.14 of the NYSE Listed Company Manual (the “Listing Rule”) and shall be construed and interpreted in accordance with such intent. Unless otherwise defined in this Policy, capitalized terms shall have the meaning ascribed to such terms in Section 7.
2. Policy Administration. This Policy shall be administered by the Compensation Committee of the Board (the “Committee”) unless the Board determines to administer this Policy itself. The Committee has full and final authority to make all determinations under this Policy, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. All determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company, its affiliates, its stockholders and Executive Officers. Any action or inaction by the Committee with respect to an Executive Officer under this Policy in no way limits the Committee’s actions or decisions not to act with respect to any other Executive Officer under this Policy or under any similar policy, agreement or arrangement, nor shall any such action or inaction serve as a waiver of any rights the Company may have against any Executive Officer other than as set forth in this Policy.
3. Policy Application. This Policy applies to all Incentive-Based Compensation received by a person: (a) after beginning service as an Executive Officer; (b) who served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation; (c) while the Company had a class of securities listed on a national securities exchange or a national securities association; and (d) during the three completed fiscal years immediately preceding the Accounting Restatement Date. In addition to such last three completed fiscal years, the immediately preceding clause (d) includes any transition period that results from a change in the Company’s fiscal year within or immediately following such three completed fiscal years; provided, however, that a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to twelve months shall be deemed a completed fiscal year. For purposes of this Section 3, Incentive-Based Compensation is deemed received in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-Based Compensation that is subject to both a Financial Reporting Measure vesting condition and a service-based vesting condition shall be considered received when the relevant Financial Reporting Measure is achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition.

4. Policy Recovery Requirement. In the event of an Accounting Restatement, the Company must recover, reasonably promptly, Erroneously Awarded Compensation, in amounts determined pursuant to this Policy. The Company's obligation to recover Erroneously Awarded Compensation is not dependent on if or when the Company files restated financial statements. Recovery under this Policy with respect to an Executive Officer shall not require the finding of any misconduct by such Executive Officer or such Executive Officer being found responsible for the accounting error leading to an Accounting Restatement. In the event of an Accounting Restatement, the Company shall satisfy the Company's obligations under this Policy to recover any amount owed from any applicable Executive Officer by exercising its sole and absolute discretion in how to accomplish such recovery, to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. The Company's recovery obligation pursuant to this Section 4 shall not apply to the extent that the Committee, or in the absence of the Committee, a majority of the independent directors serving on the Board, determines that such recovery would be impracticable and:
- a. The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Stock Exchange;
 - b. Recovery would violate the laws in the country and province or state which apply to the relevant Executive Officer where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of the law applicable to the relevant Executive Officer, the Company must obtain an opinion of counsel, acceptable to the Stock Exchange, that recovery would result in such a violation, and must provide such opinion to the Stock Exchange; or
 - c. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Code.
5. Policy Prohibition on Indemnification and Insurance Reimbursement. The Company is prohibited from indemnifying any Executive Officer or former Executive Officer against the loss of Erroneously Awarded Compensation. Further, the Company is prohibited from paying or reimbursing an Executive Officer for purchasing insurance to cover any such loss.
6. Required Policy-Related Filings. The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including disclosures required by U.S. Securities and Exchange Commission filings.

7. Definitions.

- a. "Accounting Restatement" means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
- b. "Accounting Restatement Date" means the earlier to occur of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if the Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.
- c. "Board" means the board of directors of the Company.
- d. "Code" means the U.S. Internal Revenue Code of 1986, as amended. Any reference to a section of the Code or regulation thereunder includes such section or regulation, any valid regulation or other official guidance promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing, or superseding such section or regulation.
- e. "Erroneously Awarded Compensation" means, in the event of an Accounting Restatement, the amount of Incentive-Based Compensation previously received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts in such Accounting Restatement, and must be computed without regard to any taxes paid by the relevant Executive Officer; provided, however, that for Incentive-Based Compensation based on stock price or total stockholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount of Erroneously Awarded Compensation must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total stockholder return upon which the Incentive-Based Compensation was received; and (ii) the Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Stock Exchange.
- f. "Executive Officer" means the Company's chief executive officer, chief operating officer, president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. An executive officer of the

Company's parent or subsidiary is deemed an "Executive Officer" if the executive officer performs such policy making functions for the Company.

