

SEABRIDGE GOLD

AUDIT COMMITTEE CHARTER

(Amended March 27, 2024)

The Audit Committee (“Committee”) is responsible to oversee the Corporation’s accounting and financial reporting processes on behalf of the Board of Directors (“Board”) to assist the directors of the Corporation in meeting their responsibilities with respect to financial reporting. The Committee has general responsibility for oversight of internal controls, risk management, complaints handling and information systems of the Corporation. The Committee will also monitor the independence and performance of the Corporation’s independent auditors.

Composition

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

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

Meetings

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

Authority to Retain Advisors

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

Responsibilities

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

Financial Accounting and Reporting processes

- a) to review with the independent auditors and with management, prior to making recommendations to the Board for its approval:
 - i) interim and annual financial statements, including the notes thereto;
 - ii) management's discussion and analysis ("MD&A") of operations accompanying or contained in the annual or quarterly interim reports and the consistency of the MD&A with the financial statements;
 - iii) any expert report or opinion obtained by the Corporation in connection with the financial statements; and,
 - iv) all prospectuses, offering circulars, and similar documents.
- b) to review and ensure that management has adequate procedures in place for the review of the Corporation's public disclosure of information extracted or derived from the Corporation's financial statements, management's discussion and analysis and annual and interim press releases.
- c) to review significant estimates and judgements made by management in the preparation of the financial statements and the view of the independent auditors as to the appropriateness of such estimates and judgements.
- d) to review management's regulatory filings as they relate to the Corporation's financial statements.

Internal controls, risk management, complaints handling and information systems

- e) to satisfy themselves from discussions with and/or reports from management and the independent auditors and internal auditors that the Corporation has designed, implemented, and maintains an effective system of internal controls. The responsibility of the Committee includes a review and discussion of the effectiveness of, or any deficiencies in, the design and operation of the Corporation's internal controls.
- f) to review the appropriateness, effectiveness and compliance of the Corporation's policies and business practices which impact on the financial integrity of the Corporation's reporting and disclosure, including those relating to insurance, accounting, and financial controls such as financial risk management.
- g) to receive regular reports from management on the risks that the Corporation faces, and the status of action plans implemented by management to mitigate such risks.

- h) to review with management the Corporation's privacy and cyber security risk exposure and the policies, procedures, and mitigation plans in place to protect the security, privacy and integrity of the Corporation's information systems and data at least annually.
- i) to review and ensure that the Corporation has procedures in place for the receipt, retention, and treatment of complaints regarding accounting, internal controls or auditing matters, as well as confidential, anonymous submission by employees of concerns regarding questionable accounting by the Corporation or audit matters.

Independent auditors

- j) to evaluate the performance of the independent auditors and recommend the appointment and termination of the independent auditors.
- k) to review the terms of the audit engagement and appropriateness of the proposed fee.
- l) to review through discussion of a formal document the plan for the annual audit with the independent auditors and management.
- m) to review all relationships between the independent auditors and the Corporation to assess the independent auditors' independence.
- n) to review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Corporation's independent auditors and the fees and other compensation related thereto.
- o) to meet with the Corporation's independent auditors to review audit, financial reporting, and other pertinent matters and to review their recommendations made to management.
- p) to implement structures and procedures to ensure that the Committee meets the independent auditors on a regular basis in the absence of management.