

Seabridge Gold Inc.

AUDIT COMMITTEE CHARTER

The Audit Committee of Seabridge is a committee of the Board composed entirely of three outside and unrelated directors. Its overall goal is to ensure that the Corporation adopts and follows a policy of full, plain, true and timely disclosure of material financial information to its stakeholders. Primary responsibility for the Corporation's financial reporting, accounting systems and internal controls lies with management and is overseen by the Board. The Committee assists the Board in fulfilling its responsibilities in this regard. The Committee is mandated to satisfy the requirements of the Canada Business Corporations Act and any other applicable regulatory agencies.

Specifically, the Committee:

- (a) reviews the annual statements of the Corporation and makes recommendations to the Board with respect to these statements,
- (b) reviews the quarterly financial statements and makes recommendations to the Board with respect to these statements,
- (c) reviews all prospectuses, offering circulars, and similar documents,
- (d) oversees the adequacy and accuracy of the Corporation's financial disclosure policies and obligations,
- (e) reviews significant accounting policies and estimates,
- (f) satisfies themselves from discussions with and/or reports from management and reports from the external auditors, that the Corporation's internal controls, financial systems and procedures, and management information systems are appropriate and that internal controls identified are operating effectively,
- (g) meets with the Corporation's auditors to review audit, financial reporting and other pertinent matters and to review their recommendations to management, and
- (h) recommends the appointment of auditors and reviews the terms of the audit engagement and the appropriateness of the proposed fee,
- (i) reviews through discussion or by way of a formal document the plan for the annual audit with the auditors and management,
- (j) evaluates the performance of the auditors,
- (k) confirms the independence of auditors,
- (l) establishes procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, and
- (m) establishes procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Audit Committee meets at a minimum, quarterly and on such other occasions as required. The auditors are invited to attend the meetings.