- g. "Financial Reporting Measure" means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure; provided, however, that a Financial Reporting Measure is not required to be presented within the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission to qualify as a "Financial Reporting Measure." For purposes of this Policy, "Financial Reporting Measure" includes, but is not limited to, stock price and total stockholder return.
 - h. "Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.
 - i. "Stock Exchange" means the U.S. national stock exchange on which the Company's Common shares are listed (e.g., NYSE).
8. Acknowledgement. Each Executive Officer shall sign and return to the Company, within 30 calendar days following the later of (i) the effective date of this Policy first set forth above or (ii) the date the individual becomes an Executive Officer, the Acknowledgement Form attached hereto as Appendix D, pursuant to which the Executive Officer agrees to be bound by, and to comply with, the terms and conditions of this Policy.
9. Severability. The provisions in this Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision shall be applied to the maximum extent permitted and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.
10. Amendment; Termination. The Board may amend this Policy from time to time in its sole and absolute discretion and shall amend this Policy as it deems necessary to reflect the Listing Rule, to comply with (or maintain an exemption from the application of) Section 409A of the Code. The Board may terminate this Policy at any time.
11. Other Recovery Obligations; General Rights. To the extent that the application of this Policy would provide for recovery of Incentive-Based Compensation that the Company recovers pursuant to Section 304 of the Sarbanes-Oxley Act or other recovery obligations, the amount the relevant Executive Officer has already reimbursed the Company will be credited to the required recovery under this Policy. This Policy shall not limit the rights of the Company to take any other actions or pursue other remedies that the Company may deem appropriate under the circumstances and under applicable law, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an

exemption from the application of) Section 409A of the Code. Nothing contained in this Policy shall limit the Company's ability to seek recoupment, in appropriate circumstances (including circumstances beyond the scope of this Policy) and as permitted by applicable law, of any amounts from any individual, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code.

12. Successors. This Policy is binding and enforceable against all Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

INSIDER TRADING POLICY

Directors, Officers, and senior managers (“Insiders”) are from time to time in possession of information which may constitute an undisclosed material fact. This policy is designed to ensure that Insiders do not use such undisclosed material facts to trade in the Company’s securities.

List of Insiders

The Company will maintain a list of individuals including Directors, Officers, senior managers, and advisors who will be governed by the Insider Trading Policy (“Designated Insiders”).

Prior Clearance

The Board of Directors has mandated the Disclosure Committee to monitor and enforce the Insider Trading Policy. Designated Insiders must obtain prior approval from the Disclosure Committee (or its designee) prior to buying or selling any of the Company’s securities including the exercise of options. The Disclosure Committee may refuse permission to trade if, in its sole judgment, there are undisclosed material facts (see the Disclosure Policy for a definition) or other potentially sensitive undisclosed developments within the Company. The Disclosure Committee is not required to provide an explanation for its decisions.

No-Trade Periods

The Disclosure Committee will from time to time advise Designated Insiders that they may not trade in the Company’s securities during a specific time period, with or without explanation. These No-Trade Periods or Blackouts will include the five trading days immediately preceding and two trading days immediately following the issuance of financial statements as well as periods during which the Company is involved in sensitive negotiations to conclude such matters as financings as well as acquisitions or divestitures of a material nature. All such developments which could constitute undisclosed material facts must be reported to the Disclosure Committee to determine if a No-Trade Period is appropriate.

RESPECTFUL WORKPLACE POLICY AND PROGRAM

Seabridge Gold Inc. and its affiliated companies are pleased to provide the Respectful Workplace Policy and Program (“**Policy**”).

Seabridge Gold Inc. and its affiliated companies (“the **Company**”) are committed to providing all employees with a workplace free from discrimination, bullying, harassment, sexual harassment, and workplace violence. All employees have a right to work in an environment that is free from intimidating, threatening, or disruptive behaviour and it is the responsibility of every employee of the Company in reaching this goal.

The Company will not tolerate, and this Policy prohibits: discrimination, bullying, harassment, sexual harassment, and workplace violence. Employees engaging in such conduct will be subject to disciplinary action, up to and including termination of employment or denial of site access privileges for violation of this Policy.

This Policy applies to all employees of the Company as defined under Definitions - Section 1.

1.0 DEFINITIONS

“Bullying and harassment” means any inappropriate conduct or comment made by a person towards an employee that the person knew or reasonably ought to have known would be unwelcome or would cause that employee to be humiliated or intimidated and includes sexual harassment, but excludes any reasonable action taken by a manager or supervisor relating to the management and direction of employees or the place of employment.

“Cyberbullying” is discrimination, bullying or harassment that occurs through the use of electronic communication, including e-mail, text messaging, and social networking. This can involve the posting of comments, rumors, photos, and the sending of threatening messages.

“Discrimination” is making a distinction, whether intentional or not, but based on grounds set out in the applicable human rights legislation which imposes burdens, obligations, or disadvantages on an individual or group not imposed upon others. In general, human rights legislation prohibits discrimination based on age; ancestry; colour; race; citizenship; ethnic origin; place of origin; political belief; disability; family status; marital status (including single status); gender identity and gender expression; record of offences, unrelated to employment; religion; sex (including pregnancy and breastfeeding); and sexual orientation.

“Employee” means all employees of the Company, regardless of status or position, including temporary workers. It also includes directors and officers of the Company, as well as contractors, consultants, and their employees. The use of the term “employee” in this Policy will not create an employment relationship where an employment relationship does not already exist.

“Sexual Harassment” means engaging in a course of vexatious comment or conduct against a worker in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or

ought reasonably to be known to be unwelcome. It also includes making a sexual solicitation or advance where the person making the solicitation is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

“Workplace Violence” is the threatened, attempted, or actual exercise of physical force in the workplace by a person against an employee that causes or could reasonably cause physical injury. It can also include a statement or behaviour that it is reasonable for a worker to interpret as a threat to exercise physical force against the worker, in a workplace, that could cause physical injury to the worker:

2.0 EXAMPLES OF DISCRIMINATION, HARASSMENT, SEXUAL HARASSMENT AND WORKPLACE VIOLENCE

The examples below provide more context to the definitions, but it is not an exhaustive list of every situation.

Examples of personal harassment that are not based on a ground protected by human rights legislation, but which would still be prohibited under this policy are:

- Insults or verbal aggression, such as yelling, swearing, name-calling, and intentional humiliation.
- Multiple or destructive “pranks” or “practical jokes” directed towards an individual, or targeted group of individuals, including harmful hazing or initiation practices.
- Vandalizing or otherwise damaging or defiling personal belongings, work area or work product.
- Isolating or ignoring, or unwarranted exclusion from organized team building activities.
- Spreading malicious rumours (regardless of whether they are believed to be true).

Examples of sexual harassment include:

- Making or threatening reprisals after a negative response to sexual advances.
- Making unwelcome sexual advances, propositions, flirtations, or repeated unwelcome requests for or efforts to make social contact, including asking questions about sexual conduct or sexual orientation or spreading rumours about such information.
- Making comments about an individual’s body, sexual prowess, sexual orientation, gender identity, or sexual or gender deficiencies or using sexually degrading or vulgar words to describe an individual or making derogatory sexual or gender-based comments.
- Displaying or distributing sexually suggestive or gender-based objects, pictures, posters, cartoons, letters, or e-mails.

Examples of harassment based on other enumerated grounds of discrimination include:

- Offensive jokes related to race or nationality.
- Racial slurs or commentary.

- Display of literature or materials (including electronic documents such as email, texts, and social media posts) that promote the supremacy of one race or ethnic group or belittle a race or ethnic group.

The above examples of harassment, bullying and discrimination may occur in multiple manners, including through cyberbullying.

Examples of prohibited workplace violence include:

- Hitting, shoving, tripping, pushing, kicking, assault and sexual assault.
- Physical horseplay, threatening gestures, or physical practical jokes.
- Yelling, swearing, and threatening the wellbeing of a person.
- Displaying objects for the purpose of which is to intimidate or cause harm to a person.

3.0 RESPONSIBILITIES

Seabridge will utilize its best efforts to ensure that no employee is subjected to discrimination, bullying, harassment, sexual harassment, or workplace violence at any of our places of employment. Our management is committed to keeping this Policy and seeing that no employee or contractor's employee causes or participates in the bullying, harassment, or sexual harassment of, or discrimination or violence against, another employee.

This Policy is designed to ensure that all complaints and concerns respecting discrimination, bullying, harassment, sexual harassment, or workplace violence will be dealt with promptly and fairly. Any employee with concerns or a complaint should bring the issue to the attention their supervisor or one of the alternates set out below. All reports of discrimination, bullying, harassment, sexual harassment, or workplace violence will be investigated, even if the reporting individual does not desire any follow up.

3.1 SEABRIDGE MANAGEMENT WILL:

- Assist individuals who have concerns or complaints regarding discrimination, bullying, harassment, sexual harassment, or workplace violence.
- Ensure that appropriate procedures are in place to minimize the risk to our employees from discrimination, bullying, harassment, sexual harassment, or workplace violence including the reporting of any incidents to the relevant authorities, where necessary.
- Convey information about this Policy and the process of making a complaint to all employees.
- Ensure that employees are trained in recognizing and responding to situations involving discrimination, bullying, harassment, sexual harassment, or workplace violence.
- Help a complainant through the process of this Policy and Program.
- Ensure that every reported incident of discrimination, bullying, harassment, sexual harassment, or workplace violence is investigated and potential areas for improvement are identified.
- Maintain confidentiality to the extent set out in this Policy.

3.2 EMPLOYEES AND CONTRACTORS OF SEABRIDGE ARE:

Responsible for upholding this Policy and implementing the Program and as such are required to be familiar with and follow the procedures put in place to ensure that the workplace remains free from discrimination, bullying, harassment, sexual harassment, or workplace violence by:

- Promoting respect for the dignity of all employees;
- Not engaging in discrimination, bullying, harassment, sexual harassment, or workplace violence;
- Participating in Company training on discrimination, bullying, harassment, sexual harassment, and workplace violence;
- Immediately reporting all incidents of discrimination, bullying, harassment, sexual harassment, or workplace violence;
- Not encouraging, inciting, or otherwise participating in any form of discrimination, bullying, harassment, sexual harassment, or workplace violence;
- Removing themselves, when possible, from situations and immediately reporting them to their immediate supervisor.

4.0 ZERO TOLERANCE

The Company has **zero tolerance** for any form of discrimination, bullying or harassment (including sexual harassment), or workplace violence. Employees who engage in discrimination, bullying or harassment (including sexual harassment), or workplace violence are in violation of this Policy and will be subject to corrective action.

5.0 RETALIATION PROHIBITED

The Company prohibits retaliation against any person who in good faith reports discrimination, bullying or harassment (including sexual harassment), or workplace violence or participates in an investigation of such incidents or complaints. Retaliation against a person for reporting discrimination, bullying or harassment (including sexual harassment), or workplace violence, or for participating in an investigation of an incident or complaint is a serious violation of this policy and, like discrimination, bullying or harassment (including sexual harassment), or workplace violence, will be subject to corrective action, as set out below.

6.0 FALSE CLAIMS

Employees who intentionally make false, vexatious, or unsubstantiated allegations of discrimination, bullying or harassment (including sexual harassment), or workplace violence, will be subject to discipline up to and including dismissal and may be held financially responsible for the costs of the investigation.

7.0 WHAT TO DO IN CASE OF WORKPLACE VIOLENCE

Because of its potential for immediate and serious harm, procedures for responding to workplace violence are different from responding to discrimination, bullying or harassment (including sexual harassment).

Employees should use their common sense and in the event of an emergency, should immediately contact building or site security and/or the appropriate emergency service (police, fire, or ambulance Telephone 9-1-1).

<p>Take all necessary and reasonable steps to ensure your own safety and the safety of others.</p>

All instances of actual workplace violence or potential risks that may lead to workplace violence should be immediately reported to a supervisor.

The Company periodically assesses the risks of workplace violence that may arise given the nature of the Company's workplace, the type of work performed and the conditions under which work is performed. The Company will institute measures to control any identified risks of workplace violence. This information will be provided to the Company's workplace health and safety representatives and/or committee. The Company will reassess the risks of workplace violence as often as is necessary to ensure that this Policy continues to protect employees from workplace violence.

The Company will provide information relating to persons with a history of violence where:

- employees may reasonably be expected to encounter such persons in the performance of their duties and responsibilities; and
- there is a potential risk of workplace violence because of interactions with such persons.

The Company will only disclose personal information that is reasonably necessary to protect employees from such persons.

Employees must inform the Company of any domestic violence that might jeopardize the safety of the employee or other employees in the workplace. Employees who apply for or obtain a restraining order or peace bond which lists the workplace as being a protected area must provide the Company with a copy of the restraining order or peace bond and any other relevant documents or information the Company requests. If the Company is aware that domestic violence is likely to expose employees to workplace violence, every precaution reasonable in the circumstances will be implemented to protect employees in the workplace. The Company will only disclose personal information that is reasonably necessary to protect employees from domestic violence.

8.0 WHAT TO DO IN CASE OF DISCRIMINATION, BULLYING OR HARASSMENT (Including Sexual Harassment)

If appropriate, the Company encourages employees to address any conduct that they consider to be inappropriate or unwelcome in an informal manner by advising the individual of the concern and asking them to stop.

Where the informal approach is inappropriate or does not work, employees should report incidents or complaints of discrimination, bullying or harassment (including sexual harassment), verbally or in writing to their direct supervisor as soon as possible after experiencing or witnessing an incident. This allows the incident to be investigated and addressed promptly.

If it is not appropriate or possible to approach the direct supervisor (e.g., that supervisor is away, or is involved with or would reasonably be believed to have a bias in the harassment), the employee may report to:

- a) Their department head;
- b) The Human Resources department;
- c) Senior management; or

d) The Legal Department.

8.1 Contents of Report

In reporting discrimination, bullying or harassment (including sexual harassment), employees should include the following information:

- Name of the employee who has allegedly experienced discrimination, bullying or harassment (including sexual harassment);
- Name of the alleged harasser;
- Names of witnesses, or other persons with relevant information to provide about the incident;
- Details of what happened including:
 - Date or dates of the incident(s)
 - Location(s) of the incident(s)
 - Details of the incident(s)
- Any supporting documents (emails, handwritten notes, photographs etc.) that the employee who complains of harassment may have in their possession that are relevant to the complaint
- A list of any documents that a witness, another person or the respondent may have in their possession that are relevant to the complaint

The Company provides a form (copy attached to this Policy) to assist employees file reports.

The Company may ask employees to provide additional details to supplement an initial report, including requesting the employee to provide those details in writing.

9.0 INVESTIGATION

9.1 Pre-Investigation

If a supervisor, manager, or member of the human resources team becomes aware of an incident or complaint, the Company will take appropriate interim measures for the protection of employees, including removing employees from the workplace and placing employees on an administrative leave of absence pending and during the investigation.

Once a supervisor, manager or member of the human resources team become aware of an incident or complaint, the Company will ensure that an investigation appropriate in the circumstances is conducted in a fair and timely manner.

9.2 Investigators

The Company will choose an appropriate investigator based on the nature of the incident or complaint. An investigator may include a member of the Company's Human Resources or Legal departments or a qualified external person. If the incident or complaint involves a member of senior management or Human Resources an external qualified person will be retained.

9.3 Confidentiality

Any person who participates in an investigation into an incident or complaint of discrimination, bullying or harassment (including sexual harassment), or workplace violence will not discuss the investigation with any other person, except with the person's immediate family and to the extent necessary to obtain legal advice about such person's rights.

The Company will not disclose any information obtained about an incident or complaint of discrimination, bullying or harassment (including sexual harassment), or workplace violence except where disclosure is necessary for the purposes of protecting employees, investigating the incident or complaint, or taking responsive measures in relation thereto or as otherwise permitted by this Policy. Note that in almost all incidents and complaints, the Company will have to disclose to the party being accused of a breach of this Policy (a “**respondent**”) and potential witnesses enough information about the complaint to allow them to give meaningful evidence, either in response (for the respondent) or generally (for witnesses). This may involve or result in identification of the person making the complaint or the person who is the victim of discrimination, bullying or harassment (including sexual harassment), or workplace violence (a “**complainant**”).

It is common in most complaints for the investigator to collaborate with senior management, Human Resources, and legal counsel, and share information about an incident, complaint and an investigation. If a member of senior management or Human Resources is named as a respondent or potential witness, they would not participate in this collaboration.

The result of an investigation into an incident or complaint will be shared with the complainant and respondent in writing.

9.4 Timing of Investigation

Upon being notified of an incident or complaint, Human Resources will facilitate a timely investigation that is appropriate in the circumstances. The investigation will generally be completed within sixty (60) days, unless there are extenuating circumstances (i.e., illness, complex investigation) warranting a longer investigation.

9.5 Investigation Process

The Company will tailor the nature of the investigative process to the circumstances of each case. An investigation may include:

- interviewing the complainant and the respondent
- interviewing any witnesses to the conduct
- gathering and reviewing relevant documents, telephone, voice, data, text messages and any other record including written statements, notes, emails, pictures, and other electronic records
- making findings of fact and conclusions
- communicating the findings and conclusions to the parties involved, as appropriate
- determining the appropriate follow up action

All employees, including the complainant and respondent, are expected to fully cooperate with the investigation process. This may include providing information in an interview, submitting a written statement, and/or disclosing emails or documents.

The process for investigating, and resolving incidents, and complaints may range from a single conversation to a process involving extensive submissions, fact-finding and the use of outside investigators or outside counsel. The Company will make the decision as to the appropriate resources to allocate to each incident or complaint and as to the process for the investigation.

9.6 Results of the Investigation

Where discrimination, bullying or harassment (including sexual harassment), or workplace violence has been found, the Company will take corrective action and determine the appropriate response, including whether discipline and/or remedial steps should be implemented. Corrective action may include:

- making a note of the incident on the employee's personnel file
- a verbal discussion with or letter to the employee setting out the Company's expectations going forward
- requiring the employee to attend training or counselling or to issue an apology
- transfer or demotion of the employee
- termination of the employee

9.7 Record Keeping

The Company will keep records of the investigation for at least three years. Records include:

- a copy of the complaint or details about the incident;
- a record of the investigation including notes;
- a copy of the investigation report (if any);
- a summary of the results of the investigation that was provided to the worker who allegedly experienced the workplace harassment and the alleged harasser, if a worker of the employer;
- a copy of any corrective action taken to address the complaint or incident of workplace harassment.

Records of the investigation will be kept confidential and will only be used or disclosed to investigate an incident or complaint of workplace harassment, take corrective action, or otherwise as required or authorized by law.

10.0 TRAINING

The Company will provide periodic training sessions, including during New Hire Onboarding, to employees regarding:

- a) recognizing discrimination, bullying or harassment (including sexual harassment), and workplace violence;
- b) understanding procedures, practices and other arrangements or controls to minimize or eliminate discrimination, bullying or harassment (including sexual harassment), and workplace violence; and
- c) responding to and reporting incidents of discrimination, bullying or harassment (including sexual harassment), and workplace violence appropriately.

11.0 OTHER RESOURCES

If an Employee needs further assistance, they may contact the Human Resources Department, or Health and Safety Representative, or Employee Assistance Program.

12.0 GENERAL

This Policy will be reviewed on an annual basis and may be changed or amended by the Company from time to time without notice. Nothing in this Policy replaces any other legal rights an employee may have.

SHAREHOLDER ENGAGEMENT POLICY

The Board of Directors (“Board”) of Seabridge Gold Inc. (the “Company”) confirms that constructive engagement with our shareholders is important to ensuring good corporate governance and transparency. To provide for such engagement, this policy outlines how management interacts with shareholders and how the Board and shareholders may communicate with each other. The Corporate Governance and Nominating Committee (the “CGNC”) oversees this policy as it relates to Board engagement and communications with shareholders.

MANAGEMENT ENGAGEMENT WITH SHAREHOLDERS

Management communicates with shareholders primarily through its annual and quarterly reports, management proxy circular, annual information form, technical reports, sustainability reports, news releases, its website, and through presentations at industry and investor conferences. These materials are available on the Company’s website.

At annual shareholder meetings, management reports to shareholders about recent business developments and answers shareholder questions. The external auditor also attends and can answer questions about the audit and preparation and content of the auditor’s report. Shareholders are encouraged to ask questions directed to management or specific executives at the meeting or by emailing questions to the Company and management will endeavor to respond by email as promptly as possible.

The Chairman and CEO is the primary spokespeople to the shareholders and investment community and meets frequently with investor representatives to discuss the Company’s performance.

Shareholders can contact management by mail or email at:

Bruce Scott

Senior Vice President, General Counsel and Corporate Secretary

bruce@seabridgegold.com

106 Front Street East, Suite 400, Toronto, ON, Canada, M5A 1E1

BOARD COMMUNICATION WITH SHAREHOLDERS

The Board maintains that regular and constructive communications are important to creating an open, candid and productive dialogue. The Board annually communicates information about the Board and individual directors, the Company’s corporate governance, technical information, sustainability programs and compensation practices through the management proxy circular.

The Board encourages shareholder attendance and participation at our annual shareholder meetings as well as through informal meetings throughout the year as required. The responsibilities of the Chairman of the Board include ensuring effective communication with all shareholders. As appropriate, the Chairman may communicate or meet directly with shareholders and may involve other directors of the Board in such engagement activities, including members of Board committees

having responsibility for specific issues that are raised by shareholders and report back to the Board on their discussions with shareholders.

SHAREHOLDER COMMUNICATION WITH THE BOARD

In between annual meetings, the Company supports an open and transparent process for shareholders to contact the Board, including the chairs of Board committees.

The Corporate Secretary has been designated as the agent to receive and review communications and meeting requests addressed to the Board. The Corporate Secretary will determine whether the communication received is a proper communication to the Board or should be addressed by management. Questions or concerns regarding the Company's general business operations, financial results, strategic direction and similar matters are most appropriately addressed by management. If management receives any questions that the Board should be made aware of, they will be passed on to the Corporate Secretary to consider. The topics appropriate for the Board to address are:

- Corporate governance practices and disclosure;
- Board performance;
- Executive performance;
- Executive compensation;
- Board and Committee composition and qualifications; and
- Board oversight, including oversight of risk

Shareholders or other stakeholders of the Company may communicate with the Board by mail (marking the envelope "Confidential"), or email as follows:

Bruce Scott

Senior Vice President, General Counsel and Corporate Secretary

bruce@seabridgegold.com

106 Front Street East, Suite 400, Toronto, ON, Canada, M5A 1E1

The Board will endeavour to respond to all appropriate correspondence in a timely manner. On a quarterly basis, the Corporate Secretary shall report to the CGNC on all communications sent to the Board and review and consider responses in relation to corporate governance matters.

In the event that a shareholder requests to speak with an independent director or other representative with respect to any of the matters listed above, the Chairman, or the chair of the relevant Board committee, may be asked to represent the Company in responding to the inquiry in accordance with the Company's procedures. Any requested communication or meeting will be limited to the predetermined topics identified in the communication or meeting's agenda.

RESTRICTIONS ON DISCLOSURE BY THE COMPANY, MANAGEMENT AND DIRECTORS

Directors, officers and employees of the are prohibited by applicable securities laws and the Company's policies from disclosing or discussing non-public, potentially material information about the Company during the course of any engagement with shareholders. Further, disclosure of certain information about the Company is subject to the Company's policies and practices with respect to the treatment of confidential information. These constraints may impact the timing and substance of communications or meetings with shareholders.

POLICY REVIEW

The CGNC will periodically review this policy and recommend any changes to the Board for approval.

WHISTLEBLOWER POLICY

1. Introduction

Seabridge is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to accounting, auditing or financial reporting.

Pursuant to its charter, the Audit Committee (the “Committee”) of the Company is responsible for establishing procedures for the receipt, retention and treatment of complaints received regarding accounting procedures, internal accounting controls or auditing matters, including oversight of financial and other Whistleblower reports.

To ensure that a confidential and anonymous process exists whereby persons can report any concerns (“Reporting Concerns”) regarding questionable accounting or auditing matters, violation of laws, and Codes and Policies of, or relating to, the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “Policy”).

For the purpose of this Policy, the definition of Reporting Concerns is intended to be broad and comprehensive and to include any accounting or auditing matter, violations of laws, and Company Codes and Policies which, the complainant honestly and in good faith believes, is illegal, unethical or, in some other manner not right or proper or just questionable. Examples include, but are not limited to:

- (a) Violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- (b) Violation of the Company's Code of Business Ethics or published Policies;
- (c) Fraud, deliberate error, deliberate obfuscation or questionable characterization or accounting treatment in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) Fraud, deliberate error, deliberate obfuscation or questionable characterization or accounting treatment in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) Deficiencies in or non-compliance with the Company or any of its subsidiaries' internal policies and controls;
- (f) Misrepresentations or false statements by or to a Director, Officer or employee of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports; and
- (g) Deviation from full and fair reporting of the Company's consolidated financial condition.

2. Communication of the Policy

To ensure that all Directors, Officers, employees, consultants and contractors of the Company are aware of the Policy, a copy of the Policy will be distributed to all Directors, Officers, employees, consultants and contractors or alternatively they will be advised that the Policy is available on the Company's website for their review. All Directors, Officers, employees, consultants and contractors will be informed whenever significant changes are made. New Directors, Officers, employees, consultants and contractors will be provided with a copy of this Policy and will be advised of its importance.

3. Reporting Alleged Violations or Complaints

3.1 Reporting Concerns

Any person with a Reporting Concern relating to the Company or any subsidiary of the Company may submit their concern to Carol Willson, Chair of the Audit Committee of the Company by email at AuditCommitteeChair@seabridgegold.com.

In addition to the above, any person with a Reporting Concern relating to the Company or any subsidiary of the Company who is uncomfortable with submitting the concern directly to the Chairman of the Audit Committee, may submit their concern to the Designated Individual, John Sabine, Lead Director and Chairman of the Corporate Governance and Nominating Committee at LeadDirector@seabridgegold.com.

Nothing in this Policy prohibits a complainant from reporting possible violations of laws or regulations to any governmental agency or entity, including but not limited to any department or agency of a Federal, State or Provincial law enforcement agency or securities regulatory authority, or making other disclosures that are protected under the whistleblower provisions of laws or regulations in the jurisdictions in which the Company operates. A complainant does not need the prior authorization of Company to make any such reports or disclosures nor is there any requirement to notify the Company that you intend to make or have made such reports or disclosures.

3.2 Anonymity and Confidentiality

All submissions to the Chairman of the Audit Committee or the Designated Individual may be made and will be treated on a confidential and anonymous basis, save and except that the Audit Committee Chair or the Designated Individual will forward a copy of any submission received to the members of the Audit Committee in order for the submission to be dealt with in accordance with the provisions of Section 5 below.

4. No Adverse Consequences

Submissions of Reporting Concerns may be made by a Director, Officer or employee of the Company without fear of dismissal, disciplinary action, retaliation or reprisal of any kind, including reprisals as defined in Section 121.5(2) of the Ontario Securities Act ("Act"). The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Reporting Concern or provides assistance to the Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Reporting Concern. The Company will not enter into any contracts with employees which include terms that would be void under Section 121.5(3) of the Act.

5. Treatment of Reporting Concern Submissions

Reporting Concerns will be reviewed as soon as possible by the Audit Committee with the assistance and direction of whomever the Audit Committee deems appropriate including, but not limited to, external legal counsel and the Audit Committee shall implement such corrective measures to do such things in an expeditious manner as it deems necessary or appropriate to address the Reporting Concern.

Where possible and when determined to be appropriate, notice of any such corrective measures will be given to the person who submitted the Reporting Concern.

6. Retention of Records

The Audit Committee shall retain all records relating to any Reporting Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

7. Review of Policy

The Corporate Governance and Nominating Committee will review and evaluate this Policy with the Audit Committee on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Reporting Concerns.

8. Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Chairman of the Audit Committee or the Chairman of the Corporate Governance and Nominating Committee (see paragraph 3.1).

9. Publication of the Policy on the Website

This policy will be posted on the Company's website at <https://www.seabridgegold.com/company/governance>.

WORKPLACE EMPLOYMENT POLICY

The fundamental principle of the Company's Employment Policy is that all employment decisions should be made on the basis of merit.

The Company strives to foster an open and inclusive workplace and strongly supports the principle that all employees should have equal opportunity to participate in the Company and achieve their full potential. The Company is dedicated to a diverse workforce and work environment where every employee is treated fairly, respected and has the opportunity to contribute to the success of the business.

To deliver value to its shareholders, the Company is committed to fostering a workplace which is open to a broad range of ideas and approaches. We are therefore committed to encouraging and harnessing the unique contributions of our employees which arise from their differing backgrounds and experiences. We strive to provide opportunities for people who have talent, passion and integrity and the desire to work within an organization that values and supports them.

At Seabridge, all employees and applicants are evaluated according to their job-related skills, qualifications, abilities and aptitudes. In accordance with the provisions of the *Canadian Human Rights Act*, employment decisions based on attributes other than a person's qualifications to perform a job, including race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability and conviction for an offence for which a pardon has been granted or in respect of which a record suspension has been ordered, are prohibited.

The Company will apply employment in the workplace policies which conform to the Company's published Diversity Policy and the removal of barriers which may inhibit recruitment and retention of employees. Accordingly, the Company has committed to include the principles of diversity in recruiting and retaining employees on the basis of gender, visible minorities, sexual orientation, gender identification, people with disabilities and age.

Recruitment and Selection

Seabridge's recruitment and selections principles are designed to:

- Choose the best people for the right positions;
- Ensure that the Company is resourced with people who think for themselves and have the potential to embrace challenge, become future leaders and go beyond the limits they thought were achievable;
- Comply with all applicable laws and regulations.

APPENDIX A

EXAMPLES OF INFORMATION THAT MAY BE MATERIAL

(Reproduced from National Policy 51-201)

Changes in Corporate Structure

- changes in share ownership that may affect control of the company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a company's dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to the rights of security holders

Changes in Financial Results

- a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any period
- shifts in financial circumstances such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the company's assets
- any material change in the company's accounting policy

Changes in Business and Operations

- any development that affects the company's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses or contracts or business
- significant discoveries by resources companies
- changes to the board of directors or executive management, including the departure of the company's CEO, CFO, COO or president (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the company's securities or their movement from one quotation system or exchange to another

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the company's assets
- defaults under debt obligations, agreements to restructure debt, or planning enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements

APPENDIX B RESPECTFUL WORKPLACE COMPLAINT FORM

THIS FORM IS TO BE USED TO REPORT A COMPLAINT UNDER THE RESPECTFUL WORKPLACE POLICY.

When should this form be used: This form should be used to report a complaint under Seabridge's Respectful Workplace Policy. The form should be completed as soon as possible after an incident of discrimination, bullying or harassment (including sexual harassment), or workplace violence has occurred.

Who should complete this form: Any employee who believes they are being subjected to or who witnesses discrimination, bullying or harassment (including sexual harassment), or workplace violence should complete this form.

Where does the form go: The form should be provided to a supervisor. If it is not appropriate to report to a supervisor (e.g., the supervisor is involved with or would reasonably be believed to have a bias in the complaint), the employee may submit the form to their department head; the Human Resources department; Senior management; or the Legal Department.

To whom will the form be disclosed: The form will be treated in accordance with Seabridge's Privacy Policy and Respectful Workplace Policy. Seabridge will not disclose information on this form to any person except where disclosure is necessary for the purposes of investigating the complaint or taking responsive measures in relation thereto or as otherwise permitted by the Respectful Workplace Policy. Note that in almost all complaints, Seabridge will have to disclose to the party being accused of a breach of the Policy and potential witnesses enough information about the complaint to allow them to give meaningful evidence. This may involve or result in the disclosure of information in this form.

Information about the parties

Name of employee who is completing this form:
Name of the person(s) who is being harassed, bullied or discriminated against, or subjected to violence:
Name of the person(s) who is doing the harassing, bullying or discriminating, or acts of violence:

Information about the incident: (Please describe each incident in a separate row)

Date of incident	Time of Incident	Location of incident	Names of all persons involved, including witnesses to the incident.	Description of incident (please use as much detail as possible).

You may use additional pages.

I, _____ [print name], confirm that the above information is true to the best of my knowledge and belief and confirm that I understand that making a false, vexatious or unsubstantiated allegation about discrimination, bullying or harassment (including sexual harassment), or workplace violence is a breach of the Respectful Workplace Policy and grounds for discipline, up to and including termination:

Signature

Date: _____

APPENDIX C
ANTI-HEDGING POLICY PRESCRIBED FORM OF ACKNOWLEDGEMENT

TO: Seabridge Gold Inc.

The Undersigned, being a Director or Senior Executive of Seabridge Gold Inc. ("Company"), has received and reviewed a copy of the Anti-Hedging Policy adopted by the Company and hereby acknowledges and confirms that:

Unless otherwise approved by the Corporate Governance and Nominating Committee (or, if so delegated by that Committee, by the Company's Chief Executive Officer), neither I nor any party referred to in the Policy, may, at any time, engage in any kind of hedging transaction that could reduce or limit the economic risk with respect to the holdings, ownership or interest in or to common shares or other securities of the Company, including, without limitation, outstanding stock options, deferred share units, restricted share units, or other compensation awards the value of which are derived from, referenced to or based on the value or market price of common shares in the capital of the Company or other securities of the Company.

Prohibited transactions include the purchase of financial instruments, including, without limitation, prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, units of exchangeable funds or other derivative securities that are designed to or that may reasonably be expected to have the effect of or offset a decrease in market value of equity securities of the Company.

Dated this ____ day of _____, [year]

Signed

Print Name and Title

APPENDIX D
INCENTIVE-BASED COMPENSATION RECOVERY POLICY
ACKNOWLEDGEMENT FORM

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of Seabridge Gold Inc. (the "Company") Incentive-Based Compensation Recovery Policy (the "Policy").

By signing this Acknowledgement Form, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner consistent with, the Policy.

EXECUTIVE OFFICER

Signature

Print Name

Date